



MANAGED  
TRAINING  
SERVICES

Corporate Office:  
Infocity, A-24, Sector 34  
Gurugram 122 001, Haryana, India  
Tel: +91 (124) 4916500  
www.niitmts.com  
Email: info@niitmts.com

**August 31, 2024**

**The Manager  
BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**The Manager  
National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Subject: Notice of 22<sup>nd</sup> Annual General Meeting and Annual Report - 2023-24**

**Scrip Code: BSE - 543952; NSE - NIITMTS**

Dear Sir/Madam,

This is further to our letter dated August 23, 2024, informing that the 22<sup>nd</sup> Annual General Meeting ('AGM') of the Members of the Company shall be held on Tuesday, September 24, 2024, at 10:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Mode ('OAVM') to transact the business, as set out in the Notice of the AGM.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed electronic copy of the Notice of the 22<sup>nd</sup> AGM and the Annual Report comprising inter alia Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2024, the Board's Report and the Auditors' Report, being sent by email to those Members whose email addresses are registered with the Depository Participant(s). The requirement of sending physical copy of the Notice of the AGM and Annual Report to the Members has been dispensed with vide MCA Circular/s and SEBI Circular/s. The Notice of the 22<sup>nd</sup> AGM and the Annual Report are available on the website of the Company at [www.niitmts.com](http://www.niitmts.com) and we request you to also upload it on your website.

The Company is providing facilities to the members for voting through remote e-voting, for participation in the AGM through VC/ OAVM and e-Voting during the AGM. National Securities Depository Limited ('NSDL') will be providing these facilities. The procedure for e-Voting and participating in the meeting through VC/ OAVM is mentioned in notes of the AGM Notice.

The shareholders of the Company holding shares as on the cut-off date i.e., Tuesday, September 17, 2024, shall be entitled to cast their vote through remote e-Voting and attend the meeting through VC/ OAVM & e-Voting thereat.

The remote e-Voting period shall commence on Thursday, September 19, 2024 (9:00 A.M. IST) and ends on Monday, September 23, 2024 (5:00 P.M. IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The remote e-Voting shall also be available to members during the AGM on September 24, 2024, who had not vote earlier during the remote e-Voting period.

Kindly acknowledge the receipt.

Thanking you,  
For **NIIT Learning Systems Limited**

**Deepak Bansal**  
**Company Secretary &  
Compliance Officer**

**Encls: a/a**

**NIIT Learning Systems Limited**

(Formerly MindChampion Learning Systems Limited)

Registered Office: Plot No. 85, Sector 32, Institutional Area,  
Gurugram 122 001, Haryana, India | Tel: +91 (124) 4293000 | CIN: L72200HR 2001 PLC 099478



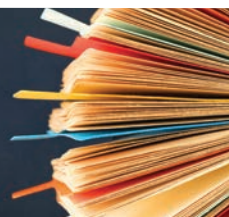
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# ALIGNING **TALENT** TO BUSINESS



NIIT LEARNING SYSTEMS LIMITED  
**ANNUAL REPORT 2023-24**

# TABLE OF CONTENTS



OUR VISION	01
CHAIRMAN'S MESSAGE	02 - 04
CORPORATE INFORMATION	05
BOARD OF DIRECTORS	06
NLSL AT A GLANCE	07 - 09
AWARDS & ACKNOWLEDGEMENTS	10
FINANCIAL HISTORY	11 - 12
AGM NOTICE	13 - 27
BOARD'S REPORT	28 - 48
MANAGEMENT DISCUSSION & ANALYSIS	49 - 82
BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT	83 - 113
CORPORATE GOVERNANCE REPORT	114 - 134
STANDALONE FINANCIAL STATEMENTS	135 - 198
CONSOLIDATED FINANCIAL STATEMENTS	199 - 267



# OUR VISION

## VALUES, MOTIVES AND BELIEFS

- ✓ We, NLSL, believe that our growth is the derivative of the growth of each one of us. It is the duty of each one of us to espouse and give active effect to the values, motives and beliefs we state here

## NLSL IS PEOPLE

- ✓ We have positive regard for each one of us.
- ✓ We will foster career-building by creating opportunities that demand learning, thinking and innovation from each one of us.
- ✓ We expect each one of us to contribute to the process of organisation building and thus derive pride, loyalty and emotional ownership.
- ✓ We recognise the necessity of making mistakes and risk-taking when it contributes to the learning, innovation and growth of each one of us.

## NLSL IS QUALITY AND VALUE

- ✓ Each of us will ensure that in any association with the society, society benefits substantially more than:
  - a) What society gives to us.
  - b) What society would gain from any other similar association
- ✓ We will meet any and every commitment made to society irrespective of any cost that may have to be incurred.
- ✓ We will ensure our profitability, long-term growth and financial stability, through the process of delivering the best, being seen as the best and being the best.
- ✓ We will be fair in all our dealings and promote high standards of business ethics.

## NLSL IS A MISSION

- ✓ We will grow in the recognition and respect we command, through pioneering and leading in the effective deployment of technology and know-how.
- ✓ We will seek to play a key-role in the directions & deployment of technology & know-how for the benefit of mankind.



## CHAIRMAN'S MESSAGE

### Dear Shareholders,

It is with great pride and a sense of responsibility that I present to you the second annual report for NIIT Learning Systems Limited (NLSL). Over the past year, the Company further solidified its position as one of the leaders in the Managed Training Services (MTS) market. The financial year 2023-24, which is its first year as an independent company, was marked by resilience, innovation, and a continued commitment to delivering exceptional value to its stakeholders.

### A Year of Consolidation and Growth

The demerger completed during the year was a pivotal strategic move for the business, enabling the business to sharpen its focus on the Learning Outsourcing market. This transition has allowed the Company to operate with greater agility, clarity, and commitment to its core business of empowering global enterprises through innovative learning solutions. During the year, the economic landscape continued to present challenges, with

persistent inflation, geopolitical tensions, and technological disruptions impacting business environments globally. However, NLSL rose to the occasion, demonstrating the strength of its business model and the trust clients place in its people and services.

Our financial performance for the year was robust, even as customers experienced sharp compression in their spending on training. The Company recorded a 14% year-on-year increase in revenue, reaching Rs. 15,535 million. The growth was driven by both the expansion of its customer base and increasing share of wallet from existing customers. Notably, the Company added 11 new MTS customers during the year, while maintaining a 100% renewal rate with existing customers. This underscores the tremendous value that the business delivers for its customers through its services that align talent to businesses. On the profitability front, EBITDA grew by 19% to Rs. 3,762 million, with margins improving by 106 basis points to 24.2%. This was achieved through a disciplined approach to cost management and a sharp focus on operational efficiency, even as the Company continued to invest in growth initiatives. The net profit grew by 11% to Rs. 2,132 million, resulting in EPS of Rs. 15.8.

# CHAIRMAN'S MESSAGE

## Innovation and Strategic Investments

Innovation continues to be a cornerstone of the strategy at NLSL. During the year, the Company continued to make investments in advanced technologies, particularly in automation and Generative AI (GenAI). These technologies are transforming the way the Company delivers training, enabling it to offer more personalized, efficient, and effective learning experiences. The early success of AI-assisted training pilots with several customers is a promising indicator of the potential these technologies hold for the future.

The Company believes that GenAI represents a game-changing opportunity to revolutionize the corporate learning landscape. By integrating GenAI into its learning solutions, the Company is enhancing the customization and scalability of training programs, aligning them with individual learner needs and business goals. The teams are actively working on several initiatives that leverage GenAI to increase internal productivity, accelerate content development, simulate real-world scenarios, and provide instant, contextually relevant feedback. These advancements not only improve learning outcomes but also position NLSL at the forefront of the next wave of innovation in the learning industry.

## Commitment to ESG

At NLSL, our commitment to Environmental, Social, and Governance (ESG) principles is deeply embedded in the business strategy.

The Company prioritizes ethical business practices, innovation, and sustainability to positively impact society and the environment. This year, the Company made significant strides in its ESG journey, including increasing its reliance on sustainable energy, with 30% of our primary office's energy needs now met by in-house solar power, and achieving 100% wastewater recycling. The Company also invested in green technology training initiatives and contributed to community development through scholarships and literacy programs.

The strategic investment in EIT InnoEnergy, during the year further underscores commitment to sustainability and the global energy transition. By partnering with Europe's top impact investor in cleantech, we are positioning ourselves to play an important role in the upskilling and reskilling efforts needed to achieve global decarbonization goals. This partnership not only expands market reach but also aligns the Company with one of the most significant opportunities of the century—the transition to Net Zero.

The Company remains dedicated to diversity and employee well-being. The Company has a diverse workforce representing 39 nationalities with over 45% women NIITians. These efforts underscore our commitment to building a responsible and sustainable future.

## CHAIRMAN'S MESSAGE

### Future Outlook

Looking forward, the outlook for the business remains positive. The global corporate training market is expected to continue its growth trajectory, with spending projected to reach \$460 billion by 2027. NLSL, as one of the top global players, is uniquely positioned to capitalize on this expanding market. Our commitment to innovation, particularly in the areas of AI and technology-driven learning solutions, will be a key driver of future success.

The Company will continue to explore opportunities for organic and inorganic growth, leveraging its strong balance sheet to pursue strategic acquisitions that enhance capabilities and expand market reach.

In conclusion, I want to extend my deepest gratitude to our shareholders, customers, and employees for their unwavering support and trust in NLSL. As we reflect on our achievements over the past two years,

we are filled with optimism for the future. The successful demerger has not only strengthened our operational focus but has also imbued our organization with a renewed sense of purpose and ambition. As we look ahead, I am confident that NLSL will continue to deliver sustainable value to all our stakeholders, driving growth and innovation in the years to come.

Thank you for your continued trust and confidence in NIIT Learning Systems Limited.

Warm regards,

**RAJENDRA S PAWAR**

NIIT Learning Systems Limited

# CORPORATE INFORMATION

**CIN:** L72200HR2001PLC099478

**CHIEF FINANCIAL OFFICER:** Sanjay Mal

**COMPANY SECRETARY:** Deepak Bansal

**AUDITORS:** S. R. Batliboi & Associates, LLP

**LISTED AT (w.e.f. AUGUST 8, 2023):**

BSE Limited

(Trading symbol: NIITMTS / 543952)

National Stock Exchange of India Limited

(Trading symbol: NIITMTS)

**BANKS:**

Citi Bank N.A. | Indian Overseas Bank

ICICI Bank Limited | Wells Fargo Bank

Bank of America | Bank of Ireland

Lloyds TSB Bank PLC | Deutsche Bank

Banco Bilbao Vizcaya Argentaria | J.P. Morgan

HSBC Mexico, S.A. | MayBank | Zenith Bank

**REGISTERED OFFICE:**

Plot No. 85, Sector 32, Institutional Area,

Gurugram - 122001, Haryana, India,

Tel. No.: +91-124 4293000

Website: [www.niitmts.com](http://www.niitmts.com)

Email: [info@niitmts.com](mailto:info@niitmts.com)

**CORPORATE OFFICE:**

Infocity, A-24, Sector 34,

Gurugram - 122001, Haryana, India

Tel. No.: +91-124 4916500

**REGISTRAR AND SHARE TRANSFER AGENT:**

KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad - 500032,

Telangana, India

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Tel. No.: +91-40-6716 2222



# BOARD OF DIRECTORS



**RAJENDRA SINGH  
PAWAR**

Chairman



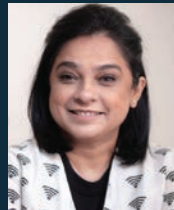
**VIJAY KUMAR  
THADANI**

Vice-Chairman and  
Managing Director



**SAPNESH KUMAR  
LALLA**

Executive Director and  
Chief Executive Officer



**SANGITA  
SINGH**

Non-Executive  
Independent Director



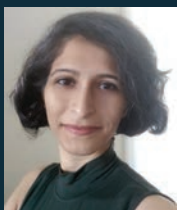
**RAVINDER  
SINGH**

Non-Executive  
Independent Director



**RAVINDRA BABU  
GARIKIPATI**

Non-Executive  
Independent Director



**LEHER VIJAY  
THADANI**

Non-Executive  
Non-Independent  
Director



**DR. PARTHASARATHY  
VANKIPURAM SRINIVASA**

Non-Executive  
Independent Director



## NLSL AT A GLANCE

NIIT Learning Systems Limited offers Managed Training Services to market-leading companies across 30 countries. Trusted by the world's leading companies, NLSL provides high-impact managed learning solutions that weave together the best of learning theory, technology, operations, and services to enable a thriving workforce. The NLSL comprehensive suite of Managed Training Services includes Custom Content and Curriculum Design, Learning Delivery, Learning Administration, Strategic Sourcing, Learning Technology, and L&D consulting services.

The company also offers specialized solutions including immersive learning, customer education, talent pipeline as a service, DE&I training, digital and IT training as well as leadership and professional development services.

With a Net Promoter Score of 9 on 10 and a 100% renewal rate, NLSL helps leading companies transform their learning ecosystems while increasing the business value and impact of learning.

## NLSL FY 2024 HIGHLIGHTS

In FY 2024, NLSL added 11 global Managed Training Services (MTS) contracts during the year and completed 2 contract expansions and 11 contract extensions. The company ended the year with 87 MTS customers. During the financial year, NIIT MTS set up the GenAI Factory under the leadership of Chief Learning Scientist, Dr. Gregg Collins, with a team of over 50 seasoned AI experts who are working on over 150 use cases for Generative AI in learning. They have also developed an AI maturity model for learning along with comprehensive use cases for enterprise-wide AI in L&D.

Over the past year, the company consolidated its Learning Consulting Services portfolio with the combined offerings of St. Charles Consulting Group and NIIT MTS. NIIT MTS also strengthened its strategic partnership with EIT InnoEnergy Skills Institute to offer a comprehensive green skills curriculum to corporations and academic institutions in Europe and North America.

The company organized the 16th edition of its flagship customer conference, Confluence 2024 in Orlando in March 2024. The event was attended by learning leaders from the world's leading Fortune 500 and Global 500 Companies. NIIT MTS also held its annual Customer Advisory Board meeting with leaders from 12 market-leading companies before the conference. The company earned several industry awards and rankings and has consistently been recognized as a global leader in learning outsourcing for the past decade.



# NIIT LEARNING SYSTEMS LIMITED: EVENTS FROM AROUND THE WORLD



**TBB.**  
Co-funded by the European Union

**Meet me at  
The Business Booster!**

18-19 October 2023  
RAI Amsterdam

The leading innovation event  
in sustainable energy

#TBB2023



InnoEnergy Co-funded by the European Union

Presents  
**ET CAREER Talks**

**Navigating the Future**  
Career Opportunities in  
Renewable Energy

27 Feb, 2024 | 5PM

[Watch now](#)

**Sailesh Lalla**  
Chief Business Officer,  
NIIT MTS

**Javier Arias**  
Senior Marketing Manager,  
EIT InnoEnergy

**Arjun Gupta**  
Manager,  
RMI India



# AWARDS AND ACKNOWLEDGEMENTS



378 Brandon Hall Awards



20 CLO Awards



10 Learning Technologies Awards



2 ATD EXCELLENCE IN PRACTICE AWARDS



Accredited Gold Standard by the LPI with 4 LPI Awards



Ranked #1 in Innovation and Deal size – HRO Today Baker's Dozen Ratings



Top 20 Companies in Learning Services



Top 20 Companies in Content Development



Top 20 Companies in IT & Tech Training



Top 20 Companies in Experiential Learning



Top 20 Companies in Advanced Learning Technologies



Leader in Nelson Hall NEAT for Learning Services 2023



Fosway 9-grid™ for Digital Learning Strategic Leader 2024



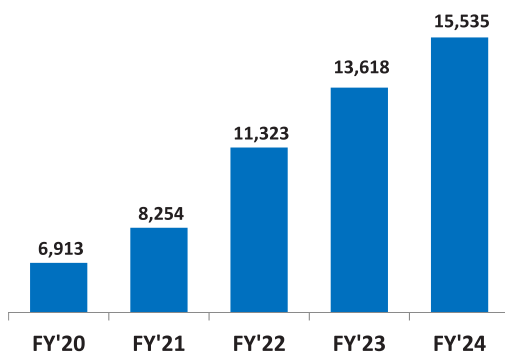
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# FINANCIAL HISTORY

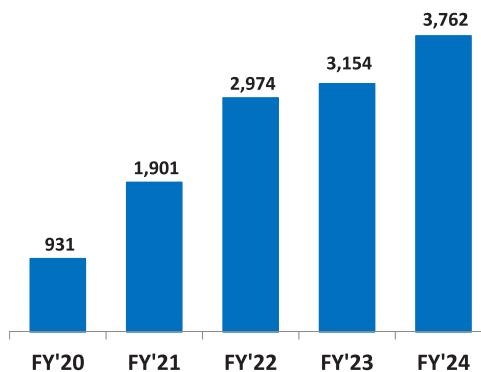
NIIT Learning Systems Limited

## FINANCIAL HISTORY

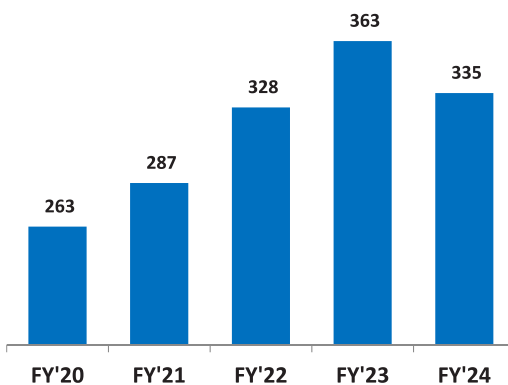
### Revenue (Rs. Mn)



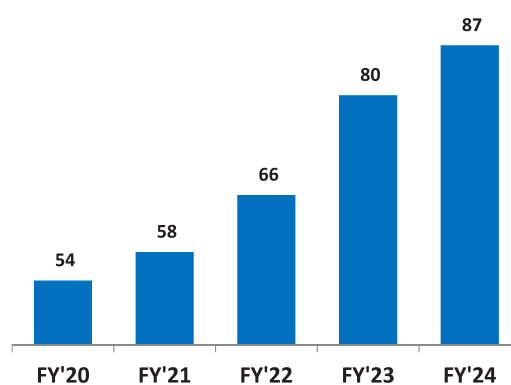
### EBITDA (Rs. Mn)



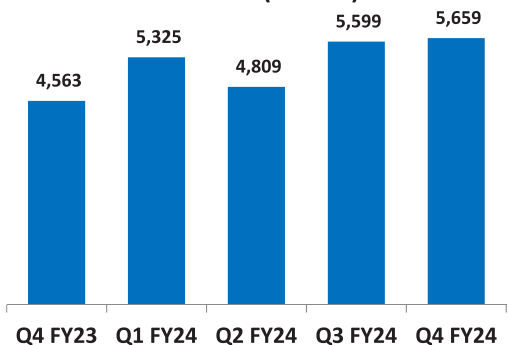
### Revenue Visibility (\$ Mn)



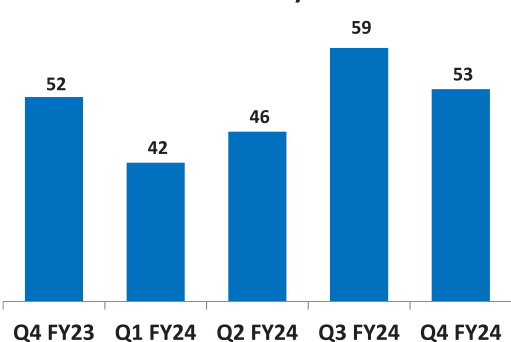
### MTS Customers (nos.)



### Net Cash (Rs. Mn)



### DSO Days



#### Note:

The Corporate Learning Business undertaking has been transferred to NIIT Learning Systems Limited through the Composite Scheme of Arrangement from the Appointed Date of April 1, 2022. Figures for the Corporate Learning Business for prior years have been provided for like for like comparison.



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# NOTICE

NIIT Learning Systems Limited



## NOTICE

**Notice** is hereby given that the 22<sup>nd</sup> Annual General Meeting (“AGM”) of the Members of NIIT Learning Systems Limited (“the Company”) will be held on Tuesday, 24<sup>th</sup> day of September 2024 at 10:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana.

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon.
- To appoint Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
- To declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

### SPECIAL BUSINESS

- To ratify the remuneration of Cost Auditor for the financial year 2023-24 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 2,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to M/s. Ramanath Iyer & Co., Cost Accountants, appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith

or incidental thereto including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board  
**For NIIT Learning Systems Limited**

**Deepak Bansal**  
**Company Secretary**

**Place: Gurugram**

**Date : May 22, 2024**

**Membership No. ACS 11579**

### NOTES:

- A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
- Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 22<sup>nd</sup> AGM shall be conducted through VC / OAVM.

National Securities Depositories Limited (“NSDL”) will be providing facilities for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note nos. 21 to 25 hereinafter.

- The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The attendance of the Members present through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- Pursuant to the provision of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the Circulars. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required / annexed to this Notice.
- Institutional/Corporate Shareholders (i.e other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM

## NOTICE (Contd.)

on its behalf and to vote through remote e-voting or to vote at AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address to [csmilanmalik@gmail.com](mailto:csmilanmalik@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [investors@niitmts.com](mailto:investors@niitmts.com).

Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories (National Securities Depository Limited and Central Depository Services (India) Limited). Members may note that the Notice and Annual Report for FY 2023-24 will also be available on the Company's website at [www.niitmts.com](http://www.niitmts.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

7. For receiving all communication (including Annual Report) from the Company electronically, members are requested to register / update their email addresses with the relevant Depository Participant(s).
8. In terms of Section 152 of the Act, Mr. Rajendra Singh Pawar and Mr. Vijay Kumar Thadani, Directors of the Company, retire by rotation at the AGM and being eligible, have offered themselves for re-appointment. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, have recommended their re-appointment as director of the company liable to retire by rotation.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director retiring by rotation and seeking re-appointment at AGM is annexed to the Notice as **Annexure - I**.

Mr. Rajendra Singh Pawar and Mr. Vijay Kumar Thadani and their relatives shall be deemed to be interested in Item No. 2 and 3 of the Notice, respectively to the extent of their shareholding, if any, in the Company. Ms. Leher Vijay Thadani, Non-Executive Director, being related (daughter) to Mr. Vijay Kumar Thadani, may be deemed to be interested in the Item No. 3 of this Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 2 and 3 of the Notice.

9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 17, 2024, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice and attend AGM. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.

10. Members who would like to express their views or ask questions during the AGM may register themselves till Tuesday, September 17, 2024, by sending request mentioning their name, demat account, email id, mobile number through their registered email to the Company at [investors@niitmts.com](mailto:investors@niitmts.com). Members holding shares as on the cut-off date shall be entitled to register and participate at the AGM.

Members who are registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

11. (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least seven days in advance at [investors@niitmts.com](mailto:investors@niitmts.com). The same will be replied by the Company suitably.
- (b) Members who will participate in the AGM through VC/OAVM can also post questions/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within 7 days from AGM date.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, the Certificate from Secretarial Auditors of the Company certifying that NLSL Employees Stock Option Plan 2023-0 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and any other relevant documents referred to in this Notice of AGM and explanatory statement and also referred in other reports attached with this Notice, will be available electronically for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents can send an email to [investors@niitmts.com](mailto:investors@niitmts.com).
13. Members are advised to:
  - (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete KYC process to keep demat account active.
  - (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
  - (c) register / update their mobile number and e-mail address with their respective DPs for receiving communications electronically.
  - (d) inform any change in address and bank mandate to DP.

## NOTICE (Contd.)

14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

15. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of unpaid and unclaimed amounts lying with the Company is available on the website of the Company.

The details of equity shares transferred to IEPF pursuant to the Composite Scheme of Arrangement are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/> under section Details of shares transferred to IEPF.

Members, whose shares and dividends have been transferred to IEPF are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website <https://www.iepf.gov.in/IEPF/refund.html> and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5. Please ensure submission of claim documents, complete in all respect alongwith relevant documents in respect of claim, so as to avoid any rejection by appropriate authorities.

The process for claim is also available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/> under section Details of shares transferred to IEPF.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 (updated as per Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024) mandated listed company companies to issue securities in dematerialised form only.

In view of this, all equity shares issued by the Company are in dematerialised form. Pursuant to the Composite Scheme of Arrangement under Section 230 - 232 of the Act, which was sanctioned by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order

May 19, 2023 and was effective from May 24, 2023 ('Scheme'), the Company had issued equity shares to eligible Members of NIIT Limited ('NIIT' / 'Transferor Company') as per the share entitlement ratio defined in the Scheme. In line with the above mandate from SEBI, shares of the Company which were allotted to Members of NIIT pursuant to the Scheme, who held equity shares in physical form and demat credit rejection cases, were credited into NIIT LEARNING SYSTEMS LIMITED SUSPENSE DEMAT ACCOUNT SCHEME ('Escrow Account') for this purpose. Further, the shareholders shall also be eligible to claim the dividend paid for FY24 on these shares. The eligible shareholders are advised to contact the Company to claim shares in demat mode as well as unpaid dividend thereon.

17. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution Portal ("ODR Portal"), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution.

The members are encouraged to first reach out to KFin Technologies Limited ('KFin'), the Company's registrar and share transfer agent or to the Company directly, to address any concerns/grievance they may have.

If the concerns/grievance is not addressed to your satisfaction, the member may escalate the same through SCORES Portal in accordance with the SCORES guidelines. This online portal is designed to handle securities complaints, and you should follow their specific guidelines when submitting your case.

If the SCORES Portal resolution is unsatisfactory, initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>, which provides an online platform for online dispute resolution. This process can be initiated only if grievance is not addressed through first two modes.

18. The Company has fixed Thursday, September 05, 2024 as Record Date to ascertain the entitlement of members to the final dividend, if approved by the members at the AGM.

19. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid subject to deduction of tax at source (as applicable) within 30 days from the date of AGM to those members whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 05, 2024 in the list of Beneficial Owners to be furnished by the Depositories in respect of the shares held in electronic/dematerialised form.

20. Pursuant to the amendments introduced by the Finance Act 2020, the dividend income is taxable in the hands of Members with effect from April 1, 2020 and accordingly the Company will be required to deduct tax at source/withhold taxes (TDS) at the prescribed rates on the dividend to be paid to its shareholders.

## NOTICE (Contd.)

### Resident Shareholder(s):

No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend amount to be received during the financial year 2024-25 does not exceed Rs. 5,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and valid documents registered with the Company in time. Following is summary of tax deductible at source for different category of shareholders:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10% <sup>#</sup>	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode).
Without PAN/ Invalid PAN	20% <sup>#</sup>	N.A.
Submitting Form 15G/ Form 15H	NIL	Duly verified Form 15G or 15H (as may be applicable, in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2024-25 is Nil).  The Forms can be downloaded from the link <a href="https://www.incometaxindia.gov.in/pages/downloads/most-used-forms.aspx">https://www.incometaxindia.gov.in/pages/downloads/most-used-forms.aspx</a>
Submitting Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2024-25 and should cover the dividend income.
An Insurance Company as specified under Sec 194 of the Act	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certification issued by the IRDAL.
Mutual Fund specified under clause (23D) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
Any person for or on behalf of New Pension System – Trust under clause (44) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (44) of the Act.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

<sup>#</sup>Tax would not be deducted on payment of dividend to resident Individual shareholder if total dividend to be paid/ likely to be paid in FY 2024-25 does not exceed Rs. 5,000.

### Non-Resident Shareholder(s):

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories. Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route.
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories.

## NOTICE (Contd.)

Particulars	Applicable Rate	Documents required (if any)
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)	Tax Treaty Rate**	<p>In order to apply the Tax Treaty rate, all the following documents would be required:</p> <ul style="list-style-type: none"> <li>Self-Attested copy of Indian Tax Identification number (PAN).</li> <li>Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2024 to March 2025 obtained from the tax authorities of the country of which the shareholder is a resident.</li> <li>Copy of duly filled Form 10F duly filled on Indian Income Tax Portal. This form has to be filed on the Indian Income Tax Portal by registering through below mentioned link <a href="https://eportal.incometax.gov.in/iec/foservices/#/pre-login/register">https://eportal.incometax.gov.in/iec/foservices/#/pre-login/register</a> The declaration format can be downloaded from the following link <a href="https://www.incometaxindia.gov.in/forms/income-tax%20rules/10312000000007197.pdf">https://www.incometaxindia.gov.in/forms/income-tax%20rules/10312000000007197.pdf</a></li> <li>Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> <li>Non-resident is eligible to claim the benefit of respective tax treaty;</li> <li>Non-resident receiving the dividend income is the beneficial owner of such income;</li> <li>Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India;</li> <li>Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI');</li> <li>Non-resident does not have a place of effective management in India.</li> </ul> </li> </ul>
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax Authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2024-25 and should cover the dividend income.

\*\* The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

### Notes for TDS:

- The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA and/or with depositories post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (refer to Form 26AS).
- The aforesaid documents such as copy of PAN card, Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate,

Lower Tax certificate etc. must be sent through email to the Company at [investors@niitmts.com](mailto:investors@niitmts.com) so as to reach on or before Saturday, September 14, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Alternatively, the duly signed copies of relevant documents be sent to the Company at the registered office address given herein which must reach to us on/before Saturday, September 14, 2024. **No communication relating to tax determination/deduction received after Saturday, September 14, 2024 shall be considered by the Company for purpose of calculation of TDS on payment of the Final Dividend for FY24.**

## NOTICE (Contd.)

- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with/provided to the Company.
  - (iv) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
  - (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
  - (vi) This information is not exhaustive and does not purport to be a complete analysis, tax or legal advice or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- 22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members can also login and join anytime throughout the proceedings of AGM.
  - 23. Members are encouraged to join the Meeting through Laptops for better experience. Further members desirous of speaking at AGM, will be required to use Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - 24. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - 25. The process and manner for remote e-voting and e-voting at AGM are as under:
    - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, Regulation 44 of Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given below.
    - II. The remote e-voting period shall commence on Thursday, September 19, 2024 (9:00 A.M. IST) and ends on Monday, September 23, 2024 (5:00 P.M. IST). During this period, members of the Company, as on the cut-off date i.e. Tuesday, September 17, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it cannot be changed subsequently.
    - III. All persons who shall not be members as on the cut-off date, should treat this Notice for information purposes only.

### JOINING AGM THROUGH VC / OAVM:

- 21. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

#### IV. Instruction:

##### For Remote E-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### Step 1: Access to NSDL e-Voting system

##### Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system


Details on Step 1 are mentioned below:

## NOTICE (Contd.)

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="669 933 901 1069" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login into Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

## NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 'or joining virtual meeting & voting during the meeting' after period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call on 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800-210-9911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL) or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN3***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.



## NOTICE (Contd.)

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number , your PAN, your name and your registered address.
  - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Details on step 2 are mentioned below:**

#### **How to cast your vote electronically and join virtual meeting on NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- Shareholders are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated

Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@niiitms.com](mailto:investors@niiitms.com). If you are an Individual shareholder, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- V. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
    - The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
    - Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
    - Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
    - Please use helpdesk detail for any grievances connected with the facility for e-Voting on the day of the AGM, as mentioned for Remote e-voting.
  - VI. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)
  - VII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 17, 2024.
  - VIII. Mr. Milan Malik, Practicing Company Secretary (Membership No. FCS 9888 and CP No. 16614) and failing him, Mr. Subhash Chander Setia, Practicing Company Secretary (Membership No. FCS 3019 and CP No. 23681), the designated partners of Corpnexus Services LLP, have been appointed as the Scrutinizer(s) to scrutinize the voting and remote e-voting process in a fair and transparent manner.

## NOTICE (Contd.)

### IX. E-Voting Results

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast during the AGM and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company [www.niitms.com](http://www.niitms.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him

in writing and communicated to National Stock Exchange of India Limited and BSE Limited.

- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e Tuesday, September 24, 2024.

#### **Other instructions:**

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password/ OTP with any other person and take utmost care to keep it confidential.

## NOTICE (Contd.)

### AGM – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Tuesday, September 24, 2024 at 10:00 A.M. (IST)
2.	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at registered office of the Company
3.	Participation through Video Conferencing	Members can login from 9:30 A.M. (IST) on the date of AGM through NSDL link.
4.	Name and address of e-voting and VC/ OAVM service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400 013
5.	NSDL Email ID / Helpline numbers	Email at the designated email id <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or Call on: 022 - 4886 7000
6.	Cut-off date for entitlement: e-voting/AGM participation / Speaker Registration request	Tuesday, September 17, 2024
7.	Remote E-voting start time and date	9:00 A.M. (IST), Thursday, September 19, 2024
8.	Remote E-voting end time and date	5:00 P.M. (IST), Monday, September 23, 2024
9.	Remote E-voting website	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
10.	Emails: Company/documents/ AGM Speaker registration  Registrar & Share Transfer Agent  NSDL	<a href="mailto:investors@niitmts.com">investors@niitmts.com</a>  <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
11.	Recorded transcript	To be available after AGM at Company's website in investors information section.
12.	Final Dividend for FY24 recommended by Board	Rs. 2.75 per share (subject to applicable TDS)
13.	Record Date for Dividend Entitlement	Thursday, September 5, 2024
14.	Submission of TDS related document	Saturday, September 14, 2024
15.	Information of tax on Dividend	Information in Notice and check Company's website in investor's information section
16.	Email & Contact updation	through Depository Participant

## NOTICE (Contd.)

### STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

#### ITEM NO. 5

The Composite Scheme of Arrangement between NIIT Limited (“the Transferor Company” or “NIIT”) and NIIT Learning Systems Limited (“the Transferee Company” or “NLSL”) and their respective shareholders and creditors (“the Scheme”) for inter alia transfer of CLG Business Undertaking, was approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench (NCLT/ Tribunal) and become effective on May 24, 2023 (“the Effective Date”), with effect from the Appointed Date i.e., April 1, 2022. The maintenance of Cost Records and Cost Audit thereof become applicable to the Company for the financial year 2023-24.

The Board had at its Meeting held on August 10, 2023, on the recommendation of the Audit Committee, appointed M/s. Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs. 2,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any). The Cost Auditor conducts the audit as per Cost Auditing Standards issued by the Institute of Cost Accountants of India (ICMAI) and the Cost Audit fees is commensurate to the scope of Audit and size/ operations of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the financial year ended March 31, 2024, by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 5 of this Notice.

Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2')

Particulars/Name	Mr. Rajendra Singh Pawar	Mr. Vijay Kumar Thadani
Age	73 years	73 years
Date of first appointment on the Board	May 24, 2023	March 14, 2016
Background, Expertise and Qualification	<p>Rajendra Singh Pawar is Non-Executive Chairman of the Company.</p> <p>He is also the Executive Chairman and Co-Founder of NIIT Limited, a global leader in skills and talent development, and founder of the not-for profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society.</p> <p>Under his leadership, NIIT has played a key role in shaping the growth of the Indian IT sector, by creating skilled manpower to drive its momentum. Having revolutionized the IT Training industry, he is now involved in establishing an innovative model in Higher Education, the not-for-profit NIIT University. He is also member of Governing body of not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society.</p> <p>Mr Pawar did his early schooling in Jammu. Then moved to The Scindia School, Gwalior and from there to IIT Delhi.</p> <p>Acknowledging Mr Pawar's contribution to the IT industry in India, he was awarded the country's prestigious civilian honour, Padma Bhushan, by the President of India in 2011.</p> <p>Mr Pawar served as a member on the Prime Minister's National Council on Skill Development (2009-2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. Actively involved in India's key Chambers of Commerce, Mr Pawar has led several ICT industry fora, including National Association of Software &amp; Service Companies (NASSCOM) as its Chairman in 2011-12.</p> <p>Mr Pawar was the Chairman of NASSCOM Cyber Security Task Force that was set up in response to the Prime Minister Narendra Modi's vision to see India emerge as a global hub of Cyber Security products and services. He was also the Chairman of the Board of Directors of Data Security Council of India (DSCI).</p> <p>Mr Pawar's contributions have been widely acknowledged and he has been conferred prestigious awards like- Distinguished Alumnus Award at IIT Delhi in 1995; The 'IT man of the Year' by IT industry journal, Dataquest in 1998; 'Master Entrepreneur of the Year' by Ernst &amp; Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior; Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005; Maharaja Gulab Singh Award in 2006; Lifetime Achievement ICT Award 2019 by Dataquest; Lifetime Achievement Award in 2022 by Federation of Indian Chambers of Commerce &amp; Industry (FICCI). He is a Fellow of the Computer Society of India and is a Distinguished Fellow of Institution of Electronics and Telecommunications Engineers.</p> <p>Mr Pawar was on the founding Board of Shree Mata Vaishno Devi University, Katra. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad and the Scindia School. He served as the Vice Chairman of National Council of Applied Economy Research (NCAER) Governing Body. He has also served on the boards of IIT Delhi, IIM Bangalore, IIM Udaipur and has been a member of the University Court of Delhi University.</p>	<p>Vijay Kumar Thadani is the Vice Chairman and Managing Director of the Company.</p> <p>He is the Co-Founder of NIIT Group and also serves as Vice Chairman and Managing Director of NIIT Ltd, a global leader in skills and talent development. In addition, he is the Co-Founder of the not-for-profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is also member of Governing body of not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society.</p> <p>In the past, he served as President of the Indian IT industry association, MAIT and as Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India.</p> <p>As an active member of CII, he served as the Chairman of CII Northern Region as also chaired CII's National Committee on Higher Education.</p> <p>In addition, he served as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad, Chairman of the Board of Governors of MN National Institute of Technology, Allahabad, Chairman of All India Board of Technician Education constituted by AICTE and as a member of the Board of Governors of Indian Institute of Technology (IIT), Delhi.</p> <p>Vijay served on the Governing Council of All India Management Association (AIMA). He is a member of Board of Governors of Management &amp; Entrepreneurship and Professional Skills Council (MEPSC) and Co-chairs the CII Centre for Digital Transformation.</p> <p>He also serves as an Independent Director on the Board of Triveni Turbine Limited.</p> <p>He has received the recognition of 'Distinguished Alumnus' from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. He has also received Bank of India award for Excellence in Management. In addition, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.</p> <p>He graduated in engineering from the Indian Institute of Technology (IIT), Delhi.</p>

## NOTICE (Contd.)

Particulars/Name	Mr. Rajendra Singh Pawar	Mr. Vijay Kumar Thadani
Number of Equity Shares held in the Company including shareholding as beneficial owner	524,845 equity shares* (Including 155,000 shares as first holder with spouse and 369,845 shares as second holder with spouse)	158,527 Equity Shares** (including 155,000 shares as first holder with spouse and 3,527 shares as second holder with spouse)
Relationship with other Directors, Manager and other Key Managerial Personnel	None	Ms. Leher Vijay Thadani, Non-executive Director – Daughter
Terms and conditions of appointment or re-appointment and remuneration to be paid	Retiring by rotation; Payment of sitting fee/commission as applicable for non-executive directors, and remuneration as approved earlier by the shareholders on August 2, 2023 at the time of appointment.	Retiring by rotation; Payment of Remuneration as approved earlier by the shareholders on August 2, 2023 at the time of appointment.
No. of Board Meetings attended during the financial year 2023-24 (during the tenure)	Held: 7 Attended: 7	Held: 8 Attended: 8
Directorships of other Boards as on date of the Notice	<ul style="list-style-type: none"> <li>- NIIT Limited</li> <li>- NIIT Network Services Limited</li> <li>- Pace Industries Private Limited</li> <li>- IT Infrastructure Development Corporation Private Limited</li> <li>- NIIT Education Services</li> <li>- Indian School of Business</li> </ul>	<ul style="list-style-type: none"> <li>- NIIT Limited</li> <li>- NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>- Triveni Turbine Limited</li> <li>- Global Solutions Private Limited</li> <li>- RPS Consulting Private Limited</li> <li>- NIIT (USA), Inc. USA</li> <li>- NIIT Limited, U.K</li> <li>- NIIT (Ireland) Limited</li> <li>- NIIT Learning Solutions (Canada) Limited</li> <li>- Eagle Training, Spain S.L.U</li> <li>- Stackroute Learning Inc., USA</li> <li>- St. Charles Consulting Group LLC, USA</li> <li>- NIIT Mexico, S. DE R.L. DE C.V., Mexico</li> <li>- NIIT Brazil LTDA, Brazil</li> </ul>
Membership / Chairmanship of Committees of other companies as on date of the Notice	<ul style="list-style-type: none"> <li>NIIT Limited</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Corporate Social Responsibility Committee – Member</li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Limited</li> <li>- Audit Committee- Member</li> <li>- Stakeholders Relationship Committee- Member</li> <li>- Corporate Social Responsibility Committee- Member</li> <li>- Risk Management Committee – Member- Member</li> <li>- Share Allotment Committee - Member</li> <li>• Triveni Turbine Limited</li> <li>Nomination &amp; Remuneration Committee – Chairman</li> </ul>
Remuneration last drawn	Details for financial year 2023-24 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report.	Details for financial year 2023-24 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report.
List of core skills/ expertise/ competencies identified by the Board and those actually available: Leadership - 1 Board experience & governance oversight in public companies – 2 Financial - 3 Global business - 4 Technology/Talent development industry experience - 5 Sales, Marketing & customer service - 6 Innovation & entrepreneurship - 7 M & A - 8 Legal, risk & compliance management - 9	1-9	1-9

\*does not include 22,445,644 equity shares held by Mr. Rajendra Singh Pawar, as a Trustee of Pawar Family Trust

\*\*does not include 22,994,229 equity shares held by Mr. Vijay Kumar Thadani, as a Trustee of Thadani Family Trust

By Order of the Board  
For NIIT Learning Systems Limited

Deepak Bansal  
Company Secretary  
Membership No. ACS 11579

Place: Gurugram  
Date : May 22, 2024





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TRAINING  
SERVICES

# BOARD'S REPORT

NIIT Learning Systems Limited

## BOARD'S REPORT

### Dear NLSL Shareowner,

Your directors take pleasure in presenting the 22<sup>nd</sup> Annual Report along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2024.

### Financial Highlights

The highlights of your Company's financial results for the financial year (FY) April 1, 2023, to March 31, 2024, (FY24) are as follows:

(All Amounts in Rs. Million, unless otherwise stated)

Particulars	Consolidated		Standalone	
	FY24	FY23	FY24	FY23
<b>INCOME</b>				
Revenue from operations	15,535	13,618	4,002	4,038
Other Income	319	151	964	574
<b>Total Income</b>	<b>15,855</b>	<b>13,769</b>	<b>4,966</b>	<b>4,612</b>
<b>Total Expenses</b>	<b>12,832</b>	<b>11,298</b>	<b>3,711</b>	<b>3,594</b>
<b>Profit before exceptional items and tax</b>	<b>3,023</b>	<b>2,471</b>	<b>1,255</b>	<b>1,018</b>
Exceptional items	(52)	(186)	(14)	(36)
<b>Profit before Tax</b>	<b>2,971</b>	<b>2,285</b>	<b>1,241</b>	<b>982</b>
Tax Expenses	839	363	220	(10)
<b>Profit for the year</b>	<b>2,132</b>	<b>1,922</b>	<b>1021</b>	<b>993</b>
<b>Earnings per equity share</b>				
Basic EPS (Rs.)	15.82	14.31	7.57	7.39
Diluted EPS (Rs.)	15.22	13.97	7.29	7.22

Your Company's consolidated revenue from operations for FY24 is Rs. 15,535 million as against Rs. 13,618 million in the previous financial year and the profit after tax is Rs. 2,132 million as against Rs. 1,922 million in the previous financial year.

Your Company's standalone revenue from operations for FY24 is Rs. 4,002 million as against Rs. 4,038 million in the previous financial year, and the profit after tax is Rs. 1,021 million as against profit of Rs. 993 million in the previous financial year.

### Business Operations

During the year, the Corporate Learning Business Undertaking has been transferred from NIIT Limited to NIIT Learning Systems Limited (NLSL) through the Composite Scheme of Arrangement (Scheme). The deemed date of this transfer, as per the Scheme, is from the Appointed Date i.e., April 1, 2022. As a result, the financials statements of the Company include impact of this transfer in both FY23 and FY24.

Revenue of the Company grew 14% YoY in FY24. The growth was 10% YoY in constant currency. Excluding full year revenue from St. Charles Consulting Group (StC), which the Company acquired on November 4, 2022, the organic revenues grew 4% YoY. The StC business is now fully integrated and operating synergistically with the outsourcing business.

The prevailing economic uncertainty during the year led to slowdown in private investments and decision making. This has caused contraction in consumption of training in the near term, as companies pushed out discretionary spending. The uncertainty was caused by high interest rates, geopolitical conflicts in Europe and the Middle East, as well as technological disruptions including impact of GenAI.

The Company achieved growth due to strong addition of new logos as well as expansion of wallet share in existing accounts. During the year, the business added 11 new customers. The Company also maintained 100% renewal record in contracts that came up for renewal. NLSL ended the year with 87 customers and Revenue Visibility of USD 335 million.

EBITDA for the year was Rs. 3,762 million, up 19% YoY. EBITDA margin was 24% versus 23% last year. Margin improved 106 bps on improved business mix and higher utilization of resources, even as company continued to prioritize investments in new capabilities including Gen AI, entry into new sectors and S&M, as well as uptick in premise and travel costs.

A detailed analysis of the overall performance is given in the Management Discussion and Analysis Report, forming part of this Report.

### Future Plans

Global spending on Corporate Learning & Development (L&D) is USD 370 billion per annum. Currently, less than 5% of these spends are outsourced. This creates a large, multi-year runway for growth for training outsourcing. Outsourcing has been going up driven by increasing complexity, and as organizations demand greater accountability from their L&D functions. Outsourcing to specialist firms also frees customers to focus on their core while improving both efficiency and effectiveness of learning.

Expenditure on training was compressed during FY24 due to the prevailing economic uncertainty. This is expected to revert to normal over a period of time, as economic activity picks up. Also, as economies emerge from the slowdown, companies are expected to seek reduction of fixed expenses and outsource non-core functions. Training is a potential area for significantly higher penetration of outsourcing, driven by this move. Over medium to long term, NLSL expects a big shift to outsourcing and is well positioned to benefit from this trend.

Your company is currently ranked among the Top 5 global providers of Managed Training Services. The Company continues to achieve industry leading growth with strong addition of new customers and retention of existing relationships. With a strong balance sheet and availability of growth capital, your Company sees an opportunity to move up the leadership ladder. The successful completion of the planned demerger during the year provides the business with a sharper focus and energy to further accelerate its growth.



## BOARD'S REPORT (Contd.)

Your Company intends to capitalize on its expertise and capabilities to expedite growth. In pursuit of this goal, the Company is committed to maintaining ongoing investments in innovation to ensure customer satisfaction, in advisory services to foster thought leadership, and in Sales & Marketing to build a global platform for large-scale comprehensive deals aimed at accelerating growth. The Company is making rapid progress in leveraging GenAI across multiple aspects of its work. In projects and workstreams including GenAI, the Company is becoming significantly more ambitious in terms of learning outcomes for its customers.

The Company would continue to explore inorganic opportunities to add new capabilities and penetrate desired markets and customer segments. The Company is actively engaged in assessing potential target businesses for such opportunities.

### Dividend

Your directors, on October 30, 2023, declared an interim dividend of Rs. 2.50/- per equity share (face value of Rs. 2/-) during the financial year ended March 31, 2024. The interim dividend was paid to the shareholders whose names were on the register of members as on November 10, 2023, being the record date fixed for this purpose.

Further, your directors have also recommended a final dividend of Rs. 2.75/- per equity share (face value of Rs. 2/-) for the financial year ended March 31, 2024, for the approval of the Members at the ensuing Annual General Meeting (AGM). The final dividend, if approved, will be paid within 30 days of the AGM.

### Transfer to Reserves

The Company has not transferred any sum to the general reserve for the financial year 2023-24.

### Material changes and commitments, if any, affecting the financial position of the Company

#### Scheme of Arrangement

Your Board of Directors had, at its meeting held on January 28, 2022, approved Composite Scheme of Arrangement between NIIT Limited ("the Transferor Company" or "NIIT") and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of NIIT ("the Transferee Company" or "NLSL") and their respective shareholders and creditors ("the Scheme") as per the provisions of Sections 230-232 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), and in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065 dated November 23, 2021.

During the year under review, the Scheme was approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"/ "Tribunal") vide its order dated May 19, 2023. The Scheme became effective on May 24, 2023 ("the Effective Date"), with effect from the Appointed Date i.e., April 1, 2022.

Upon the Scheme becoming effective:

- the paid-up equity share capital of the Transferee Company comprising of 11,55,64,072 equity shares of INR 10/- each aggregating to INR 1,15,56,40,720 (Indian Rupees One Hundred Fifteen Crores Fifty-Six Lakh Forty Thousand Seven Hundred and Twenty) and securities premium amounting to INR 2,00,00,000 (Indian Rupees Two Crores) stand reduced and cancelled pursuant to Section 66 and other applicable provisions of the Act.
- the authorised share capital of the Company got reclassified/reorganized by reducing the face value of equity shares to INR 2 (Indian Rupees Two, only) divided into 60,00,00,000 equity shares of INR 2 (Indian Rupees Two, only) each aggregating to INR 1,20,00,00,000 (Indian Rupees One Hundred Twenty Crores).
- the CLG Business Undertaking of the Transferor Company got transferred and vested to the Transferee Company
- in consideration of the transfer and vesting of the CLG Business Undertaking from the Transferor Company into the Transferee Company pursuant to Part IV of the Scheme, the Transferee Company, on June 12, 2023, has issued and allotted equity shares of Rs. 2/- (Rupees Two) each to the equity shareholders of Transferor Company, whose name appeared in the register of members of Transferor Company as shareholder on the Record Date, in the Ratio of 1:1 [i.e. 1 (one) equity share of the Transferee Company for every 1 (one) equity share held of the Transferor Company of face value of Rs. 2/- each as on the Record Date]. These equity shares of the Transferee Company were listed on the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on August 8, 2023.
- Employees Stock Option Plan namely NLSL ESOP 2023-0 was framed pursuant to the Composite Scheme of Arrangement. This plan provided for grant of upto 91,85,107 Company's stock options to Option Grantees of Transferor Company, who held as many unexercised NIIT stock options as on the Effective Date of the Scheme (irrespective of whether they were employees of Transferor Company or its subsidiaries or become employees of the Transferee Company or its subsidiaries pursuant to this Scheme).

## BOARD'S REPORT (Contd.)

After the requisite in-principal listing approval of the stock exchanges, the Company has granted 91,20,107 stock options under this Plan on September 20, 2023.

### Share Capital

During the year under review, the Company has allotted:

- 13,46,14,360 equity shares of Rs.2/- pursuant to the Composite Scheme of Arrangement; and
- 824,361 equity shares on the exercise of stock options granted under the NLSL ESOP 2023-0.

There was no buyback by the Company.

### Subsidiaries, Joint Ventures and Associate Companies

Pursuant to the Composite Scheme of Arrangement, following entities became subsidiaries of the Company, being a part of CLG Business Undertaking:

- a) NIIT USA Inc, USA
  - Stackroute Learning Inc, USA (subsidiary of entity at serial no. a)
  - St. Charles Consulting Group LLC, USA (subsidiary of entity at serial no. a)
  - Eagle Training Spain, S.L.U (subsidiary of entity at Serial no. a)
  - NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. a)
  - NIIT Brazil LTDA (subsidiary of entity at serial no. a)
- b) NIIT Limited, UK
- c) NIIT Malaysia Sdn. Bhd, Malaysia
- d) NIIT (Ireland) Limited, Ireland
  - NIIT Learning Solutions (Canada) Limited, Canada (subsidiary of entity at serial no. d)
- e) NIIT West Africa Limited, Nigeria

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of each of the Company's subsidiaries are provided in the prescribed Form AOC-1, annexed herewith as "Annexure-A" forming part of this Report.

The list of Subsidiaries of the Company, including the change (if any) during the year, is provided in Form AOC-1 and notes to financial statements of the Company.

### Consolidated Financial Statements

Pursuant to Section 129 of the Act and Regulation 34 of the Listing Regulations, the Consolidated Financial Statements of the Company is attached herewith, as prepared in accordance with the provisions of the Act.

Pursuant to the provisions of Section 136 of the Act, the audited financial statements of the Company (Standalone and Consolidated) along with the relevant documents and the audited accounts of each of its subsidiaries are available on the website of the Company, i.e., <https://www.niit.com/regulation46-of-the-lodr/>. The same shall also be available for inspection by members upon request.

### Directors

In accordance with the provisions of the Section 152 of the Act, Mr. Rajendra Singh Pawar (DIN: 00042516) and Mr. Vijay Kumar Thadani (DIN: 00042527), Directors of the Company retire by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible have offered themselves for re-appointment as Directors of the Company. The relevant detail is provided in the Notice.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, have recommended their re-appointment to the members for their approval.

During the financial year 2023-24, the Board of Directors was reconstituted considering the implementation of the Composite Scheme of Arrangement:

- Mr. Ravinder Singh and Ms. Sangita Singh were appointed as Independent Directors of the Company, not liable to retire by rotation, with effect from May 20, 2023, for a term of five years.
- Mr. Rajendra Singh Pawar was appointed as Non-Executive and Non-Independent Director and Chairman of the Company, liable to retire by rotation, with effect from May 24, 2023.
- Mr. Vijay K Thadani, Non-executive Director was appointed as Vice-Chairman & Managing Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. May 24, 2023.
- Mr. Sapnesh Kumar Lalla, Non-executive Director was appointed as Executive Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of 5 years w.e.f. May 24, 2023.
- Mr. Ravindra Babu Garikipati was appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from May 24, 2023, for a term of five years.
- Ms. Leher Vijay Thadani was appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, with effect from May 24, 2023.
- Dr. Parthasarathy Vankipuram Srinivasa was appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from June 16, 2023, for a term of five years.

## BOARD'S REPORT (Contd.)

The Board recommended the appointment of these Directors for approval of shareholders through postal ballot. The same was approved by the shareholder with requisite majority on August 2, 2023.

The Board have diversity in terms of age, expertise, domain experience, gender, and geography.

Further, Mr. Parappil Rajendran and Ms. Mita Brahma, Non-executive Directors of the Company, had resigned from the Board of the Company with effect from May 24, 2023, due to their inability to devote adequate time in view of their other pre-occupation. The Board placed on record its appreciation for the valuable contribution and guidance by Mr. Parappil Rajendran and Ms. Mita Brahma during their tenure as Non-executive Directors of the Company.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Act and Listing Regulations.

Further, in the opinion of the Board and on the basis of declaration of independence provided by the Independent Directors, they all fulfill the conditions specified in the Act and Rules made thereunder, read with the applicable regulations of Listing Regulations, for their appointment as Independent Directors of the Company and are independent of the management.

All Independent Directors have registered themselves with the Indian Institute of Corporate Affairs for the inclusion of their name in the data bank of independent directors, pursuant to the provision of Rule 6 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014. Further, they have confirmed that they shall comply with other requirements, as applicable under the said rule.

### Key Managerial Personnel(s) ("KMP")

As on March 31, 2024, the following officials were the KMP of the Company in terms of provisions of the Act:

- Mr. Vijay Kumar Thadani, Vice Chairman & Managing Director<sup>1</sup>
- Mr. Sapnesh Kumar Lalla, Executive Director and Chief Executive Officer<sup>1,2</sup>
- Mr. Sanjay Mal, Chief Financial Officer<sup>2</sup>
- Mr. Deepak Bansal, Company Secretary<sup>2</sup>

<sup>1</sup>w.e.f. May 24, 2023; Non-executive Director upto May 23, 2023.

<sup>2</sup>pursuant to the Composite Scheme of Arrangement, employment transferred as part of CLG business undertaking and appointed in the Company w.e.f. May 24, 2023.

During the year under review, following person ceased to be the KMP of the Company in terms of provisions of the Act:

- Ms. Leena Khokha as Manager (w.e.f. April 30, 2023)
- Mr. Sanjay Kumar Jain as Chief Financial Officer (w.e.f. May 24, 2023)
- Mr. Siddharth Nath as Company Secretary (w.e.f. May 24, 2023)

### Meetings of the Board

During the year under review, eight (8) Board meetings were convened and held. The intervening gap between the two board meetings was within the period prescribed under the Act and Listing Regulations. For further details, please refer to the Corporate Governance Report, forming part of this Report.

### Board Evaluation

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation for itself, the Directors individually (including the Chairman of the Board), as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, and Risk Management Committee.

Inputs were received from the Directors, covering various aspects of the Board's functioning, such as the adequacy of the composition of the Board and its Committees, its effectiveness, ethics and compliances, the evaluation of the Company's performance, and internal control and audits.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as the level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgment, safeguarding the interest of the Company and its minority shareholders, providing expert advice to the Board, the Board Skills matrix, and contributing in deliberations while approving related party transactions.

### Directors' Responsibility Statement

As required under Section 134(5) of the Act, the Directors of the Company hereby state and confirm that:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures;
- the Directors have selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as

## BOARD'S REPORT (Contd.)

- to give a true and fair view of the state of affairs of the Company at the end of FY24 and of the profit & loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
  - d) the Directors have prepared the Annual Accounts on the going concern basis;
  - e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
  - f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Secretarial Standards

The Directors state that the applicable mandatory Secretarial Standards, i.e., SS-1: Secretarial Standard on Meetings of the Board of Directors and SS-2: Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, have been followed by the Company.

### Statutory Auditors

S. R. Batliboi & Associates LLP, Chartered Accountants, Gurugram (FRN 101049W/ E300004), was appointed as Statutory Auditors of the Company, for a second term of 5 (five) consecutive years, at the AGM held on July 29, 2022. The Statutory Auditors have confirmed that they are eligible and qualified to continue as Statutory Auditors of the Company.

### Statutory Auditors' Report

The notes on the Financial Statements (Standalone and Consolidated) referred to in the Auditors' Reports are self-explanatory and do not require any further comments. The Auditors' Reports do not contain any qualification, reservation or adverse remark.

### Secretarial Auditors

Pursuant to provision of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed PI & Associates, Practising Company Secretaries as Secretarial Auditor to conduct secretarial audit of the Company for FY24. The Secretarial Audit Report for FY24 is annexed herewith as "Annexure B", forming part of this report. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

There was no material unlisted Indian subsidiary of the Company in terms of Listing Regulations, as on March 31, 2023. Thus provisions of Regulation 24A of the Listing Regulations for secretarial audit of such material subsidiary was not applicable to the Company for the financial year 2023-24.

### Cost Accounts and Cost Auditors

The cost accounts and records are made and maintained by the Company, as required in accordance with the provisions of Section 148 of the Act.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board appointed M/s. Ramanath Iyer and Co., Cost Accountants, as the Cost Auditors of the Company, for conducting the audit of cost records of products/services of the Company for FY24. The ratification of remuneration payable to the Cost Auditors is being sought from the members of the Company at the forthcoming AGM.

### Reporting of Frauds by Auditors

During the year under review, Statutory Auditor, Secretarial Auditor and Cost Auditor did not report any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act. Hence, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### Management Discussion and Analysis Report

The Management Discussion and Analysis Report, pursuant to Regulation 34(2)(e) read with Para B of Schedule V of the Listing Regulations, is given as a separate section and forms part of this Report.

### Corporate Governance Report

Your Company continues to adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI) and is committed to the highest standard of Corporate Governance.

Your Company has complied with all the mandatory requirements relating to Corporate Governance in the Listing Regulations. The Corporate Governance Report pursuant to the requirement of Listing Regulations is given as a separate section and forms a part of this Report. The Certificate from the Secretarial Auditors confirming the compliance with the conditions of the Corporate Governance stipulated in Para E of Schedule V of Listing Regulations is also annexed to the said Corporate Governance Report.

### Corporate Social Responsibility

Pursuant to the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a Corporate Social Responsibility (CSR) Committee. The detail of the Committee

## BOARD'S REPORT (Contd.)

is provided in the Corporate Governance Report, forming part of this Report. The CSR Policy of the Company is available on the website of the Company at <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/CSR%20Policy.pdf>

During the financial year 2023-24, the Company had spent Rs. 6.60 million on CSR activity.

The Report on the CSR activities in the prescribed format, approved by the CSR Committee on May 21, 2024, is given in "Annexure C", forming part of this Report.

### Related Party Transactions

The Board of Directors of the Company has on the recommendation of the Audit Committee, adopted a Related Party Transactions Policy for identifying, reviewing, and approving transactions between the Company and the Related Parties, in compliance with the applicable provisions of the Listing Regulations, the Act and the Rules thereunder.

All related party transactions entered into by the Company during the year were in the ordinary course of business and on an arm's length basis. There was no material related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel, or other related parties, which may have a potential conflict with the interest of the Company at large. All related party transactions were approved by the Audit Committee and were also placed in the Board meetings as a good corporate governance practice.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, and prior/ omnibus approval is also obtained, specifying the nature, value and terms and conditions of the transactions.

None of the transactions with the related parties fall under the scope of Section 188(1) of the Act. The details of related party transactions pursuant to Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, in the prescribed Form No. AOC 2 is given in "Annexure D", forming part of this Report.

### Internal Financial Controls

A detailed note on the Internal Financial Controls system and its adequacy is given in the Management Discussion and Analysis Report, forming part of this Report. The Company has designed and implemented a process-driven framework for internal financial controls within the meaning of explanation to section 134(5)(e) of the Act. The Board is of the opinion that the Company has sound Internal Financial controls commensurate with the nature and size of its business operations, wherein controls are in place and operating effectively.

The Company's risk management mechanism is detailed in the Management Discussion and Analysis Report.

### Statutory Committees

The details of the Committees of the Board, viz., Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee constituted in compliance with the applicable provisions of the Act and Listing Regulations are provided in the Corporate Governance Report, forming part of this Report.

### Statutory Policies/Codes

The Company has, inter-alia, adopted the following policies and codes in accordance with applicable provisions of the Act and Listing Regulations:

- Policy on Determination of Material Subsidiaries
- Policy on Determination of Material/Price Sensitive Information
- Policy on Related Party Transactions
- Nomination and Remuneration Policy
- Code of Conduct to Regulate, Monitor and Trading by Designated Persons
- Code of Practices and Procedures for Fair Disclosure of UPSI
- Policy for Procedure of Inquiry in Case of Leak of UPSI
- Archival Policy
- Whistle Blower Policy
- Code of Conduct
- Corporate Social Responsibility Policy
- Dividend Distribution Policy

The Company has a policy on "Prevention of Sexual Harassment of Women at Workplace" and matters connected therewith or incidental thereto, covering all the aspects as contained under "The Sexual Harassment of Women at Workplace (Prohibition, Prevention, and Redressal) Act, 2013." The details of the Internal Complaint Committee (ICC) and status of complaints is provided in the Corporate Governance Report, forming part of this Report.

### Nomination and Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee, adopted the Nomination and Remuneration Policy on May 24, 2023, as stated in the Corporate Governance Report.

### Vigil Mechanism

Pursuant to the provisions of Sections 177(9) & (10) of the Act and Regulation 22 of Listing Regulations, the Company has established a vigil mechanism for directors and employees to report genuine concerns, as stated in the Corporate Governance Report.

## BOARD'S REPORT (Contd.)

### Dividend Distribution Policy

Pursuant to the provisions of Regulation 43A of Listing Regulations, the Dividend Distribution Policy is given in "Annexure E", forming part of this Report and is also available on the website of the Company at <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Dividend%20Distribution%20Policy.pdf>

### Business Responsibility Sustainability Report

Pursuant to the provisions of Regulation 34 of the Listing Regulations, Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, in the prescribed format is given as a separate section, forming part of this Annual Report.

### Information relating to Conservation of Energy, Technology Absorption, Research and Development, Foreign Exchange Earnings and Outgo:

#### a) Conservation of energy

Although the operations of the Company are not energy-intensive, the management has been highly conscious of the criticality of conservation of energy at all the operational levels and efforts are being made in this direction on a continuous basis. Adequate measures have been taken to reduce energy consumption, whenever possible, by using energy-efficient equipment. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3) of the Act read with the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence not provided.

#### b) Technology absorption

The Company recognizes the inevitability of technological obsolescence. In efforts to stay at the forefront of innovation, your Company has formed partnerships with leading global figures in the Information Technology sector in order to harness the potential of Gen AI, with the ambition to assimilate and implement this technology where it is feasible and beneficial.

Key sectors where technology has shown a transformative effect are marketing and customer acquisition, virtual online learning delivery, and mobile application-supported learning and engagement. Technology has been used to facilitate safe remote work for employees. A productivity platform, inclusive of a common collaboration platform, has been put in place to guarantee smooth work execution and management. Extra security measures, such as a Personal Security Umbrella and multifactor authentication, have been put in place. Systems for Security Event and Incident Management monitoring have been set up to speed up the detection of threats and effective incident response.

#### c) Research and development

Your Company is committed to forward-thinking and deems it essential to allocate resources for research and development as a way to foresee future challenges and plan for potential barriers. It is only by persistent trailblazing and development that we can address future trials and take advantage of arising opportunities. We continually finance and encourage continuous innovation. We've honed our capacity to create digital point solutions, which can be quickly assembled to offer substantial help to our clientele. This method has notably accelerated our delivery rate. A unique online training delivery platform with distinct learning analytics has been integrated into our digital point solutions. Despite the size and nature of your Company's operations, the expense incurred over the last fiscal year has been relatively minimal.

#### d) Foreign exchange earnings and outgo

(i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.

The Company exports customized learning content and other services to its overseas clients to meet their varying learning needs. The Company develops content in a range of subjects for a widely varied audience. The Company will continue to strengthen its presence in the USA, Europe, Africa, China, South East Asia, etc., with a view to increase exports.

(ii) Expenditure and Earnings in Foreign Currency

The details of foreign exchange earned in terms of actual inflows and the foreign exchange outgo in terms of actual outflows, during the year are as follows:

(Rs. million)

Particulars	FY24	FY23
Foreign Exchange Earnings	3,755	3,718
Foreign Exchange Outflow	672	512

#### Particulars of Loans, Guarantees, or Investments

Details of Loans, Guarantees or Investments (if any) covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements.

#### Annual Return

The Annual Return as required under Section 134 (3) read with 92(3) of the Act is available on the website of the Company at <https://www.niit.com/regulation46-of-the-lodr/Annual>Returns.html>

## BOARD'S REPORT (Contd.)

### General

Your directors state that no disclosure or reporting is required in respect of the following matters, as there were no transactions on these items during the year under review (except as stated above in the report):

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to the employees of the Company under any scheme, except the Employees' Stock Options Plan referred to in this Report.
- Any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Managing or Whole-time Director of the Company who are in receipt of commission from the Company and receiving any remuneration or commission from any subsidiary Company.
- Significant or material orders passed by the Regulators or Courts or Tribunals, which impact the going concern status of the Company and its operation in future.

### Public Deposits

In terms of the provisions of section 73 to 76 of the Act read with the relevant rules made thereunder, your Company has not accepted any fixed deposit from the public.

### Particulars of Employees

The statement containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), is given in "Annexure F", forming part of this Report.

### Human Resources

NIITians are the key resource for your Company. Your Company continued to have a favorable work environment that encourages innovation and meritocracy at all levels. A detailed note on human resources is given in the Management Discussion and Analysis Report forming part of this Report. Employee relations remained cordial at all the locations of the Company.

### Employee Stock Options

The Company has granted stock options under Employee Stock Option Plan (NLSL ESOP-2023-0) pursuant to the Composite Scheme of Arrangement, as explained hereinbefore. The grant-wise detail of the such granted options is partially provided in the Notes to Accounts of the Financial Statements in the Annual Report. A comprehensive note is available on the Company's website at [www.niitmts.com](http://www.niitmts.com) which forms a part of this Report. The same shall also be available for inspection by members upon request.

Your Company believes that equity-based compensation plans are an effective tool to align employee incentives with long term value creation. A new Employee Stock Option Plan ("ESOP") namely 'NLSL Employees Stock Option Plan 2024' ("ESOP 2024") was created for grant of stock options to eligible employees of the Company and of its subsidiaries. ESOP 2024 was approved by the Board of Directors on January 31, 2024 and by the shareholders on May 10, 2024. No stock option was granted under this Plan as on the date of this Report.

### Acknowledgement

Fiscal year 2023-24 presented significant challenges as the Company navigated the post-scheme transition period. The Board extends its sincere appreciation to customers, partners, suppliers, financial institutions, government agencies, and regulators for their unwavering support. The Board would like to express its deep appreciation for the extraordinary efforts of employees at all levels who have continuously demonstrated exceptional resilience and dedication, driving the company forward amidst a challenging business environment. Furthermore, the Board acknowledge the cooperation of governments in our operating regions and express gratitude to our shareholders for their continued trust. The Board remains steadfast in our commitment to driving long-term growth for the company.

By Order of the Board  
For NIIT Learning Systems Limited

Rajendra Singh Pawar  
Chairman  
DIN: 00042516

Place: Gurugram  
Date: May 22, 2024

**Form No. AOC-1**  
**Statement Containing the Salient Features of the Financial Statements of Subsidiaries**

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]  
 (Amount in Rs. Millions except % of shareholding)

S. No.	Name of the Subsidiary Company	Date of acquisition	Currency*	Exchange Rate	Year ended	Share Capital	Reserves [Refer Note 2]	Total Assets	Total Liabilities	Investments [Refer note 3]	Turnover [Refer Note 4]	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/ (loss) after Taxation	Proposed Dividend [Refer note 5]	% of Share holding
1	NIIT (USA) Inc, USA	NA	USD	1 USD = 83.3466 INR	March 31, 2024	528.30	2,603.26	10,157.62	7,026.08	97.00	7,266.62	1,275.01	71.58	1,203.44	-	100
2	Eagle Training Spain, S.LU	January 03, 2018	USD	1 USD = 83.3466 INR	March 31, 2024	0.23	36.81	61.79	24.75	-	185.65	23.91	9.49	14.42	-	100
3	Stackroute Learning Inc, USA	NA	USD	1 USD = 83.3466 INR	March 31, 2024	499.27	(1,067.00)	68.73	636.47	-	131.90	(352.41)	0.33	(352.73)	-	100
4	St. Charles Consulting Group LLC	November 04, 2022	USD	1 USD = 83.3466 INR	March 31, 2024	0.83	273.01	935.74	661.90	257.02	2,421.69	791.56	173.08	618.48	830.75	100
5	NIIT (Ireland) Limited	NA	EURO	1 EUR = 90.1038 INR	March 31, 2024	362.53	1,550.61	3,505.96	1,592.82	288.33	1,554.88	1,714.57	108.26	1,606.30	335.84	100
6	NIIT Learning Solutions Canada Limited	NA	CAD	1 CAD = 61.5466 INR	March 31, 2024	507.72	242.08	1,109.92	360.12	430.83	1,996.33	833.76	217.03	616.73	1,578.23	100
7	NIIT Limited, UK	NA	GBP	1 GBP = 105.2281 INR	March 31, 2024	12.65	686.45	2,657.23	1,958.13	119.96	2,188.07	331.71	82.29	249.42	-	100
8	NIIT Malaysia Sdn. Bhd., Malaysia	NA	MYR	1 MYR = 17.6438 INR	March 31, 2024	71.10	66.24	164.39	27.05	-	50.12	8.79	1.46	7.33	-	100
9	NIIT West Africa Limited	NA	NGN	1 NGN = 0.0639 INR	March 31, 2024	3.32	(2.20)	1.47	0.35	-	1.71	1.09	0.13	0.97	-	100
10	NIIT Brazil Ltd	NA	BRL	1 BRL = 16.6172 INR	March 31, 2024	5.03	(3.04)	7.16	5.17	-	1.67	(3.04)	-	(3.04)	-	100
11	NIIT Mexico	NA	MXN	1 MXN = 5.0375 INR	March 31, 2024	0.01	(1.69)	48.35	50.03	-	1.75	(1.64)	-	(1.64)	-	100

\* Local currency of the respective entity in which financials are made.

Notes: 1. Amount in foreign currency in the Financial Statements of the subsidiaries mentioned above have been converted in Indian Rupee equivalent as per the generally accepted accounting principles in India.

2. Reserves include Currency Translation Reserve.

3. Investment does not include investment in Subsidiaries.

4. Turnover includes inter-company revenues and does not include other income.

5. It includes dividend paid during the year.

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited**

**Rajendra S Pawar**  
 Chairman  
 DIN - 00042516

**Vijay K Thadani**  
 Vice-Chairman & Managing Director  
 DIN - 00042527

**Sapnesh Kumar Lalla**  
 Executive Director & Chief Executive Officer  
 DIN - 06808242

**Sanjay Mal**  
 Chief Financial Officer

**Deepak Bansal**  
 Company Secretary

Place: Gurugram  
 Date : May 22, 2024



Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**NIIT Learning Systems Limited**  
Plot No. 85, Sector 32,  
Institutional Area, Gurugram  
Haryana - 122001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NIIT Learning Systems Limited (hereinafter called "the Company" or "NLSL")**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon for the financial year ended on March 31, 2024 ("**Audit Period**").

We noted during the Audit Period that the Hon'ble National Company Law Tribunal ("**NCLT**") Chandigarh Bench vide its order dated May 19, 2023, sanctioned the Composite Scheme of Arrangement amongst NIIT Limited and the Company and their respective shareholder and creditors inter-alia providing for the demerger of CLG business undertaking from NIIT Limited to the Company with the Appointed Date as April 01, 2022. The Scheme became effective on May 24, 2023, upon filing of the certified copies of the NCLT order, sanctioning the Scheme with the respective jurisdictional Registrar of Companies. And consequentially equity shares of NLSL got listed at BSE Limited and National Stock Exchange of India Limited w.e.f. August 8, 2023,

#### **Limitation of the Auditors**

- (i) Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder; and
- (ii) Based on the management representation, confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

#### **Auditors Responsibility**

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("**Guidance Note**") and Auditing Standards issued by the Institute of Company Secretaries of India ("**ICSI**"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (ii) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- (iii) Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgement, including assessment of the risk of material non-compliance whether due to error or fraud.
- (iv) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Board-processes and compliance-mechanism.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(applicable up to the extent of Composite Scheme of Arrangement as approved by NCLT)**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Applicable pursuant to the Composite Scheme of Arrangement as approved by NCLT)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable)**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the Audit Period)**
  - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the Audit Period)** and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

It is further reported that with respect to the compliance of other applicable laws, we have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under general laws (including Labour Laws, Tax Laws, etc.) and as informed to us, there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the ICSI wherein the Company is generally complying with the standards; and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and Listing Regulations.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

#### We further report that:

- (i) The Board of Directors of the Company was duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Independent Directors during the Audit Period. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act and the changes that took place in the composition during the Audit Period are as herein mentioned:
  - a. That Mr. Ravinder Singh and Ms. Sangita Singh were appointed as an additional Non-Executive Independent Director with effect from May 20, 2023.
  - b. That Mr. Rajendra Singh Pawar was appointed as an additional Non-Executive Non-Independent Director and Chairman with effect from May 24, 2023.
  - c. That Mr. Vijay Kumar Thadani was appointed as Whole-Time Director and designated as Vice Chairman and Managing Director of the Company with effect from May 24, 2023.

- d. That Mr. Sapnesh Kumar Lalla was appointed as an Executive Director and Chief Executive Officer of the Company with effect from May 24, 2023.
  - e. That Mr. Ravindra Babu Garikipati was appointed as an additional Non-Executive Independent Director of the Company with effect from May 24, 2023.
  - f. That Ms. Leher Vijay Thadani was appointed as an additional Non-Executive Non-Independent Director of the Company with effect from May 24, 2023.
  - g. That Dr. Parthasarathy Vankipuram Srinivasa was appointed as an additional Non-Executive Independent Director of the Company with effect from June 16, 2023.
  - h. The aforesaid appointments were regularized by the shareholders through Postal Ballot on August 02, 2023.
  - i. That Mr. P Rajendran resigned from the post of Director and Chairman of the Company with effect from May 24, 2023.
  - j. That Ms. Mita Brahma resigned from the post of Director of the Company with effect from May 24, 2023.
- (ii) Further, the composition of all statutory committees was also in compliance with the Act and applicable Rules and Regulations.
- (iii) Adequate notice was given to all directors to schedule the Board Meetings, Statutory Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except few Board Meetings and Committee Meetings which were held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iv) Majority decisions were carried through and there were no instances where any director expressed any dissenting views.

**We further report that** in our opinion, the Company has, in all material respects, adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**We further report that** during the Audit Period there were no events (other than as provided in the opening para of this report) occurred in the Company having major bearing on its affairs.

**For PI & Associates,  
Company Secretaries**

**Nitesh Latwal  
Partner**

**ACS No.: 32109**

**CP No.: 16276**

**Peer Review No.: 1498/2021**

**UDIN: A032109F000402589**

**Date: May 22, 2024**

**Place: New Delhi**

Disclaimer

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,  
The Members

**NIIT LEARNING SYSTEMS LIMITED**

Our Secretarial Audit Report of even date is to be read along with this letter:

- (i) Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on sampling basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- (v) The compliance of the provisions of corporate and other sector specific laws as applicable on the Company, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on sampling basis.
- (vi) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,  
Company Secretaries**

**Nitesh Latwal  
Partner**

**ACS No.: 32109**

**CP No.: 16276**

**Peer Review No.: 1498/2021**

**UDIN: A032109F000402589**

**Date: May 22, 2024**

**Place: New Delhi**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2023-24

## 1. Brief outline on CSR Policy of the Company:

This CSR policy ("Policy") spells out Company's philosophy toward its social responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of Company's CSR.

## 2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year*	Number of meetings of CSR Committee attended during the year
1	Ravinder Singh	Chairman/ Non-executive Independent Director	-	-
2	Rajendra S Pawar	Member / Non-executive Director	-	-
3	Vijay K Thadani	Member / Managing Director	-	-
4	Ravindra Babu Garikipati**	Member / Non-executive Independent Director	-	-

\*No CSR Committee meeting held during the year. CSR Committee passed one circular resolution on August 6, 2023, which was approved by all members. The recommendation of CSR Committee was discussed and approved by the Board in its meeting.

\*\*ceased to be member w.e.f. April 1, 2024. Mr. Sapnesh Kumar Lalla (Executive Director & CEO) Ms. Leher Vijay Thadani (Non-executive Director) become members w.e.f. April 1, 2024.

## 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Composition of the CSR Committee and CSR Policy is displayed on the website of the Company at <https://www.niit.com/regulation46-of-the-lodr/>

## 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.:

Not Applicable

## 5. (a) Average net profit of the company as per section 135(5):

The details of the average net profit of the company as per section 135(5) are as follows:

Financial Year	Net profit as per Section 198 of the Companies Act, 2013 (Rs. in million)
2020-21	-
2021-22	-
2022-23	979.99
<b>Average Net Profit the last 3 years</b>	<b>326.66</b>

## (b) Two percent of the average net profit of the company as per section 135(5):

Rs. 6.53 million.

## (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:

NIL

## (d) Amount required to be set off for the financial year, if any:

NIL

## (e) Total CSR obligation for the financial year [(b) + (c) - (d)]:

Rs. 6.53 million

## 6. (a) Amount spent on CSR Projects for the financial year (both Ongoing Project and other than Ongoing Project): Rs. 6.60 million

## (b) Amount spent in Administrative Overheads:

Not Applicable

- (c) Amount spent on Impact Assessment, if applicable:

Not Applicable

- (d) Total amount spent for the Financial Year (6a+6b+d+8c):

Rs. 6.60 million

- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs. million)	Amount Unspent (in Rs. million)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
6.60 million	NIL	NA	NA	NIL	NA

- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs. million)
i.	Two percent of the average net profit of the company as per section 135(5)	6.53
ii.	Total amount spent for the financial year	6.60
iii.	Excess amount spent for the financial year [(ii)-(i)]	0.07
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	NIL
v.	Amount available for setoff in succeeding financial years [(iii)-(iv)]*	0.07

\*not being considered for set off.

## 7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs.)	Date of transfer		
NIL									

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable

For CSR Committee  
NIIT Learning Systems Limited

By Order of the Board  
For NIIT Learning Systems Limited

Ravinder Singh  
Chairman  
DIN : 08398231

Rajendra Singh Pawar  
Chairman  
DIN : 00042516

Place: Gurugram  
Date: May 22, 2024

## FORM NO. AOC 2

Disclosure of particulars of contracts /arrangements entered into by the Company with related parties  
(Pursuant to Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

## 1. Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advance, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL							

## 2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
NIL					

By Order of the Board  
For NIIT Learning Systems Limited

Place: Gurugram  
Date: May 22, 2024

Rajendra Singh Pawar  
Chairman  
DIN: 00042516

## DIVIDEND DISTRIBUTION POLICY

### 1. PREAMBLE

This Policy (hereinafter referred to as "Policy") shall be called "Dividend Distribution Policy" of the Company.

The "Dividend Distribution Policy" has been framed in compliance with the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

This Policy has been adopted by the Board of Directors of the Company at its meeting held on May 24, 2023. This Policy shall be effective immediately.

### 2. OBJECTIVES OF THE POLICY

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), the Board of Directors (the Board) of NIIT Learning Systems Limited (the Company) has approved this Dividend Distribution Policy (the Policy) which provides the guidelines on distribution of dividend to the shareholders from time to time. The Board may deviate from the parameters listed in this Policy under unexpected/extraordinary circumstances. This Policy shall be applicable to Equity Shares, the only class of shares issued by the Company.

### 3. DEFINITIONS/TERMS USED

"Board of Directors" or "Board" means the Board of Directors of NIIT Learning Systems Limited, as constituted from time to time.

"Company or NLSL" means NIIT Learning Systems Limited.

"Listing Regulations or LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.

"Stock exchange(s)" means the stock exchange(s) where the securities of the Company are listed.

### 4. POLICY

The Board shall determine the dividend after taking into consideration the financial performance of the Company, divestment proceeds, applicable statutory provisions, investment opportunities, competitive and macroeconomic environment, industry trends, advice of executive management, and other parameters described in this Policy. Dividend will normally be declared from the Profit After Tax of the current year's operations of the Company. Dividend may also be declared in any particular financial year by utilizing retained earnings.

The following financial and other internal parameters shall be considered by the Board for dividend:

- Current year profits and future outlook
- Excess cash after providing for
  - Capital allocation plans, including
    - Expected cash requirements of the Company towards working capital, and capital expenditure in content, technology and Infrastructure etc.;
    - Investments required towards execution of the Company's strategy;
    - Funds required for any acquisitions; and
    - Any share buy-back plans.
  - Funds required to service any outstanding loans and other liabilities
  - Sufficient cash balance required for maintaining strong balance sheet, after providing for contingencies and unforeseen events
  - Any other developments that may require material cash investments
- Debt to Equity, and other liquidity ratios
- Any contractual and other covenants



Similarly, the following external parameters would be considered:

- Macro-economic environment affecting the geographies in which the Company and its clients operate
- Significant change in the business or technological environment leading to major investments for business transformation
- Changes in the competitive environment.
- Changes in the Political, tax and regulatory environment relevant to the Company.

The profits earned shall be used for the business purpose mentioned hereinabove to maximize shareholders' value, create cash reserve and distribution to the shareholders.

The Board shall consider dividend alongwith annual financial Results of the Company. The Board may also consider dividend at any other time, at its discretion, based on excess cash in the Company or at any specific event.

This Policy will be reviewed periodically and will be published on the Company's site and in the Annual report.

#### 5. REVIEW / AMENDMENT

The Board may, subject to applicable laws, review and amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

The Board may establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance.

#### 6. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations/ the Act or any other statutory enactments, rules, the provisions of such Listing Regulations / the Act or statutory enactments, rules (as amended from time to time) shall prevail over this Policy. The provisions in the Policy would be modified in due course to make it consistent with statutory provisions/law.

By Order of the Board  
For NIIT Learning Systems Limited

Rajendra S Pawar  
Chairman  
DIN: 00042516

Date: May 22, 2024  
Place: Gurugram

**A. Statement containing the name and other particulars of employees**

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i. The percentage increase in remuneration of each Director and Key Managerial Personnel (KMP) during the Financial Year 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

Name	Designation	% increase of remuneration in financial year 2023-24 as compared to previous financial year <sup>1</sup>	Ratio of remuneration of each Director to median remuneration of employees (excluding perquisite value of ESOP exercised during the financial year) <sup>2</sup>
<b>Executive Directors<sup>3</sup></b>			
Mr. Vijay Kumar Thadani	Vice-Chairman & Managing Director	NA	34.70
Mr. Sapnesh Kumar Lalla	Executive Director & Chief Executive Officer	NA	20.86
<b>Non-executive Directors<sup>3,4</sup></b>			
Mr. Rajendra Singh Pawar	Non-executive Chairman	NA	7.52
Ms. Leher Vijay Thadani	Non-executive Director	NA	2.58
Mr. Ravinder Singh	Independent Director	NA	4.92
Ms. Sangita Singh	Independent Director	NA	3.93
Mr. Ravindra Babu Garikipati	Independent Director	NA	4.19
Dr. Parthasarathy Vankipuram Srinivasa	Independent Director	NA	3.17
<b>KMP<sup>5</sup></b>			
Mr. Sanjay Mal	Chief Financial Officer	NA	-
Mr. Deepak Bansal	Company Secretary	NA	-

Notes :

<sup>1</sup>No remuneration was paid to any Director of the Company during financial year 2022-23. Hence, comparison of remuneration of financial year 2023-24 with previous year is not applicable and thus not stated.

<sup>2</sup>During the year Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited became effective on May 24, 2023. The abovementioned numbers are reported after taking effect of the Scheme and based on remuneration paid to directors since their appointment during the year.

<sup>3</sup>Break up of remuneration for financial year 2023-24 is provided in Corporate Governance Report. Further the Board also determines the amount payable to any director in any financial year considering the profitability of the Company (on standalone basis), director's tenure and their committee position

<sup>4</sup>Mr. Parappil Rajendran and Ms. Mita Brahma, Non-executive Directors of the Company, had resigned from the Board of the Company with effect from May 24, 2023. No remuneration was paid to them during financial year 2022-23 and 2023-24.

<sup>5</sup>Mr. Sanjay Mal - Chief Financial Officer and Mr. Deepak Bansal - Company Secretary were appointed w.e.f. May 24, 2023.

Mr. Sanjay Jain - Chief Financial Officer and Mr. Siddharth Nath - Company Secretary ceased w.e.f. May 24, 2023 and Ms. Leena Khokha - Manager ceased w.e.f. April 30, 2023. Remuneration was paid to these KMPs for part of the year and hence relevant information cannot be computed and thus not stated.

- ii. In the financial year 2023-24, there was an increase of 4.98% in the median remuneration of employees (after considering impact of the Composite Scheme of Arrangement and transfer of employees).
- iii. Average percentage increase already made in the salaries of employees other than the managerial personnel in the financial year was 8.20%.
- iv. There were 1,749 regular employees on the rolls of Company as on March 31, 2024.
- v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**BOARD'S REPORT (Contd.)**
**Annexure-F (Contd.)**
**B. Statement containing the name and other particulars of employees**

(Pursuant to Section 197 (12) of the Companies Act, 2013 read with rule 5 (2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

- (a) Name of employees employed throughout the financial year 2023-24 who were in receipt of remuneration not less than Rs. 10,200,000/- per annum : Nil  
 (b) (i) Name of the top ten employees in terms of the remuneration drawn during the financial year 2023-24; and  
 (ii) Name of the employees employed for part of the financial year 2023-24 who were in receipt of remuneration not less than Rs. 850,000/- per month.

S. No	Name	Age (Years)	Qualification(s)	Experience (Years)	Designation	Nature of Duties	Gross Remuneration paid in financial year 2023-24 (Rs.)	Date of Joining	Previous Employment	
									Company	Designation
1	Vijay Kumar Thadani	73	B. Tech.	52	Vice Chairman & Managing Director	Whole time Director	2,36,80,954	24.05.2023	KSEDC Limited	Branch Manager
2	Santoy Mal	61	B Com (H), AMP - The Wharton School	40	Chief Financial Officer	Chief Financial Officer	1,93,71,172	24.05.2023	NIIT Limited	Chief Financial Officer
3	Sapnesh Kumar Lalla	58	BE	36	Executive Director & Chief Executive Officer	Whole-time Director & Chief Executive Officer	1,42,31,771	24.05.2023	NIIT Limited	Whole-time Director & Chief Executive Officer
4	S R Balaji	53	BA, GNIIT	33	Chief Technology Officer	Chief Technology Officer	81,57,743	24.05.2023	NIIT Limited	Chief Technology Officer
5	Rohit Sethi	50	BA, Dip Bus Mgmt	29	Executive Vice President	Executive Vice President - MS	72,60,525	24.05.2023	NIIT Limited	Executive Vice President
6	Babita Karki	57	BSC, MSC	33	Chief People Officer	Chief People Officer	66,04,740	24.05.2023	NIIT Limited	Chief People Officer
7	Jaswinder Singh Chadha	51	B Com, CA	27	Vice President	Business Finance Head	65,36,852	24.05.2023	NIIT Limited	Vice President
8	Suniti Sirohi	57	BSC, MSC	34	Chief Information Officer	Chief Information Officer	62,77,906	24.05.2023	NIIT Limited	Chief Information Officer
9	Vivek Kashyap	57	BE, MBA	34	Senior Vice President	Senior Practice Head - IDC	60,62,825	24.05.2023	NIIT Limited	Senior Practice Head - IDC
10	Rajiv Arora	55	B Com	32	Senior Vice President	Senior Practice Head - IDM	60,14,247	24.05.2024	NIIT Limited	Senior Practice Head - IDM
11	Pradeep Narayanan	65	B Com, MBA	49	Business Head - SLG	Business Head - SLG	10,53,793	01.06.2018	NIIT Limited	Executive Vice President - ILB

**NOTES:**

- Information provided above is as on March 31, 2024.
- During the year Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited became effective on May 24, 2023. The abovementioned numbers are reported after taking effect of the Scheme including transfer of employees pursuant to the Scheme.
- The gross remuneration includes salary, allowances, performance incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund, as applicable.
- Remuneration excludes perquisite value of stock options exercised during the year, wherever applicable.
- The gross remuneration of the Wholetime Directors is as per the managerial remuneration and also includes provisions for performance linked bonus and gratuity (if any).
- None of the above employees are related to any Director of the Company, except Mr. Vijay Kumar Thadani, who is father of Ms. Leher Vijay Thadani - Non Executive Director.
- The nature of employment in all above cases is contractual.
- Mr. Vijay Kumar Thadani is also Vice-Chairman & Managing Director of NIIT Limited. He also draws remuneration from NIIT Limited.
- Mr. Sapnesh Kumar Lalla also draws remuneration as Chief Executive and Director of NIIT (USA) Inc, a wholly owned overseas subsidiary of the Company.
- Mr. Pradeep Narayanan was drawing more than Rs. 850,000/- per month during his tenure.
- The gross remuneration of Mr. Pradeep Narayanan was not reported during the year in excess of that drawn by the Managing Director or Wholetime Director and holds by himself or along with his/her spouse and dependent children, not less than 2% of the equity shares of the Company.
- None of the above employees holds 2% or more of the paid-up equity share capital of the Company, in his or her name, except Mr. Vijay Kumar Thadani.

By Order of the Board  
**For NIIT Learning Systems Limited**

**Rajendra Singh Pawar**  
 Chairman  
 DIN: 00042516

Place: Gurugram  
 Date: May 22, 2024



MANAGED  
TRAINING  
SERVICES

# MANAGEMENT DISCUSSION AND ANALYSIS

NIIT Learning Systems Limited

# 1. COMPANY OVERVIEW

NIIT Learning Systems Limited (“NLSL” or “the Company”) offers Managed Training Services (MTS), which includes outsourcing of Learning & Development (L&D) and Talent Transformation Services to market-leading companies and institutions headquartered in North America & Europe.



The NIIT MTS comprehensive suite of Managed Training Services includes Custom Content and Curriculum Design, Learning Delivery, Learning Administration, Strategic Sourcing, Learning Technology, and L&D consulting services. The company also offers specialized solutions including immersive learning, customer education, talent pipeline as a service,

DE&I training, digital and IT training as well as leadership and professional development training services.

With a Net Promoter Score of 9 on 10 and a 100% renewal rate, NIIT MTS helps leading companies transform their learning ecosystems while increasing the business value and impact of learning.

# AWARDS AND ACKNOWLEDGEMENTS



378 Brandon Hall Awards



20 CLO Awards



10 Learning Technologies Awards



2 ATD EXCELLENCE IN PRACTICE AWARDS



Accredited Gold Standard by the LPI with 4 LPI Awards



Ranked #1 in Innovation and Deal size – HRO Today Baker's Dozen Ratings



Top 20 Companies in Learning Services



Top 20 Companies in Content Development



Top 20 Companies in IT & Tech Training



Top 20 Companies in Experiential Learning



Top 20 Companies in Advanced Learning Technologies



Leader in Nelson Hall NEAT for Learning Services 2023



Fosway 9-grid™ for Digital Learning Strategic Leader 2024



## 2. BRIEF HISTORY OF OUR COMPANY

NIIT Learning Systems Limited having Corporate Identity Number (CIN) L72200HR2001PLC099478 was incorporated as a public limited company under the Companies Act, 1956 on July 16, 2001, under the name of Minimally Invasive Education Company Limited as a Subsidiary of NIIT Limited. The name of the Company was changed to Hole-In-The-Wall Education Limited vide a fresh certificate of incorporation dated February 7, 2003, issued by the Registrar of Companies, National Capital Territory of Delhi, and Haryana. The name of the Company was changed to MindChampion

Learning Systems Limited vide fresh certificate of incorporation dated June 18, 2015, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, the name of the Company was changed to its present name i.e., NIIT Learning Systems Limited vide fresh certificate of incorporation dated January 18, 2022. The Company had its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 which was shifted to Plot No. 85, Sector-32, Institutional Area, Gurugram 122001 (Haryana) with effect from November 5, 2021.

### 3. UPDATE ON THE COMPOSITE SCHEME OF ARRANGEMENT

The Board of Directors, in their meeting held on January 28, 2022, had approved a Composite Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited ("Transferor Company" or "NIIT") and NIIT Learning Systems Limited (Formerly known as MindChampion Learning Systems Limited) ("Transferee Company" or "NLSL") a wholly owned subsidiary of the Transferor Company and their respective shareholders and creditors ("Scheme"). The Scheme inter-alia provided for (i) The transfer and Vesting of CLG Business Undertaking by the Transferor Company to the Transferee Company, (ii) the reduction and cancellation of Share Capital of the Transferee Company held by the Transferor Company, and (iii) the issuance and allotment of shares by the Transferee Company to the shareholders of Transferor Company in consideration of transfer of the CLG business undertaking.

The National Company Law Tribunal (NCLT), Chandigarh Bench, by its Order dated May 19, 2023, sanctioned the Composite Scheme of Arrangement. The Scheme became effective on May 24, 2023 ("Effective Date") upon filing of the certified copies of the NCLT order

with the Registrar of Companies, NCT of Delhi & Haryana. Pursuant to the Scheme becoming effective, the CLG Business Undertaking has been demerged from NIIT and transferred to and vested in NLSL with effect from April 1, 2022, i.e., the Appointed Date as per the Scheme. Transactions about the CLG Business Undertaking from the Appointed Date up to the Effective Date of the Scheme are deemed to have been conducted by NLSL.

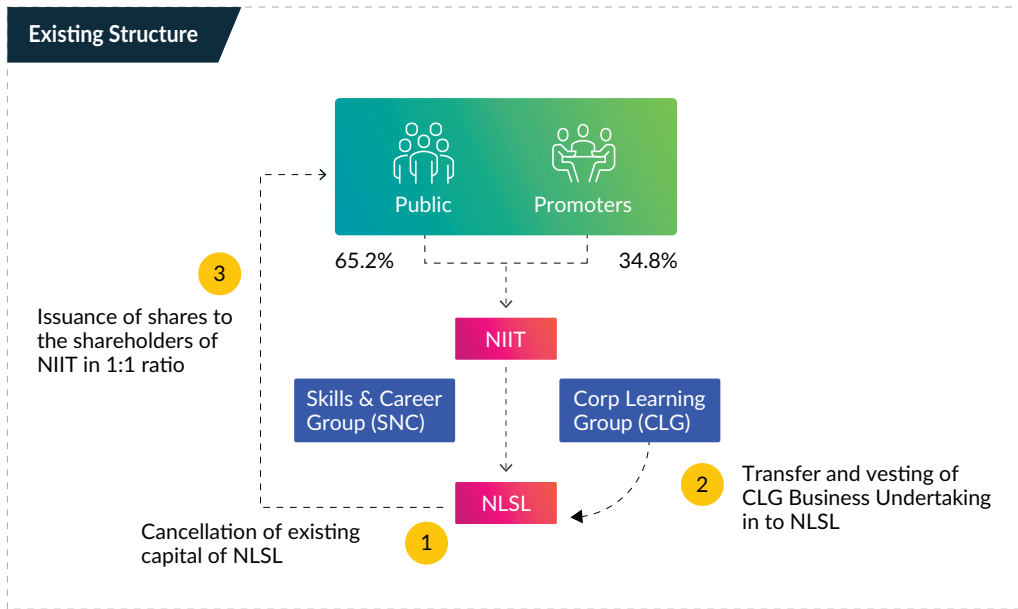
The transfer of the demerged business undertaking has been accounted for in the books of NLSL using the pooling of interest method by Appendix C, "Business Combinations of Entities Under Common Control," of the Indian Accounting Standard (Ind- AS) 103 - Business Combinations and the financial statements have been prepared by the requirements of Ind AS 103.

➤ The strategic action was completed during the year with the receipt of the customary approvals from all stakeholders and regulatory bodies. With the filing of necessary forms with MCA and adoption by the Board, the demerger created two independent companies - NIIT Limited and NIIT Learning Systems Limited (NLSL) with effect from May 24, 2023.

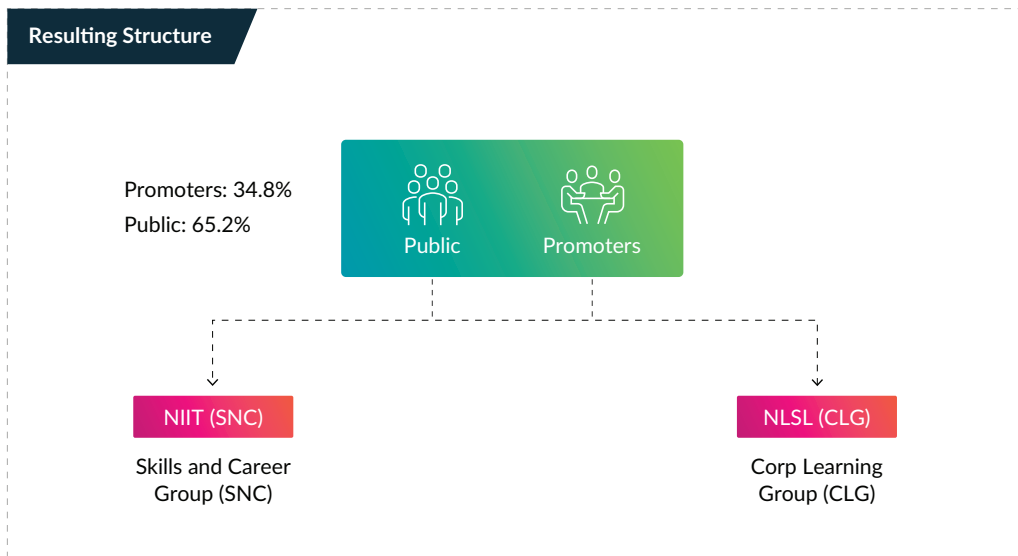


- This is a mirror demerger, i.e., the shareholding of NLSL mirrored the shareholding of NIIT Limited on the Record Date of June 8, 2023. Accordingly, 13,46,14,360 Equity Shares of Rs. 2 each were allotted to the shareholders of NIIT Limited as of Record Date, and the existing/pre-scheme share capital of the Company was canceled/extinguished.
- Subsequently, the Company was listed on BSE and NSE from August 8, 2023, after receipt of customary listing approvals.
- This demerger recognizes the distinct market dynamics, customer segments, product offerings, and growth trajectories of each business to provide sharper focus, simplified decision-making, and enhanced agility. It enables businesses to create greater value for their respective stakeholders – customers, employees, and investors.
- As a result, NIIT’s Corporate Learning Business has been transferred to NIIT Learning Systems Limited (NLSL) from the Appointed Date of April 1, 2022, and NLSL is operating the Corporate Learning Business. which is now known as NIIT MTS.
- NIIT Learning Systems Limited (NLSL) offers Managed Training Services to Fortune 1000 corporations across North America and Europe. The business has 87 global customers, that it serves in over 30 countries. With a team of about 2.4K world-class learning professionals, it has won over 400 industry awards and is ranked among the Top 5 Learning Outsourcing Companies worldwide.
- Sapnesh Lalla continues to lead the business and has been appointed CEO and Executive Director of NLSL. The Learning Outsourcing market is underpenetrated and offers significant headroom for growth. The demerger empowers the newly created NLSL to sharply focus its management team and capital allocation on the significant opportunities emerging in the Learning Outsourcing space.
- Given NLSL’s track record and its strong balance sheet there is a unique opportunity to become a Global Leader.

**Figure 1: Key Mechanics**



**Figure 2: Post Demerger**



# HIGHLIGHTS FROM NIIT LEARNING SYSTEMS LIMITED LISTING CEREMONY ON AUGUST 8, 2023





## 4. STRATEGIC INVESTMENT IN EIT INNOENERGY

In July 2023, NIIT Ireland Limited, a wholly owned subsidiary of NLSL, invested Euro 3 million in Preferred Shares of KIC InnoEnergy, SE (EIT InnoEnergy)

EIT InnoEnergy was established in 2010 and is supported by the European Institute of Innovation and Technology (EIT), a body of the European Union (EU). EIT InnoEnergy operates at the center of the energy transition and is the leading innovation engine in sustainable energy, bringing the technology and skills required to accelerate the energy transition and advance towards global decarbonization efforts.

EIT InnoEnergy was ranked as Europe's top impact investor in cleantech in 2022, named as one of the top 10 active deep tech investors by Sifted in 2023, and is recognized globally as the most active sustainable energy investor. EIT InnoEnergy supports innovations across a range of areas including energy storage, transport and mobility, renewables, and sustainable buildings and cities – leveraging its trusted ecosystem of partners and shareholders.

Earlier in the year, EIT InnoEnergy had selected NIIT MTS as a strategic partner of the EIT InnoEnergy Skills Institute. This

partnership capitalizes on NIIT's global reach and robust infrastructure, enabling the rapid deployment of services and accelerating training initiatives across Europe, Asia, and North America. NIIT will also spearhead the go-to-market program, expanding the offering to a diverse range of industries and companies across the global green energy value chain.

The transition to net zero presents the most significant opportunity of the century, triggering an unprecedented demand for talent and skills worldwide. To realize this ambitious goal, up to 18 million workers will require retraining globally. For instance, the number of solar PV jobs is projected to quadruple between 2015 and 2030.

This strategic investment strengthens the partnership between EIT InnoEnergy and NIIT, creating opportunities for close collaboration in addressing the challenges and seizing the immense potential of decarbonization.

EIT InnoEnergy has issued 122,200 Preferred Shares to NIIT Ireland Limited at Closing. Subject to certain conditions these are convertible into ordinary shares of EIT InnoEnergy, amounting to 0.32% shareholding of EIT InnoEnergy on a fully diluted basis, before the next round of funding.

## 5. ENVIRONMENT AND STATE OF THE INDUSTRY

Global GDP growth slowed to 3.2% in calendar year 2023, compared to 3.5% in 2022. The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, maintaining the same pace as in 2023. A slight acceleration for advanced economies, where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025, is offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. While the headline economic growth appears to be resilient, ongoing high interest rates and expected impact on the economy, geopolitical conflicts in Europe and the Middle East, and technological disruptions including the impact of AI have led to increased uncertainty and slowdown in private investments and decision making.

Overall consumption of corporate training, which had started to recover during FY22, continues to be impacted by this uncertainty. Focus on near-term cost optimization is leading to cutbacks and/or deferral of expenditure. Global companies spend over USD 370 billion per year on training (Source: Training Industry) with about two-thirds of this spending on proprietary training. The majority of this cost is for internal L&D resources which are fixed in nature and

inefficient due to less-than-optimal utilization. At less than five percent penetration of total spending, learning outsourcing has significant growth potential. However, increasing complexity, demand for new skills, pressure to cut costs, and demand for greater accountability in spending are expected to continue to drive companies to partner with specialist learning services providers to achieve greater efficiency and effectiveness of spends.

The market is dominated by a few large players that have achieved scale including large technology and HR outsourcing firms and a few specialist providers. NLSL ranks among the top 5 global players in terms of revenue from Learning Outsourcing. Among specialist providers, the Company is ranked number two globally in terms of size .



## 6. MARKET OPPORTUNITY

The global corporate training market is expected to grow to \$460.04 billion in 2027 (Source: Research and Corporate Training Global Market Report 2023). On average, companies spend about 1% of their revenue on employee training. In North America and Europe, (excluding the cost of employees in training), this represents over 1200 dollars per employee each year according to ATD's State of the Industry Report 2023. About two-thirds of the spending is typically toward proprietary training so that employees can do their specific jobs or customers can adopt their products. This includes areas such as training on proprietary products, processes, and systems of respective companies. Close to two-thirds of this spending is on internal L&D resources. Balance spending is primarily on buying off-the-shelf or standardized training courses from third parties. All proprietary training needs to be created, maintained, updated frequently for changes, and delivered to internal employees or customers and partners.

Over the years, the complexity of training has significantly increased and so expect outcomes. In this context, the investments required to operate at a high level are often not possible at

internal L&D organizations given that L&D is not core to their business. Further, internal dedicated L&D staff is often underutilized. While training demand fluctuates, the cost is largely fixed. Therefore, the efficiency and effectiveness achieved by companies on their own are often inconsistent.

NLSL operates in this space and is an established leader in Managed Learning Training Services. NLSL can do this work with significantly higher efficiency and effectiveness as compared to internal training organizations while ensuring best practices are followed. In addition, NLSL brings unique capabilities that internal training organizations do not have and are often in-efficient for them to invest in for captive use.





NLSL helps its corporate customers achieve substantial improvements in learning outcomes (such as reduced time spent for upskilling, improved productivity, improved business results, increase in sales, etc.) with higher predictability while driving a cost reduction and in fixed head count for training, as well as move to a variable model (pay per use).

Outsourcing of proprietary training is underpenetrated, with external spending on Learning Services at less than \$10 billion per annum, which is less than 3% of overall L&D spend (Source: Trainingindustry.com). This represents a large opportunity for your Company with significant headroom for growth. The market for Managed Training Services is expected to grow substantially as companies focus on their core business, and training

specialist companies demonstrate reliability and improvement in both the efficiency and effectiveness of learning.

L&D is increasingly seen as a key enabler for business success. Therefore, global corporations are not only demanding greater accountability and efficiency in spending from their L&D function but are also expecting L&D investments that lead to a measurable improvement in employee productivity and business outcomes.



## 7. BUSINESS OVERVIEW AND PERFORMANCE

NLSL offers innovative solutions under its Managed Training Services that help clients accelerate their business impact. NIIT's team of learning professionals is helping the world's leading companies transform their training function through training outsourcing services that reduce costs, add a measurable value, and increase the business impact while allowing customers to redirect resources and energy into core business functions.

Figure 3: Driving Strong Outcomes for Customers



NLSL provides the following services to its customers:

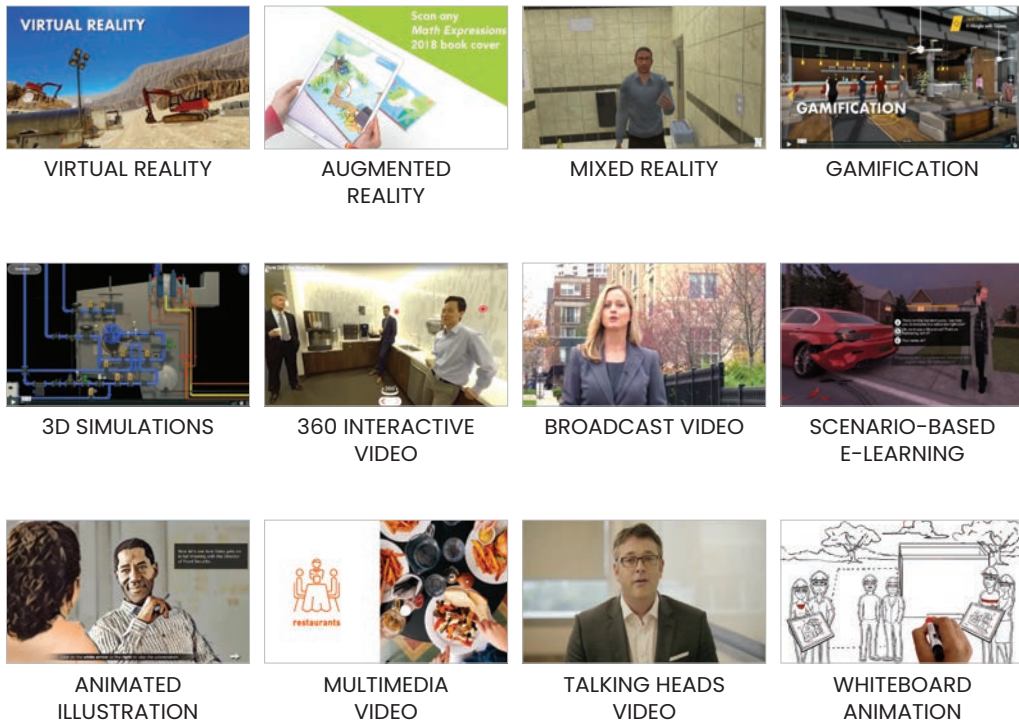
- Custom Content and Curriculum Design
- Learning Delivery
- Learning Administration
- Strategic Sourcing
- Learning Technology
- Consulting and Advisory Services
- Immersive Learning
- Customer Education
- Talent Pipeline as a Service
- Digital and IT Training
- Leadership and Professional Skills
- HCM Technology and Consulting
- Diversity, Equity and Inclusion

NLSL's strong value proposition, innovation, and excellence in customer service continue to be widely recognized. This is also reflected in the large number of industry recognitions and awards that the business has received year after year.

Figure 4: NIIT MTS at a Glance



Figure 5: Comprehensive Content Development Capabilities

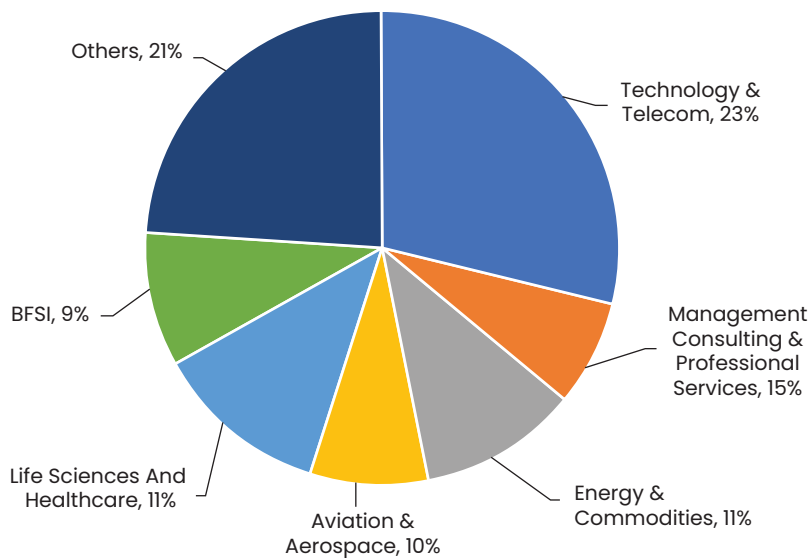


NLSL provides training across multiple industries. These include Technology & Telecom, Global Consulting & Professional Services, BFSI, Lifesciences & Healthcare, Energy & Commodities, Aerospace & Aviation etc.

**Figure 6: Industries Served**



**Figure 7: Revenue Mix by Industry**



Companies in the focus sectors spend the most on training per employee per year. A significant portion of this spending is mandatory, driven by regulation or rapid industry change.

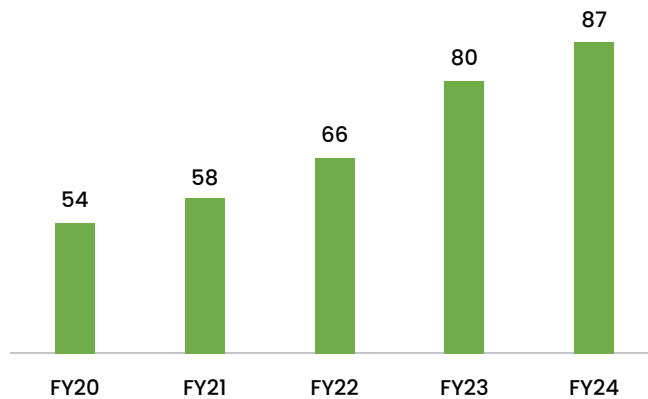
The Company achieved growth despite a challenging economic environment marked by high inflation, war in Europe, exchange rate volatility, and rising interest rates. Several sectors, including real estate, have experienced a sharp reversal from the recovery seen during the pandemic, leading to lower consumption or a deferment of training due to increased uncertainty. Although the company anticipated further moderation in customer spending during the year, the contraction was steeper than expected, impacting overall growth for the business.

The Company continued to invest in sales and marketing to expand its reach and in new capabilities to deliver enhanced value to its customers. The Company has a dedicated team for leveraging GenAI and has made rapid progress in deploying AI and automation across multiple aspects of its operations. In projects and workstreams where AI is utilized, the Company has become more ambitious in terms of learning outcomes and is also beginning to see efficiency improvements. The Company also continued investing in the Higher Education sector, which experienced rapid growth. The Company expanded its university relationships by adding two top-tier universities. Decarbonization presents a significant new opportunity for NLSL. To enter the Green Energy sector, the Company made a strategic investment in EIT InnoEnergy during the year.

NIIIT entered the Global Management Consulting & Professional Services sector and strengthened its consulting practice with the acquisition of St. Charles Consulting Group (StC) last year. Headquartered in St. Charles, Illinois, StC is a leading provider of consulting, design, and implementation solutions for strategic learning programs for Fortune 500 companies. During the year, the Company created a unified consulting team to deliver enhanced capabilities, including Learning Transformation, Talent Strategy & Business Alignment, Employee and Learner Experience Design, Talent & Learning Technology, and Strategic Learning Interventions, to its customers. StC's consulting services have also been expanded beyond North America to the UK and EU markets. The expansion of NLSL's services across Management Consulting & Professional Services firms also led to increased wallet share with customers.

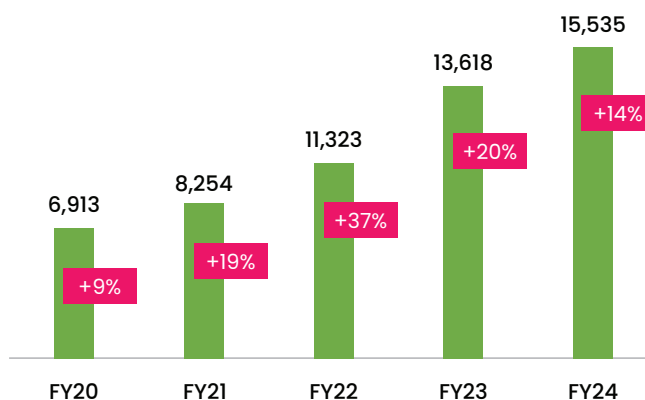
NLSL added 11 new logos in FY24. In addition, the Company continued to see 100% renewals of contracts and also expanded wallet share with its customers. During the year Company secured 11 customer renewals and 2 scope expansions. The strong velocity in contract wins and 100% renewals are a vindication of its strategy, value proposition, and the trust that enjoys with its customers. Including these, NLSL ended the year with 87 MTS customers. The revenue visibility stood at US\$ 335 million. For the full year, the top 5 customers contributed 41% to revenues while the top 10 contributed 58%. Contribution from the top 20 customers was 76%.

Figure 8: Number of MTS Customers



Despite the increased uncertainty and compression in spends, the organic revenue was up 4% YoY driven by new customer addition and expansion in scope from existing customers and benefit from a favorable change in foreign exchange rates. Overall Revenue, including the impact of the acquisition, was up 14% YoY (up 10% in Constant Currency). The business achieved an EBITDA of Rs. 3,762 million, up 19% YoY. EBITDA margin increased by 106 basis points to 24% driven by improvement in business mix, improved productivity, and actions for cost rationalization which offset planned investments in sales & marketing and in entry into newer industry verticals, in addition to pick up in travel and premise costs. The total number of employees as of March 31, 2024, stood at 2,396 as compared to 2,335 at the end of the previous year.

Figure 9: Revenue (Rs. Million)



## 8. CONSOLIDATED FINANCIALS OF THE COMPANY

The consolidated financial summary for FY24 is provided in Table 1 below

**Table 1: Consolidated P&L**

Rs. Million	FY24	FY23	YoY
<b>Net Revenue</b>	<b>15,535</b>	<b>13,618</b>	<b>14%</b>
Operating Expenses	11,773	10,463	13%
<b>EBITDA</b>	<b>3,762</b>	<b>3,154</b>	<b>19%</b>
EBITDA%	24.2%	23.2%	106 bps
Depreciation & Amortization	592	471	26%
<b>EBIT</b>	<b>3171</b>	<b>2683</b>	<b>18%</b>
Other Income/(Expenses)	(148)	(212)	65 mn
Exceptional Income/(Expenses)	(52)	(186)	134 mn
<b>Profit Before Tax</b>	<b>2,971</b>	<b>2,285</b>	<b>30%</b>
Tax (Operational)	839	363	476 mn
<b>Profit After Tax</b>	<b>2,132</b>	<b>1,922</b>	<b>11%</b>
Basic EPS (Rs.)	<b>15.8</b>	14.3	11%
PAT%	<b>13.7%</b>	14.1%	(39) bps

### NOTE:

- Results include the impact of the transfer of the Corporate Learning Business undertaking to NLSL pursuant to the Composite Scheme of Arrangement in compliance with IND AS 103 Business Combinations.
- Net Other Income/ (Expenses) includes Treasury Income and Non-Operating/Transitory Expenses related to the Composite Scheme of Arrangement.



## NET REVENUE >>>

In FY24, the Company recorded revenue of Rs. 15,535 million, up 14% as compared to last year. Revenue increased 10% YoY in constant currency. Revenue includes the full-year impact of the acquisition of St. Charles Consulting Group (StC), which was acquired on November 5, 2022. StC contributed Rs. 2,414 million to revenue during the year. Organic growth for the business was 4% YoY.

## OPERATING EXPENSES >>>

Operating Expenses for FY24 were Rs. 11,773 million, up 13% YoY. The Operating Expenses in FY24 include the impact of the acquisition of StC and are not comparable with the previous year's numbers. Growth in Operating Expenses was lower than the growth in Revenue due to the improvement in product mix and cost optimization despite cost inflation, higher expenses driven by normalization of travel and premise expenses, as well as continued investment sales & marketing, building new capabilities, and entry in new verticals.

## DEPRECIATION >>>

For the year, the Depreciation & Amortization was Rs. 592 million compared to Rs. 471 million last year. This includes Rs. 133 million related to StC, including amortization of Rs. 129 million of intangibles recognized during purchase price allocation of consideration in consolidated financials.

## Other Income / (Expense) >>>

The Net Other Income/(Expenses) for FY24 was Rs. (200) million compared to Rs. (398) million in FY23. This includes Interest Income (including MTM gain/(loss) on bank deposits and fixed-income investments) of Rs. 279 million. Interest Expenses & Charges include the interest on term loan related to the StC acquisition of Rs. 77 million, Fair Value Gain / Loss on Contingent Consideration related to the StC acquisition of Rs. 199 million, Interest expense related to leased premises of Rs. 38 million (INDAS 116), Bank Charges of Rs. 26 million. Scheme Related/Transitional Expenses of Rs. 63 Mn for FY24 attributable to cost of ESOPs of NIIT Limited (Transferor Company) held by employees of NLSL, which have been regrouped with Other Expenses from the Appointed Date for analysis.



**Table 2: Net Other Income/(Expenses)**

Rs. Million	FY24	FY23
Treasury Income	279	137
Foreign exchange Gain/(Loss)	(41)	(62)
Net Interest Income/(Expenses)	(353)	(166)
Scheme related/Transitory Expenses	(63)	(97)
Miscellaneous Income	31	(25)
<b>Other Income/(Expenses)</b>	<b>(148)</b>	<b>(212)</b>



## EXCEPTIONAL EXPENSES >>

Exceptional Expenses of Rs. 52 million include Rs. 38 million Stamp Duty charge on the demerger and Rs. 14 million in legal & professional expenses related to the Composite Scheme of Arrangement.

## TAXES >>

The Company has provided for an amount of Rs. 839 million towards income tax at a consolidated level as compared to Rs. 363 million in FY23. The effective tax rate for the year was 28.2%. This includes the impact of a) certain expenses related to acquisition in depreciation (Rs. 32 million) and net other expenses (Rs. 52 million) which are not admissible for tax purposes b) tax of Rs. 45 million on intercompany funds transfer. In FY23, the company had utilized available carry-forward losses, which had reduced the tax outgo.



**Table 3: Detailed Analysis of Consolidated Balance Sheet at the End of the Financial Year 2023–24**

Rs. Million	31-Mar-24	31-Mar-23
<b>Sources of Funds</b>		
Share Capital	271	269
Reserves & Surplus	9,504	7,434
<b>Shareholders' Funds</b>	<b>9,774</b>	<b>7,703</b>
Loan Funds	930	1,159
<b>Total Sources of Funds</b>	<b>10,705</b>	<b>8,861</b>
<b>Application of Funds</b>		
Net Fixed Assets (with CWIP)	6,010	5,972
Right-of-use Assets	386	120
Deferred Tax Assets net of Liabilities	105	178
Cash & Equivalents	6,590	5,722
Trade Receivables	2,250	2,155
Other Assets	4,947	2,907
Other Liabilities	(9,192)	(8,063)
Lease Liabilities	(391)	(130)
<b>Total Application of Funds</b>	<b>10,705</b>	<b>8,861</b>

Please note: The analysis in this MD&A does not conform specifically to the Schedule III format. Numbers have been regrouped for analysis.

## SHARE CAPITAL >>

The Share Capital of the Company stood at Rs. 271 million, as compared to Rs. 269 million in FY23. This includes the impact of issuing 824,361 Equity Shares of Rs. 2 each pursuant to the exercise of ESOPs during the year. See Note 11 for details.

## RESERVES AND SURPLUS >>

Reserves and Surplus stood at Rs. 9,504 million in FY24 compared to Rs. 7,434 million last year. The increase is attributable to profits generated during the year issuance of new shares net of dividend paid and the impact of the Composite Scheme of Arrangement. See Note 12 for details.

## LOAN FUNDS >>

As on March 31, 2024, the Gross Debt of the Company stood at Rs. 930 million versus Rs. 1,159 million last year. The decrease is due to the planned repayment of installments towards the term loan related to the acquisition of St. Charles Consulting Group. The Debt-to-Equity ratio of the Company was 0.11 as on March 31, 2024. As of March 31, 2024, the Company has a Net Cash of Rs. 5,659 million compared to Rs. 4,563 million in FY23.

## FIXED ASSETS >>

During the year, the Company had a total capital expenditure (including Capital Work in Progress) of Rs. 485 million. The amount of Capital Work in Progress as on March 31, 2024, stood at Rs. 263 million, as compared to Rs. 118 million last year. This includes intangible assets under development.

The category-wise addition in fixed assets is given below:

- Products and Platform: **Rs.363 million**
- Infra /Capacity enhancement: **Rs.54 million**
- Normal capital expenditure: **Rs.68 million**

Rs. Million	As on Mar'24	As on Mar'23
Property, plant and equipment	341	350
Intangible assets under development	263	118
Goodwill	4,408	4,342
Other Intangible assets	999	1,162
<b>Net Block</b>	<b>6,010</b>	<b>5,972</b>

The Net Block stood at Rs. 6,010 million as on March 31, 2024, as compared to Rs. 5,972 million last year. The YoY increase is due to the capital expenditure for the year, net of depreciation and amortization of Rs. 592 million.

Please see Note 3 and Note 4 of the Consolidated Financial Statements for details.

## RIGHT-OF-USE ASSETS >>

Right-of-Use Assets as on March 31, 2024, stood at Rs. 386 million, as compared to Rs. 120 million last year. The amount has increased due to an increase in leased office space due to the transition to a hybrid mode of working during the pandemic.

## DEFERRED TAX ASSETS/LIABILITIES >>

As of March 31, 2024, the Deferred Tax Assets stood at Rs. 148 million as compared to Rs. 192 million LY.

Deferred Tax Assets were created on long-term capital losses which are available for set-off against future long-term capital gains and on other timing differences such as provisions carried in the financial statements which are allowed as tax-deductible expenses in the year of actual write-off.

During the period, Deferred Tax Liabilities increased from Rs. 14 million in FY23 to Rs. 44 million in FY24.

Rs. Million	As on Mar'24	As on Mar'23
Deferred Tax Liabilities	(44)	(14)
Deferred Tax Assets	148	192
<b>Net Deferred Tax Assets</b>	<b>105</b>	<b>178</b>



## OTHER ASSETS & LIABILITIES >>

The elements of Net Current Assets were as follows:

### Trade Receivables

The total receivables of the Company as on March 31, 2024, were Rs. 2,250 million, as compared to Rs. 2,155 million as on March 31, 2023. The increase in Trade receivable YoY is on account of an increase in business volume, a change in business mix, and the acquisition of StC during the year. Days Sales Outstanding (DSO) increased marginally from 52 last year to 53 as of March 31, 2024. Your Company continues to lay strong emphasis on managing and optimizing the working capital cycle.

### Cash and Bank

The Cash & Equivalents as of March 31, 2024, stood at Rs. 6,590 million compared to Rs. 5,722 million as on March 31, 2023.

Rs. Million	As on Mar'24	As on Mar'23
Liquid Investments	3,475	2,826
Bank Deposits	3,115	2,896
<b>Cash &amp; Equivalents</b>	<b>6,590</b>	<b>5,722</b>

During the year, the cash generation was as follows:

- Net Cash from Operations for FY24 was Rs. 2,796 million vs Rs. 1,573 million for FY23. Cash generation was higher year on year on account of improvement in profit during the year and a lower increase in working

capital required as compared to last year.

- Net Cash from Investing activities for FY24 was Rs. (1,237) million vs Rs. (2025) million for FY23. Investments include an impact of Rs. 265 million towards investment in KIC InnoEnergy, SE, and Rs. 797 million towards Earnout payment for St. Charles Consulting Group (StC) and a payout towards capex of Rs. 468 million.
- Net Cash from Financing activities in FY24 was Rs. (693) million vs Rs. 1005 million for FY23. This includes the impact of Rs. 336 million towards the payment of dividends and the repayment of Rs. 249 million towards the outstanding term loan related to the acquisition of StC.

### Other Assets

These have increased from Rs. 2,907 million in FY23 to Rs. 4,947 million in FY24. Other Assets include Other Receivables (Rs. 3,269 million), Unbilled Revenue (Rs. 793 million), Investment in KIC InnoEnergy SE (Rs. 303 million), Advance Recoverable in cash or kind (Rs. 298 million), Advance Income Tax (Rs. 230 million), Security Deposit Receivable (Rs. 36 million) and Interest Receivable (Rs. 17 million). Other Receivables include the receivables related to the Strategic Sourcing services that are part of the MTS offering. The increase in Other Assets YoY is primarily due to higher Other Receivables related to the above. The increase in Other Receivables is offset by Other Payables, which are included in Other Liabilities (see details of Other Liabilities below).

### Other Liabilities

Other Liabilities include Trade Payables, Other Financial Liabilities, and Provisions. These have increased from Rs. 8,063 million in FY23 to Rs. 9,192 million in FY24. The increase is primarily driven by growth in the volume of strategic sourcing services provided to customers (Other Payables) net of reduction in future Acquisition Liability (Payment of Earnout for StC). Please see Notes 13(ii), 13(iii), 14 and 15 for details.

Rs. Million	As on Mar'24	As on Mar'23
Trade payables	906	1,006
Provisions	173	265
Statutory Dues	206	144
Deferred Revenue/Income	1,028	928
Advances from Customers	140	123
Other Payables*	4,368	2,669
Future Acquisition Liability	2,370	2,927
<b>Other Liabilities</b>	<b>9,192</b>	<b>8,063</b>

*\*Other Payables include capital creditors, the amount payable to employees, income tax liability, and payables on account of Strategic Sourcing for customers.*



## KEY FINANCIAL RATIOS >>

The Company has identified the following as Key Financial Ratios:

Particulars	FY24	FY23	YoY
Revenue growth (%)	14%	20%	(619) bps
Operating Profit margin (%)	24%	23%	106 bps
Net Profit margin (%)	14%	14%	(39) bps
Basic EPS (Rs)	15.82	14.31	11%
Debtor Turnover Ratio	7.05	7.67	(8)%
Days Sales Outstanding (DSO) days	53	52	1 day
Debt to Equity Ratio	0.11	0.17	(36)%
Interest Coverage Ratio	26.97	39.11	(31)%
ROCE	43%	50%	(13)%
Current Ratio	1.66	1.69	(2)%

Revenue grew 14% in FY24 on a strong base last year. Sharper than expected compression in training expenditure by existing customers was partially offset by new customer ramp-ups and the full-year impact of the StC acquisition. EBITDA Margin increased to 24% for the year vs 23% last year. This was driven by improved business mix and cost rationalization actions during the year which offset the normalization of certain expenses during the pandemic and planned investments in growth.

Net Profit Margin was 13.7% in FY24, compared to 14.1% in FY23. The increase in EBITDA margin was offset by an increase in the effective tax rate as explained above. Basic EPS, which is calculated by dividing net profit by the total number of shares outstanding, increased by 11% YoY.

The current Ratio decreased marginally to 1.66 versus 1.69 last year due to the utilization of profits towards investments and better-working capital management. The debt-to-equity ratio improved due to the partial repayment of debt and profits for the year. Interest coverage ratio decreased YoY due to full-year impact of interest charged on future acquisition liability related to StC acquisition net of repayment of debt during the year and despite improvement of EBIT YoY. There was a marginal increase in DSO YoY. DSO for LY is calculated on a like-to-like basis assuming full-year impact of the StC acquisition. Excluding this impact, DSO improved from 58 to 53 this year. Debtor Turnover decreased marginally to 7.05 versus 7.67 LY. The amount of inventory carried by the company stood at Rs. 0.80 million, is not material. However, the Inventory turnover ratio improved from 2 in FY23 to 5.29 in FY24.

The details of Return on Net Worth are mentioned below:

Particulars	FY24	FY23	YoY
Return on Net Worth (%)	24%	28%	(362) bps

Return on Net Worth (RoNW) is computed as Profit after Tax divided by Net Worth. Net Worth represents the total of the Company's equity and reserves, excluding capital reserves, hedging reserves, and cumulative translation reserves. RoNW was 24% in FY24, as compared to 28% in FY23. While net profit increased by 11% to Rs. 2,132 million, Net Worth increased to Rs. 8,881 million from Rs. 6,957 million.

## ACCOUNTING POLICIES >>

The Company has selected the accounting policies described in the Notes to Accounts, which have been consistently applied, and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company as on March 31, 2024, and of the Profit or Loss of the Company for the year. The material accounting policies and practices followed by the Group are disclosed in Note 2 of the Consolidated Financial Statements for the year.

## RELATED PARTY TRANSACTIONS >>

Related Party transactions are defined as transactions of sale/purchase of goods/services made by the Company with Promoters, Directors, Key Managerial Personnel, Subsidiaries, Associates, or other parties in which Promoters or Director have significant interest/control directly or indirectly, which may have a potential conflict of interest with the Company. There were no material transactions during the year under review that were prejudicial to the interests of the Company.

All transactions covered under related party transactions were regularly ratified and/or approved by the audit committee, the guiding principles being arm's length, fairness, and transparency. Please refer to Note 35 of the standalone

financial statements and Note 33 of the consolidated financial statements for details of related party transactions during the year.

## 9. HUMAN RESOURCES

### OVERVIEW

"NIIT is people" and we believe that our growth is a result of the growth of each NIITian. NLSL continues to take this forward. During the year the company focused on developing internal talent, maximizing the returns on our existing system investments, giving back to society through various initiatives, and enriching the employee experience.

### KEY HR INITIATIVES

#### > Talent Management:

HR leaders continued to focus on infusing fresh talent into the Company and sharpening the skills of NIITians to boost competence and results.

#### > People Experience Enhancement:

Benefits were improved and various global engagement initiatives were launched, and processes were revamped to enhance the overall employee experience.

#### > Learning & Development:

The two leadership programs, LEAP and GROW, targeting middle to top leadership, were completed, and coaching for the participants was initiated.

➤ **Talent Acquisition:**

HR adeptly met talent requirements. Emphasis was on fresher recruitment, with 72% of new hires being fresh graduates.

➤ **Performance Management:**

Data-driven evaluations continued, with an accent on developmental interventions and internal growth.

➤ **Wellness Initiatives:**

The integrated "Health and Wellness Program" addressed holistic health concerns.

➤ **CSR:**

CSR initiatives of the Company made significant strides this year, focusing on community development and employee engagement. Donation drives, and tie up with NGOs for gift hampers demonstrate NLSL's commitment to corporate social responsibility and creating a positive impact both within and beyond our organization.

➤ **Employee Engagement:**

An AI-driven digital platform was deployed to gauge employee sentiments. The Engagement score stood at 86/100 and the Mood score was 4.1/5.

➤ **Employee Satisfaction:**

An employee satisfaction rate of 84% was recorded in the survey during the year, showing consistent satisfaction levels among employees.

**KEY HR HIGHLIGHTS**

➤ **Professional Development:**

The Higher Education Scheme and the "NIIT Lifelong Learning" program remain pivotal. Training programs focused on gender sensitivity, data protection, and conduct were made mandatory.

➤ **Diversity & Inclusion:**

We focused on DEI activities, Gender Compensation parity, and launched inclusivity campaigns. Our women's representation has increased as compared to last year.

➤ **Orientation:**

Feedback showed an improved induction program.

➤ **Online Reputation:**

A new Glassdoor instance was created for the Company after the completion of demerger. The Company has a rating of 4.3 on Glassdoor which reflects positive feedback from employees.

➤ **HR Benefits:**

Additional milestones for the Long Service Award to celebrate tenure, benchmarking, and approval of additional leaves & additional holidays.

➤ **People Experience:**

Smooth transition from NIIT Limited to NIIT Learning Systems Limited post the demerger. The Company continued to celebrate "Moments that Matter" a new initiative piloted this year.



Looking ahead to FY25, the Company plans to zoom in on curating role-based learning paths and ensuring accelerated growth for high-potential NIITians. Enhancing the people experience, advancing CSR and ESG initiatives, fostering managerial competency, emphasizing people development, and adopting AI is on the horizon.

## 10. FUTURE OUTLOOK

With an estimated annual spending of USD 370 billion and less than 5% penetration, training outsourcing continues to represent a large, multi-year growth opportunity. NLSL, being a Top-2 global training specialist firm and Top 5 overall, including general outsourcing firms, is uniquely positioned to address growing demand as companies seek greater efficiency and effectiveness from their L&D spending.

NLSL has established a strong position and 'right to win' in the market with a) proprietary learning methodologies that create predictable outcomes, b) leadership in the use of technology for education, including automation of learning processes, gamification, Augmented Reality and Virtual Reality (AR/VR) based simulations and learning analytics, c) end-end, multi-shore delivery capability, and d) strong balance sheet and availability of growth capital.

Your Company is also investing in building deep capabilities in leveraging Artificial Intelligence (AI), particularly Generative AI (GenAI) to improve learning efficiency and effectiveness. With AI, the Company sees the path to becoming significantly more ambitious in driving learning outcomes across its

customers. Many customers have piloted AI-assisted training with NLSL and are opening up to the potential for transforming learning experiences for their employees.

The Company continues to invest in Sales & Marketing and new capabilities ahead of revenue growth. These have helped the business achieve growth over the last few years, despite a near-term reduction in consumption of L&D by some of its large accounts. In the near term, the prevailing economic headwinds may lead to continuing uncertainty and some delay in the recovery of spending. However, economic slowdowns typically push companies to find ways to drive efficiency, including outsourcing non-core functions. Despite near-term uncertainty and compression in spending, the Company expects a big shift to outsourcing and stands to benefit from this opportunity by enabling customers to focus on their core for driving growth.

Training in Transversal Skills (Technology, Sales, and Leadership/Professional Skills) is a key area where NLSL can help global customers rationalize expenditure while maintaining and improving learning outcomes by moving to single sourcing with NLSL instead of working with multiple local vendors or expensive

niche players. NLSL can provide single source capability with global reach and desired flexibility to meet customers where they are.

The completion of the demerger during the year has created an organization with a sharp focus on learning the outsourcing market. This provides the company with greater agility, energy, and hunger to further drive its growth. The Company is committed to maintaining ongoing investments in innovation to ensure customer satisfaction, in advisory services to foster thought leadership, and in Sales & Marketing to build a global platform for

large-scale comprehensive deals aimed at accelerating growth.

The Company would continue to explore inorganic opportunities to add new capabilities and penetrate desired markets and customer segments. The Company is actively engaged in assessing potential target businesses for such opportunities. The company has successfully integrated St. Charles Consulting Group which it acquired during the previous financial year and has expanded its consulting practice with the strengthening of its leadership team in Europe.

## 11. RISKS AND CONCERNS

NLSL services customers in over 30 countries. As a global enterprise, the Company faces a variety of risks. Risk management is, therefore, an integral part of the Company's core process and involves recording, monitoring, independent testing, and controlling the internal functions of the enterprise by way of establishing the Risk Control Matrix (RCM) to ensure process control, the Business Risk Management (BRM) framework for business objectives, and Entity Level Control (ELC) for comprehensive risk reporting. The rapid changes in technology across the globe have necessitated a dynamic change in the Company's business and delivery models.

NLSL has implemented an Enterprise Risk Management framework across the organization, strengthening the existing risk management process and enhancing the risk culture across the Company. A robust structure based on global standards and best practices has been developed. The Company's Enterprise Risk Management (ERM) framework supports the achievement of strategic goals under the current disruptive environment by identifying, assessing, mitigating, monitoring, and reporting any risk to these goals thereof, enabling effective and timely decisions. Strategic decisions are taken after careful consideration of various risk factors. The Company's risk framework encompasses strategic risks, operational risks, financial risks, governance risks, and information & technology risks.

### STRATEGIC RISK

Strategic risks are those risks that threaten to disrupt the assumptions at the core of business strategy and strategic objectives.

### FINANCIAL RISK

Financial risks include areas such as financial reporting, valuation, treasury, liquidity, and credit risks.

### GOVERNANCE RISK

The threat posed to a company's financial or reputational standing resulting from violations of laws, regulations, codes of conduct, or organizational internal standards and practices.

### OPERATIONAL RISK

Risks affecting our internal practices, policies, people, and systems may impact an organization's ability to execute its strategic plan.

### INFORMATION TECHNOLOGY RISK

IT risks include hardware and software failure, human error, and malicious attacks, as well as natural disasters such as fires, cyclones, floods, or pandemic.



The Risk Management Committee reviews and provides input on the overall risk framework at regular intervals, in discussion with senior management.

As risk-taking is an intrinsic part of all businesses, it has been NLSL's constant endeavor to balance risk appetite in each line of business to ensure that each of the businesses generates high risk-adjusted returns, with the underlying objective of maximizing value for the shareholders.

## ENTERPRISE RISK MANAGEMENT FRAMEWORK >>

The ERM framework is developed by incorporating the best practices based on COSO & ISO 31000 and then tailored to suit NLSL's business requirements. NLSL has taken proactive steps to identify and prioritize the risks upfront, document them in consultation with the business groups, and define the risk management framework. These risks include customer concentration, competition, people, cyber security and data protection, investments, and exchange rates. The Company has laid out internal controls over Financial Reporting to be followed by the Company. Such internal financial controls are adequate and operate effectively.

At the entity level, NLSL's risk management framework addresses all significant risks of the businesses as envisaged by the management from time to time, based on the experience, the environment surrounding each business activity, and future initiatives, to achieve the business group's objectives along with the relevant mitigation strategy. The mitigation strategy is simultaneously addressed by the respective business groups for each of the identified risks while finalizing the strategic and operational parameters of the business. The compliances and assurance of the risk mitigation strategies are addressed by the Internal Audit and Assurance Group. The Company has identified the major and significant risks into two broad categories, External Risks, and Internal Risks, with mitigation strategies for each.

The Company is diversified in terms of

both its service offerings and geographic spread. While there is concentration risk, as the top 5 customers contributed 41% to the revenue, the Company has maintained a strong contract renewal rate and strong velocity of adding new customers despite the pandemic earlier and the prevailing economic uncertainty currently. Also, the mix of revenue from the different geographies, sectors, and diversified offerings ensures that the Company is well-positioned to manage a slowdown in a particular sector or in a specific geography. With the Enterprise Risk Management (ERM) process in place, the Company has a robust mechanism for risk management, and the strategies for risk management are reviewed at appropriate levels at regular intervals. To address the opportunity arising from Gen AI, the company has taken up multiple initiatives to stay ahead of the competition and address market needs. The approach also will reduce the risk of a changing technology environment. To address environment-related risks, the Company has adopted the 3R Principle (Reduce, Reuse, Recycle). It has taken the initiative to increase the use of renewable energy and recycle its water to zero waste. The Company has set up constant monitoring for the consumption of fuel, hazardous materials, and use of plastic.

A strong balance sheet and liquidity position give the Company a strong ability to withstand external shocks and provide a lot of confidence for all the stakeholders, including its global customers as well as employees.



## 12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adopted global practices for evaluating and reporting on internal controls based on its operational experience in multiple countries. It has also implemented one of the leading ERP solutions in its global operations to integrate various facets of business operations, including Human Resources, Finance, Logistics, and Sales. This has enabled the Company to control and monitor its worldwide operations and strengthen the ability of internal controls to function most optimally. The evaluation of internal controls is an integral part of the plan for the Audit & Assurance Organization.

### Disclaimer

Statements in this management discussion and analysis describing the Company's views about the industry, objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances, or achievements could differ materially from those expressed or implied in such statements. Readers are cautioned not to place undue reliance.



MANAGED  
TRAINING  
SERVICES

# **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

NIIT Learning Systems Limited

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the entity

1.	Corporate Identity Number (CIN) of the Entity	L72200HR2001PLC099478
2.	Name of the Entity	NIIT Learning Systems Limited ("NLSL"/ "the Company")
3.	Year of incorporation	2001
4.	Registered office address	Plot No. 85, Sector - 32 Institutional Area, Gurugram – 122001, Haryana, India.
5.	Corporate Address	Infocity, A-24, Sector 34, Gurugram - 122001, Haryana, India.
6.	E-mail	<a href="mailto:investors@niitmts.com">investors@niitmts.com</a>
7.	Telephone	+91 1244293000
8.	Website	<a href="http://www.niitmts.com">www.niitmts.com</a>
9.	Financial year for which reporting is being done	1st April 2023 to 31st March 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE), and National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital (As on 31 <sup>st</sup> March 2024)	Rs. 270,777,442 comprising of 135,388,721 shares of Rs. 2/- each
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Jaydip Gupta Senior Vice President, Audit and Assurance <a href="mailto:Esg@niitmts.com">Esg@niitmts.com</a>
13.	Reporting boundary: Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	NLSL and its global subsidiaries, unless otherwise stated.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Other Education Delivery	NLSL offers Managed Training Services (MTS), which includes outsourcing of Learning & Development (L&D) and Talent Transformation Services to market-leading companies and institutions headquartered in North America & Europe.	100

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Other Education Delivery	854	100

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	04	04
International	NA	24	24

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 19. Markets served by the entity:

#### a. Number of locations:

Locations	Number
National (No. of States)	21 states and 1 union territory
International (No. of Countries)	63 Countries

#### b. What is the contribution of exports as a percentage of the total turnover of the entity?

93.83%

#### c. A brief on types of customers:

NLSL serves a diverse clientele, by offering personalized education solutions, NLSL is able to meet the learning needs of individuals of all ages through both online and in-person training sessions led by experienced instructors. The training programs provided by NLSL are specifically designed to align with the learning objectives established by each enterprise client. Through thorough needs assessments, NLSL develops strategic training plans for each customer.

The corporate customer base of NLSL is primarily fortune 500 global companies from various sectors like IT, Oil & natural Gas, BFSI, Aviation, Automobile, Pharma, Higher education, management consulting services firms, etc. We are helping large global companies create efficient learning ecosystems to meet their challenges and achieve their training needs. NLSL helps in preparing workforce for climate change regulations or more sustainable ways of working.

NLSL's flexible and scalable suite of Managed Training Services for its customer, includes curriculum design and custom content development, learning delivery, learning administration, strategic sourcing, learning technology and advisory services. We provide these services in whatever combination is most useful to our clients.

Whether an early-career professional looking to add new skills, or a career-changer ready to make a meaningful change to future-proof your professional journey, the mentor-led bootcamps provides the skills, to stand out in high-return industries such as cybersecurity, data analytics, web development and more.

## IV. Employees

### 20. Details as at the end of Financial Year

#### a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1	Permanent (D)	2465	1366	55	1099	45
2	Other Than Permanent (E)	114	66	58	48	42
3	Total Employees (D + E)	2579	1432	56	1147	44
<b>Workers</b>						
4	Permanent (F)	-	-	-	-	-
5	Other Than Permanent (G)	68	61	90	7	10
6	Total Workers (F + G)	68	61	90	7	10

#### b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently abled Employees</b>						
1	Permanent (D)	2	1	50	1	50
2	Other Than Permanent (E)	-	-	-	-	-
3	Total Differently abled Employees (D + E)	2	1	50	1	50
<b>Differently abled Workers</b>						
4	Permanent (F)	-	-	-	-	-
5	Other Than Permanent (G)	-	-	-	-	-
6	Total Differently abled Workers (F + G)	-	-	-	-	-

### 21. Participation/Inclusion/Representation of women:

	Total (A)	No. and Percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	2	25
Key Management Personnel	4	0	0

### 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years):

	FY24			FY23			FY22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16%	15%	15%	24%	21%	23%	19%	21%	20%
Permanent Workers	-	-	-	-	-	-	-	-	-



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### V. Holding, Subsidiary and Associate Companies (including joint ventures):

#### 23. (a) Names of holding / subsidiary / associate companies / joint ventures:

Sr. No.	Name of the Holding / Subsidiary / Associate Companies / Joint ventures (A)	Indicate whether Holding / Subsidiary / Associate / Joint venture	% of Shares held by listed entity	Does the entity indicated at column (A), participate in the business responsibility initiatives of the listed entity? (Yes/No)
<b>Foreign Subsidiaries</b>				
1	NIIT USA Inc	Subsidiary	100%	Yes
2	NIIT UK Limited	Subsidiary	100%	Yes
3	NIIT (Ireland) Limited	Subsidiary	100%	Yes
4	NIIT West Africa Limited	Subsidiary	100%	Yes
5	NIIT Malaysia Sdn Bhd	Subsidiary	100%	Yes
6	NIIT Learning Solutions (Canada) Limited	Step down Subsidiary	100%	Yes
7	Stackroute Learning Inc, USA	Step down Subsidiary	100%	Yes
8	St. Charles Consulting Group, LLC	Step down Subsidiary	100%	Yes
9	Eagle Training Spain, SLU	Step down Subsidiary	100%	Yes
10	NIIT Mexico S.DE R.L. DE C.V.	Step down Subsidiary	100%	Yes
11	NIIT Brazil LTDA	Step down Subsidiary	100%	Yes

### VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) – Yes

(ii) Turnover (in ₹ Million): 4,038/-

(iii) Net worth (in ₹ Million): 4,603/-

Note - The above detail pertains to FY23, standalone financial basis.

### VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (yes/no) ( If yes, then provide web-link for grievance redress policy)	FY24			FY23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	NIL					
Investors (Other than Shareholders)		NIL					
Shareholders		229	0	NIL	0	0	NIL
Employees and Workers		NIL					
Customers		NIL					
Value Chain Partners		NIL					
Other (Please Specify)	NA	NA					

Note - Refer below table "Policies associated with BRSR principle" in Section B

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1	Climate Change and Energy Management	Opportunity	The emergence of virtual and hybrid working models due to climate change has emphasized the necessity for NLSL's online training modules. As we navigate the shift towards virtual and hybrid work setups, climate change presents a significant opportunity for our business.		Positive
2	Talent Attraction and Development	Opportunity	As a talent development corporation, it is crucial for us at NLSL to prioritize the development of our own human capital. We have established a robust learning culture within the organization.  Additionally, we prioritize and consistently invest in cultivating a diverse group of leaders. Our company offers executive development programs tailored to every level, including individual contributors, managers, and leaders.  We utilize technological solutions to enhance the employee experience. For instance, we are currently implementing Success Factors, employing an AI BOT for engagement surveys, and utilizing an online portal for wellness initiatives.		Positive
3	Data Privacy and Cyber Security	Risk	There are several potential risks associated with cyber threats, including malware attacks, social engineering attacks, and software supply chain attacks. These risks pose a significant threat to the organization as they can result in the theft of sensitive customer data. This not only jeopardizes data privacy but also poses a reputational risk to the organization.	NLSL implements various security measures such as Segregation of Duties (SOD), Multi-Factor Authentication (MFA), disk encryption, and USB disablement to safeguard against IT risks and maintain data privacy. Our robust cyber security and data privacy policy is designed to promptly address threats and effectively manage data, mitigating any potential risks stemming from cyber security and data privacy concerns.	Negative
4	Artificial Intelligence	Risk & Opportunity	Risk exists in the learning content practice as customers may opt to use Gen AI for content creation. However, customers may alternatively opt to invest in more effective training at levels 2 and 3.  We have incorporated automation, bots, and RPAs into our Learning administration processes. While AI won't revolutionize our offerings, it does enable us to introduce some new products.  The risk is low for Learning Delivery as instructors continue to offer unique value towards building proficiency.	Our strategy for future is centered around a strong focus on highly AI-enabled solutions. We also plan to invest significantly in FY25 to strengthen our AI capabilities, for driving internal efficiencies and customer deliverables.	Positive

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
5	Employee Health and Safety	Opportunity	<p>Poor work environments and unsafe practices can deter employee retention and discourage workplace efficiency or productivity. Lost time injuries create loss of productivity and mental dissatisfaction in employees. Given the COVID-19 pandemic, employee demands have shifted to mental and emotional wellness rather than only that of physical.</p> <p>Employee well-being has been an important focus area for NLSL. When COVID first impacted us, we already had in place a wellness portal called Round Glass which was used for various health and wellness programs. We also had a panel of experts to take care of mental wellness. During the COVID period, we took care of the complete expenses related to treatment for employees and for their dependents. We also extended monthly monetary support, and educational support to the children of bereaved families.</p> <p>Our online wellness portal has more than 50% of employees participating in webinars on areas related to health and wellbeing. We also drive health and wellness initiatives through a tie up with Cultfit and provide free sponsorship of membership to our employees. We take continuous feedback from NIIITians through engagement surveys and feedback to design and incorporate newer initiatives in the area of wellbeing.</p>		Positive
6	Business Ethics and Corporate Governance	Opportunity	<p>Business ethics are cornerstones of ensuring transparent and sustainable corporate governance frameworks. Upholding policies such as code of conduct and anti-bribery &amp; corruption and good-Business ethics are cornerstones of ensuring transparent and sustainable corporate governance frameworks. Upholding policies such as code of conduct and anti-bribery &amp; corruption and good-governance measures to effectively implement stringent actions, among others tantamount to strong business ethics. When such business ethics are not complied with it often leads to significant reputational damage.</p> <p>NLSL has a Code of Conduct in place to ensure compliance with standards of business practices and legal requirements for all its employees and workers. We also have comprehensive anti-bribery and anti-corruption policy and measures to ensure compliance and management of risks. Policies such as whistleblower, related party transactions, etc. are also existent and material to business.</p>		Positive

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
7	Customer Concentration	Risk & Opportunity	The organization functions in multiple enterprise sectors and is mostly focused on Fortune 1000 organizations and 500 global organization around the world. The organization sets into its customer training and upskilling in an integral manner, which results in fewer customers having a large share or contribution towards revenue. Usually, the customer maturity process is long-term for the business.	NLSL has grown to earn the trust of many Fortune 1000 and Global 500 companies in over 63 countries. Trusted by the world's leading companies, NLSL provides high-impact managed learning solutions that weave together the best of learning theory, technology, operations, and services to enable a thriving workforce.  The risk of failure of these customers is low and there is a steep entry barrier.  More and more organizations are engaging providers such as NLSL for outsourcing; hence there are significant opportunities in the market. Currently the organization has a wide customer base offering varied services with increasing revenue share.	Negative
8	Supply chain Management	Opportunity	Supply chain management affects product and service quality, delivery, costs, customer experience and ultimately, profitability. Increased supply chain disruptions at the wake of geopolitical transitions, and crises such as the pandemic result in loss of business continuity. Lack of inclusive supply chains creates vacuum at the time of a crises and a robust supply chain includes local sourcing, also boosting local economies and disadvantaged communities.  The organization operation depends significantly on value chain partner, and it maintains a very wide base of such partners globally with ability to sources at very short interval to meet customer demands. The value proposition to its enterprise customers that the organization provides is the ability to meet certain surges of demand while, on the other hand, not requiring customers to have any fixed commitment.		Positive

Note: While the material Issues are identify, the organization is undergoing the details assessment of prioritization for driving its long term sustainability goals.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines on Responsible Business Conduct (NGRBC) Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9									
<b>Policy and Management Processes</b>																		
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes									
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes									
c. Web link of the policies, if available	Refer below table "Policies associated with BRSR principle."																	
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes									
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	No	Yes									
4. Name of the national and international codes/certifications/labels/ standards	ISO 9001 :2015, ISO 14001:2015, ISO 27001: 2013, ISO 45001:2018, ISO 22301: 2019 ,EcoVadis and SOC2																	
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	The organization ensures to remain compliant as per the regulations as applicable in India and other place of operations. The company will be identifying clear sustainability goals and targets through a structured process and track it for completion. The organization has already obtained bronze badge from EcoVadis.																	
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	The company has been compliant with regulations to the extent possible. The company follows the stringent monitoring system through an external supported tool.																	
<b>Governance, Leadership and Oversight</b>																		
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements. NLSL management functions considering in mind its environmental, social and governance responsibility. The business decision is made keeping in mind the interest of various stake holders. The organization is further preparing a strategy towards achieving net zero by identifying various areas of initiatives and creating strategies around it. The organization already fulfil multiple social responsibilities towards its employees and towards youth of the society. Sapnesh Lalla Executive Director and Chief Executive Officer																		
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Executive Director and Chief Executive Officer																	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, CSR Committee is responsible for decision-making on sustainability related issues. The members of the committee as on March 31, 2024 included the following:																	
	<b>Committee Members</b>			<b>Designation</b>			<b>DIN Of Member</b>											
	Mr. Ravinder Singh			Chairman			08398231											
	Mr. Rajendra S Pawar			Member			00042516											
	Mr. Vijay K Thadani			Member			00042527											
	Mr. Ravindra B Garikipati			Member			00984163											
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow-up action	Y	Y	Y	Y	Y	Y	N	Y	Y	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	N	Y	Y	Quarterly								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	
No								No										

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	No	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	No	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	No	-	-
It is planned to be done in the next two financial year (Yes/No)	-	-	-	-	-	-	Yes	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

Policies associated with BRSR principle.

Principle	Policy Name	Policy Weblink
1,2,3,5 & 6	Code of Conduct	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Code%20of%20Conduct.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Code%20of%20Conduct.pdf</a>
4 & 8	CSR	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/CSR%20Policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/CSR%20Policy.pdf</a>
3 & 5	Equal Opportunity	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/equal-opportunity-policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/equal-opportunity-policy.pdf</a>
3 & 4	Grievance Redressal	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/grievance-redressal-policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/grievance-redressal-policy.pdf</a>
6	Environment Policy	<a href="https://www.niitms.com/policies/BRSR/Health_Safety_and_Environment_Policy.pdf">https://www.niitms.com/policies/BRSR/Health_Safety_and_Environment_Policy.pdf</a>
3	Nomination & Remuneration	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Nomination%20and%20Remuneration%20Policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Nomination%20and%20Remuneration%20Policy.pdf</a>
9	Privacy	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/privacy-policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/privacy-policy.pdf</a>
1	Whistleblower	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Whistle%20Blower%20Policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Whistle%20Blower%20Policy.pdf</a>
3	Workplace Monitoring	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/workplace-monitoring-policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/workplace-monitoring-policy.pdf</a>
3	Health & Safety	<a href="https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/health-and-wellness-policy.pdf">https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/health-and-wellness-policy.pdf</a>

### SECTION C: PRINCIPLE WISE DISCLOSURES

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

#### Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	%age of person in respective category covered by the awareness programs
Board of Directors	13	Corporate strategy and Perspective Planning, innovation culture, digital disruption and transformation, Risk Assessment and Risk Management, relevant regulatory changes and compliances.	100
Key Managerial Personnel	13	Corporate strategy and Perspective Planning, innovation culture, digital disruption and transformation, Risk Assessment and Risk Management, relevant regulatory changes and compliances.	100
Employees other than BOD and KMPs	118	Corporate Etiquettes, Diversity and Inclusion, Financial Wellbeing, Health And Wellness, Code of Conduct, POSH, Stress Management, Sustainability, Sympathy V/s Empathy, Women’s Health, Self- Defence & Work Life Balance, in addition to other employees’ trainings	95
Workers	44	Access Control System, Code Of Conduct, POSH, Corporate Etiquettes, Disaster Management, Environment Preservation, Electrical Safety, Health And Wellness, HR Grievance, Standard Operating Procedure, Women’s Health, Self- Defence Work Place Safety, Working With Computer	91

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the Regulatory / Enforcement / Agencies / Judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL				
Settlement					
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the Regulatory / Enforcement / Agencies / Judicial institutions	Brief of the case		Has an appeal been preferred? (Yes/No)
Imprisonment	NIL				
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the Regulatory / Enforcement / Agencies / Judicial institutions
NIL	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

Yes. NLSL has a Code of Conduct which defines the anti-corruption and anti-bribery guidelines incorporated in it. The link to the Code of Conduct can be accessed here: Link <https://www.niitmts.com/policies/BRSR/Anti-Bribery-Corruption-and-Money-Laundering-Policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY24	FY23
Director	NIL	
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY24		FY23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.  
NA

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY24	FY23
Number of days of accounts payables	76	95

Note : During the year the company took initiative in streamlining vendor onboarding process which resulted in bring the credit period to desired level .

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY24	FY23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors.		
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	2%	2%
	b. Sales (Sales to related parties / Total Sales)	0.2%	0%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NIL	NIL
	d. Investments (Investments in related parties / Total Investments made)	NIL	NIL

### Leadership Indicators

1. Awareness programs conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programs held	Topics / Principles covered under the training	% age of partners covered (by value of business done with such partners) under the awareness programs
324	The trainers/ professional engagement via contract mode covers principles like confidentiality, privacy and ethical practices in line with NGRBC Principle 1. Discussions are held with the trainers on standard of governance NLSL expects from its value chain partners.	100

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. Firstly, NLSL takes annual affirmation from Board of Directors with reference to Conflict of Interest.

Secondly, NLSL's Related Party Policy defines the process and procedures to identifying and managing conflicts of interests involving members of the Board. The policy elaborates on the guidance and mechanism in place for board members to address potential conflict of interests that may arise in certain business transactions. Before entering any transaction with a Related Party of a Board member, Company ensures that the Audit Committee approval is taken. Where any director is interested in any contract or arrangement with a Related Party, the director shall not participate during discussions on the subject matter of the resolution relating to such contract or arrangement.

### PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

#### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY24	FY23	Details of improvements in environmental and social impacts
R&D	28	24	The company constantly invests in creating platforms and tools focusing on how we could impact these 3 vectors- our employees, customers, and vendors. These tools impact quicker delivery and less travel requirements while meeting the company's objective.
Capex	7	52	The company has upgraded its solar power plant capacity to 400KW which will meet up to 30% of current non-renewable power consumption. It has further installed a provision to supply any power surplus to grid in order to ensure no loss of power from renewable energy. The company has invested in replacement and upgradation of the DG set to meet the regulatory compliance as per Commission for Air Quality Management. Increased number of rainwaters harvesting pits.



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

NLSL has a procedure in place to onboard suppliers' basis sustainability parameters. NLSL follows a procurement process which factors MSME participation and evaluation of environment standards among our vendors. NLSL while selecting electrical, electronic and computer items, considers environmental parameters as one of the selection criteria.

Currently 13.30% procurement are done from organizations having sustainability goals published in public domain. 7.78% percentage of procurement in India are made from MSME.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Waste Type	Processes to reclaim through reuse, recycle, disposal at end of life
Plastics	NLSL follows a zero-plastic policy. If any plastic waste is generated through mechanical packaging, the same is disposed off by an authorized waste management vendor for further reuse.
E-Waste	NLSL disposes all E-Waste generated to an authorized e-waste management vendor and obtains certificate of compliance post safe disposal.
Hazardous Waste	Lubricant oil generated from DG sets is collected by an authorized waste vendor for its safe disposal.
Other Waste	All other waste such as cloths used for lubricant oils, etc. is provided to authorized waste vendor for further processing and disposal.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No. - EPR is not applicable for NLSL

### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not Applicable					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry):

Indicate input material	Recycled or re-used input material to total material	
	FY24	FY23
Not Applicable		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY24			FY23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (Including Packaging)	Not Applicable					
E-Waste						
Hazardous Waste						
Other Waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

**PRINCIPLE 3:** Businesses should respect and promote the well-being of all employees, including those in their value chains.

### Essential Indicators

#### 1. a. Details of measures for the well-being of employees:

% Of Employees Covered By											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Employees</b>											
Male	1366	1306	96	1366	100	-	-	1037	76	1086	79
Female	1099	1011	92	1099	100	788	72	-	-	788	71
<b>Total</b>	<b>2465</b>	<b>2317</b>	<b>94</b>	<b>2465</b>	<b>100</b>	<b>788</b>	<b>72</b>	<b>1037</b>	<b>76</b>	<b>1874</b>	<b>76</b>
<b>Other Than Permanent Employees</b>											
Male	66	64	97	57	86	-	-	51	77	64	97
Female	48	48	100	40	83	46	96	-	-	46	96
<b>Total</b>	<b>114</b>	<b>112</b>	<b>98</b>	<b>97</b>	<b>85</b>	<b>46</b>	<b>96</b>	<b>51</b>	<b>77</b>	<b>110</b>	<b>96</b>

Note: For global office's employees' Maternity benefit are as per respective countries government scheme. At global offices few staff members are not covered under Health Insurance, but company reimburse for health-related expenses.

#### b. Details of measures for the well-being of workers:

% Of Worker Covered By											
Category	Total (A)	ESIC / Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Worker</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other Than Permanent Worker</b>											
Male	61	61	100	11	18	-	-	9	15	-	-
Female	7	7	100	1	14	1	14	-	-	-	-
<b>Total</b>	<b>68</b>	<b>68</b>	<b>100</b>	<b>12</b>	<b>18</b>	<b>1</b>	<b>14</b>	<b>9</b>	<b>15</b>	<b>-</b>	<b>-</b>

#### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY24	FY23
Cost incurred on well- being employees as a % of total revenue of the company	1.18	0.30

Note : This benefit is measured only for India employee and percentage is calculated on Standalone turnover. Benefits include cost incurred by the company on insurance premium paid for employee, savings scheme for employee's children, parenthood benefit and creche facility. Global benefits are governed by the local laws of each country where the person is located.

#### 2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY24			FY23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	85	100	Yes	91	100	Yes
Gratuity	71	12	Yes	75	7	Yes
ESI	14	87	Yes	18	84	Yes
National Pension Scheme	2	NA	NA	1	NA	NA
Others - Superannuation	4	NA	NA	3	NA	NA

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 3. Accessibility of workplaces.

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, NLSL is an equal opportunity employer and upholds its commitment to non-discrimination as an utmost priority. In this backdrop, company recognizes accessibility is critical to ensure rights to persons with disabilities and has taken the requisite steps to ensure that it is an accessible workplace across its offices in form of infrastructural investments in form of ramps, elevators and accessible washrooms for persons with disabilities. The organization holds ISO 45001 certificate which is on Health and Safety duly audited by reputed certified ISO auditors.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, - <https://info.niit.com/hubfs/section46-of-the-lodr/BRSR-policies/equal-opportunity-policy.pdf>

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	90	NA	
Female	100	91		
<b>Total</b>	<b>100</b>	<b>91</b>		

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	<p>Yes,</p> <p>NLSL has a multi-tiered grievance handling mechanism that includes dedicated channels for addressing harassment, whistle-blower, security incidents, discrimination, general grievances, etc. which applies to all permanent and non-permanent employees and workers.</p> <p>They can informally bring up the issue with the manager or HR division and speaking with a Grievance Redressal Committee (GRC) member about it. An HR Leadership team representative can view the grievance via the <a href="mailto:GrievanceCell@niitms.com">GrievanceCell@niitms.com</a> email address or by submitting a written complaint to the Manager/Business HR. The CHRO of the company has an additional email address, <a href="mailto:CPO@niitms.com">CPO@niitms.com</a>, that can be used directly to handle grievances.</p> <p>An option is also available for employee to post an Anonymous message on the Amber portal (AI powered HR Engagement portal). A link called as 'Anonymous Bat' is shared with the INiITian's post completion of their feedback in Amber in order to message directly to CEO and CHRO without sharing the identity.</p>
Other Than Permanent Workers	
Permanent Employees	
Other Than Permanent Employees	

### 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

While NLSL does not restrict any employee from being a member of any employee-related association and provides freedom, it ensures that it abides by the local laws across the geographies that it operates in.

Category	FY24			FY23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	%(B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	%(C/D)
<b>Total Permanent Employees</b>	NIL					
Male						
Female						
<b>Total Permanent Workers</b>						
Male						
Female						

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 8. Details of training given to employees and workers:

Category	FY24					FY23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	1432	1275	89	1368	96	1241	622	50	405	33
Female	1147	1011	88	1088	95	985	510	52	222	23
<b>Total</b>	<b>2579</b>	<b>2286</b>	<b>89</b>	<b>2456</b>	<b>95</b>	<b>2226</b>	<b>1132</b>	<b>51</b>	<b>627</b>	<b>28</b>
<b>Workers</b>										
Male	61	55	90	48	79	65	65	100	65	100
Female	7	7	100	6	86	5	5	100	5	100
<b>Total</b>	<b>68</b>	<b>62</b>	<b>91</b>	<b>54</b>	<b>79</b>	<b>70</b>	<b>70</b>	<b>100</b>	<b>70</b>	<b>100</b>

### 9. Details of performance and career development reviews of employees and worker:

Category	FY24			FY23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	1432	1352	94	1241	1062	86
Female	1147	1074	94	985	741	75
<b>Total</b>	<b>2579</b>	<b>2426</b>	<b>94</b>	<b>2226</b>	<b>1803</b>	<b>81</b>
<b>Workers</b>						
Male	Not Applicable					
Female						
<b>Total</b>						

Note : Performance and career development reviews are held only for the employees who have completed a minimum of six months of service during the financial year.

### 10. Health and safety management system:

- a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes, NLSL has a Health, Safety and Environment policy which governs creating a safe and health workplace for all employees and workers. Company follows policies and standards as recommended by ISO 45001 across its primary locations. The coverage of its occupational health and safety management system extends to all employees and workers. The Management of the company regularly monitors the compliance to health and safety norms. It also conducts mock drill at periodic intervals to ensure preparedness.

- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

NLSL has assigned a one-point contact i.e., a project coordinator to oversee and resolve risks and concerns related to work-related hazards on a routine and non-routine basis. Provisions such as Job Safety Analysis (JSA) and toolbox talk create a conducive environment for employees and workers to regularly assess, identify and report risks.

- c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, NLSL has a safety incident reporting and management process to ensure that all work-related incidents (which include accidents, near-misses, unsafe conditions and unsafe acts) are reported and closed after taking necessary corrective actions. The organization also conduct multiple training and safety drills to create awareness about how to remove themselves from such risk.

- d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, Employees are entitled to receive an annual medical health check-up fully funded by the company. Additionally, there are visiting doctors available at key locations for employees and workers to seek consultation at no cost. The workers are also protected under the ESI scheme.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category*	FY24	FY23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

\* Including in the contract workforce.

### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

NLSL provides end to end health care solutions to employees as per medical insurance for them and their family members including added services such as lab services, virtual specialist doctor consultations, eye care solutions and dental services. We believe our workforce is our most valuable asset and it is towards this, that we have ensured safe and healthy workplaces for our employees across our offices in form of clean air, clean water, clean environment, air purifiers, and conducive work environment through engagement.

To deter any unsafe or unhealthy practices, NLSL observes stringent measures to ensure health and safety, beyond its above-mentioned initiatives. This includes having self-illuminated tape, anti-skid tape, battery operated emergency light across staircases and indoor purification of air to create a safe-environment and maintain health of employees and workers.

### 13. Number of Complaints on the following made by employees and workers:

Category	FY24			FY23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	NIL			NIL		
Health and safety	NIL			NIL		

### 14. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working conditions	100

Note: Health and Safety and working conditions are covered under various ISO 45001.

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

NA

#### Leadership Indicators

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes

#### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Yes, ECR challans (PF & ESIC) from the service provider are verified on a monthly basis to ensure statutory dues are deducted and deposited, in case NLSL stands as a principal employer.

#### 3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY24	FY23	FY24	FY23
Employees	NIL		NIL	
Workers	NIL		NIL	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, NLSL based on requirement of the company in rare cases, the company either extends the service period by one to two years or contracts them as consultants for short periods. The company follows the practice of giving opportunity to perform, hence, non-performing employees are first put under performance improvement plan and only in case of non-performance, thereafter, can be terminated. The company also out counsels' people in case of redundancy after providing them with adequate time to look for alternative employment opportunities.

### 5. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	1. Currently the organization procures 13.30% of its material and services from organization complied to the Global ESG Standards and reports available in public domain.
Working conditions	2. 12.43% of the procurement made by the organizations are from professional Individuals who are freelancers where such assessment cannot be conducted.

### 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable as no such risks or concerns have emerged.

## Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

NLSL is a responsible corporate citizen and is committed to being responsive to all its stakeholders as identified by the senior management, including shareholders, customers, business associates, employees, vendors and suppliers, governments and society at large including communities that it operates in. We identify and prioritize our stakeholders based on the impact of the company on the stakeholders and the ability of the stakeholders to influence the functioning of the company. Such actions are laid out in our Code of Conduct document, which can be found on our website. Senior leadership, human resources, company secretary, chief finance officer, chief executive officer and operation leadership holds KRA for regular monitoring and reviewing of stakeholder engagement. The community engagement also includes activities done through NIIT foundation.

- Internal Stakeholders of NLSL include employees, senior leadership and Board of Directors.
- External stakeholders of NLSL include shareholders, customers, value chain partners and communities

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website) Other	Frequency of engagement (Annually / Half yearly / Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Surveys, Focus Group Discussions, HR, internal trainings, requirements (virtual and in -person modes), Townhalls conducted quarterly, Self-service portal iNIITians , Amber the friendly BOT.	Weekly, monthly, quarterly, annually	Feedback & Grievance Redressal; Employee engagement (fun at work / motivation / happiness / passion / wellbeing, engagement for self-performance improvement and team productivity improvement and Career support programs.
Shareholders	No	Annual General Meetings, Focus Group Discussions, Shareholder Grievance Process, Investor meets , continuous disclosures.	Quarterly	Shareholders to be kept in loop throughout processes of the organization, to provide information through stock exchanges timely on the evolving market trends. Notices of AGMs on website of NLSL on a regular basis, regular updation of website. Investor calls after quarterly closings and publication of results.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website) Other	Frequency of engagement (Annually / Half yearly / Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities	Yes	Skilling, education, and livelihood generation. Media releases, electronic media and social media.	Half Yearly	Need Assessment for CSR Projects & Grievance Redressal
Customers	No	Training modules, online discussions, feedback sessions, Customer satisfaction surveys, account management for enterprise customers and customer experience management team for retail customers.	Weekly, monthly, annually	Resolution of any delivery challenges. And feedback on technology & services being implemented.
Value Chain Partners	No	Training sessions, online discussions, monitoring and feedback sessions, specified vendor management team for onboarding and dispute resolution	On actual need – basis	At the time of onboarding, each value chain partner is onboarded on the pre-condition of compliance to privacy, anti-corruption, anti-bribery, human rights and ethical practices. Value chain partners are also explained their rights and grievance redressal mechanism.

### Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

There are multiple sub committees of the board (CSR committee, risk management, audit committee, shareholder governance, nomination and remuneration committee), where the management provides updates on matters like environmental changes, environmental risk, and other topics having a significant impact like people policy, etc. The respective business leadership team provides quarterly inputs on performance and yearly perspective planning for three years with budgets for the next year to the board members as per schedule. External professionals like statutory auditors, cost auditors, secretarial auditors, and other professional experts on matters like tax and M&A are regularly invited to submit their reports either to subcommittees or to the board directly. In fact, the NLSL Board conducts townhall meetings for its employees as the first stakeholders to be informed post the board's quarterly meeting to ensure a conducive environment to work in. Fire-side chats are also conducted for employees to voice their feedback directly to the NLSL Managing Director as well as CEO. There is robust customer feedback mechanisms from individual beneficiary to customer leadership team. The voice of the customers are discussed at the board meetings and future product and marketing strategies are derived accordingly.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, The inputs received from board members, shareholders in the AGM, employee suggestions, and customer inputs through surveys are duly addressed with a specific action plan and timeline, which are monitored and then reported back to the respective stakeholders.

Based on employee feedback Leave policy is enhanced from 20 days to 32 days per year. This change is designed to support everyone's well-being and work life balance, giving the flexibility and time to relax, recharge and focus on what matters most.

Based on customer input the organization has implemented SCC clauses to ensure high level of data privacy to be maintained. Post engagement with customers the organization has obtained bronze level EcoVadis certificate.

- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.**

NLSL is an equal opportunity organization, and each employee has equal rights. The concerns of our stakeholder groups are heard with utmost sensitivity, and we have a transparent process for raising their concerns independently through human resources. HR also ensures anonymity and keeps the complainant's information confidential from any and every other employee of our organization. During community programs, our point of contact creates a two-way and conducive communication pathway, and our grievance redressal policy also helps take the necessary recourse for concerns of stakeholder groups.

The NIIT Foundation organizes job fairs, invites industry experts for student felicitation, and conducts door-to-door mobilization activities for encouraging marginalized and vulnerable communities to persevere in education.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### Principle 5: Businesses should respect and promote human rights

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY24			FY23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	2465	1505	61	2125	564	27
Other Than permanent	114	56	49	101	5	5
<b>Total Employees</b>	<b>2579</b>	<b>1561</b>	<b>61</b>	<b>2226</b>	<b>569</b>	<b>26</b>
<b>Workers</b>						
Permanent	-	-	-	-	-	-
<b>Other Than permanent</b>	<b>68</b>	<b>36</b>	<b>53</b>	<b>70</b>	<b>70</b>	<b>100</b>
<b>Total Workers</b>	<b>68</b>	<b>36</b>	<b>53</b>	<b>70</b>	<b>70</b>	<b>100</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY24						FY23					
	Total (A)	Equal To Minimum Wage		More Than Minimum Wage		Total (D)	Equal To Minimum Wage		More Than Minimum Wage			
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)		
<b>Employees</b>												
<b>Permanent</b>												
Male	1366	157	11	1209	89	1176	96	8	1080	92		
Female	1099	137	12	962	88	949	96	10	853	90		
<b>Other Than Permanent</b>												
Male	66	0	0	66	100	65	0	0	65	100		
Female	48	8	17	40	83	36	8	22	28	78		
<b>Workers</b>												
<b>Permanent</b>												
Male	-	-	-	-	-	-	-	-	-	-		
Female	-	-	-	-	-	-	-	-	-	-		
<b>Other Than Permanent</b>												
Male	61	52	85	9	15	65	49	75	16	25		
Female	7	6	86	1	14	5	4	80	1	20		

3. Details of remuneration/salary/wages:

- a. Median remuneration / wages:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category ( In Million)	Number	Median remuneration/ salary/ wages of respective category ( In Million)
Board of Directors (BoD)*	4	3.11	2	2.22
Key Managerial Personnel**	6	9.27	1	0.31
Employees Other Than BoD And KMP	1428	0.75	1147	0.55
Workers	61	0.24	7	0.20

\*Includes commission and sitting fees paid to Non-Executive Directors. Including non-executive directors associated for part of the year.

\*\* Includes Executive Directors and KMPs who were appointed or ceased during the financial year.

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY24	FY23
Gross wages paid to females as % of total wages	35	36

Note: Details provided are for permanent employees only.



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

NLSL is committed to providing a fair, safe and productive work environment where grievances, if any, are dealt sensitively and expeditiously. A grievance policy and process is in place for NIITians to voice their concerns so they could be effectively addressed. A grievance may be about an act, omission, situation, or decision that the NIITian feels is unfair, discriminatory, or unjustified.

NIITians are encouraged to come forward with their grievances in the knowledge that the organization will take appropriate action to address those grievances. This can be done in an informal way by verbally communicating the issue to the Manager or HR and then getting it addressed along with a member from the Grievance Redressal Committee (GRC). The other option is to submit the complaint in writing to either Manager/Business HR or posting at email id [GrievanceCell@niitmts.com](mailto:GrievanceCell@niitmts.com) which is accessible by an authorized representative from the Leadership team of HR. Further to provide better confidentiality and independence an email ID [CPO@niitmts.com](mailto:CPO@niitmts.com) is available which is directly accessed by the CHRO of the company.

An option is also available to post an Anonymous message on the Amber portal (AI powered HR Engagement portal). A link called as 'Anonymous Bot' is shared with the NIITian's post completion of their feedback in Amber in order to message directly to CEO and CHRO without sharing the identity.

6. **Number of Complaints on the following made by employees and workers:**

Category	FY24			FY23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL			NIL		
Discrimination at workplace						
Child Labour						
Forced Labour / Involuntary Labour						
Salary / Wages						
Other human rights related issues						

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Complaints	FY24	FY23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers		
Complaints On POSH upheld		

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The policy and processes comply with the prevailing laws, specifically the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013." In case any employee experiences any form of sexual harassment, they can report the incident by directly writing to the [care4women@niitmts.com](mailto:care4women@niitmts.com) / [grievancecell@niitmts.com](mailto:grievancecell@niitmts.com). The complaints raised via this channel, are investigated, and handled with utmost fairness, equality and confidentiality by the Internal Complaints Committee (ICC). The ICC includes independent professional(s) from all walks of life. NIIT further ensures that standard SLAs as per law are met timely and in a just manner.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes

10. **Assessments for the year:**

Complaints	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NLSL has conducted self-assessment for 100% of its offices. The organization's Code of Conduct requires engagement of people considering child labour, modern slavery, and ethical practices. NLSL also has an Internal Complaints Committee and has clear channels of reporting any workplace sexual harassment. NLSL creates awareness of human rights through various modes of communication.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Salary / Wages	
Others – please specify	

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Not applicable

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

No business processes were modified or introduced as a result of addressing human rights grievances or complaints in the reporting period as no such complaints and grievances were raised.

2. **Details of the scope and coverage of any Human rights due diligence conducted.**

Human rights due diligence was not conducted in the reporting period.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

NLSL recognizes accessibility is critical to ensure rights to persons with disabilities and has taken the requisite steps to ensure that it is an accessible workplace across its offices in form of infrastructural investments in form of ramps, elevators, and accessible washrooms for persons with disabilities.

4. **Details on assessment of value chain partners:**

Complaints	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Sexual harassment	1. Currently 13.30% procurement are done from organizations having sustainability goals published in public domain through ESG or BRSR report as per global standards, confirming no such practices followed.
Discrimination at workplace	
Child labour	2. All the value chain suppliers have to accept as a part of contracting procedure, confirming compliance to the organization's code of conduct where such compliance is essential.
Forced / Involuntary labour	
Salary / Wages	
Others – please specify	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not applicable.

### Principle 6: Businesses should respect and make efforts to protect and restore the environment

#### Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY24	FY23
<b>From renewable sources (in Gigajoules)</b>		
Total electricity consumption (A)	392.32	399.17
Total fuel consumption (B)	0.00	0.00
Energy consumption through other sources (C)	0.00	0.00
<b>Total energy consumed from renewable sources (in Gigajoules) (A+B+C)</b>	<b>392.32</b>	<b>399.17</b>
<b>From non-renewable sources (in Gigajoules)</b>		
Total electricity consumption (D)	5636.30	3749.26
Total fuel consumption (E)	333.53	452.58
Energy consumption through other sources (F)	0.00	0.00
<b>Total energy consumed from non-renewable sources (in Gigajoules) (D+E+F)</b>	<b>5969.84</b>	<b>4201.85</b>
<b>Total energy consumed (in Gigajoules) (A+B+C+D+E+F)</b>	<b>6362.16</b>	<b>4601.02</b>
<b>Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)</b>	0.000000410	0.000001139
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total energy consumed / Revenue from operations adjusted for PPP)</b>	0.000000018	0.000000050
<b>Energy intensity in terms of physical output (Gigajoules / Employee head count)</b>	3.10	2.69
<b>Energy intensity (optional) – the relevant metric may be selected by the entity</b>	Not Applicable	Not applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note: The above numbers are for premises located in India as our global operation is mostly out of client location or employees are working from home. The global office locations do not have any significant power.

Note: The company still continues to practice in Hybrid model, however based on customers obligation management certain deliverables requires employees to operate out of office, hence there is increase in consumption.

\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.  
No.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY24	FY23
<b>Water withdrawal by source (in Kilolitres)</b>		
(i) Surface water	0.00	0.00
(ii) Groundwater	12515.05	6628.00
(iii) Third party water	0.00	0.00
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
<b>Total volume of water withdrawal (in Kilolitres) (i + ii + iii + iv + v)</b>	<b>12515.05</b>	<b>6628.00</b>
<b>Total volume of water consumption (in Kilolitres)</b>	12515.05	6628.00
<b>Water intensity per rupee of turnover (Total water consumption / Revenue from operations)</b>	0.00000081	0.00000164
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total water consumption / Revenue from operations adjusted for PPP)</b>	0.00000004	0.00000007
<b>Water intensity in terms of physical output (Kilolitres / Per Person)</b>	6.10	3.87
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	Not applicable	Not applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note: The above numbers are for premises located in India as our global operation is mostly out of client location or employees are working from home. The global office locations do not have any significant energy and water consumption.

Note: Water and energy consumption has increased as the company has adopted the hybrid mode operation hence frequency of people coming to office has increased compared to last year.

Note: The company still continues to practice in Hybrid model, however based on customers obligation management certain deliverables requires employees to operate out of office, hence there is increase in consumption

\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.

4. Provide the following details related to water discharged:

Parameter	FY24	FY23
<b>Water discharge by destination and level of treatment (in Kilolitres)</b>		
(i) To Surface water	NIL	NIL
– No treatment		
– With treatment		
– Please specify level of treatment		
(ii) To Groundwater		
– No treatment		
– With treatment		
– Please specify level of treatment		
(iii) To Seawater		
– No treatment		
– With treatment		
– Please specify level of treatment		
(iv) Sent to third-parties		
– No treatment		
– With treatment		
– Please specify level of treatment		
(v) Others		
– No treatment -	NIL	NIL
– With treatment (Own STP)	12515.05	6628.00
– Please specify level of treatment - Primary		
<b>Total water discharged (in Kilolitres)</b>	<b>12515.05</b>	<b>6628.00</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note: Sector 34 office people has started coming to office. More and more during the week. Banking project 3 shift work. Current level is sustainable. Office has STP plant of capacity 55 KLD (Kilo Liter Daily) where used water is re-process and used for Horticulture.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

While NLSL does have a Zero Liquid Discharge, 55 KLD of sewage water is treated on a daily basis by NLSL's Sewage Treatment plants water is reused in landscaping and horticulture.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY24	FY23
NO <sub>x</sub>	Kg	67.98	78.05
SO <sub>x</sub>	Kg	6.02	9.57
Particulate matter (PM)	Kg	4.60	5.06
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – Yes - By Arihant Analytical Laboratory Pvt Ltd - (NABL Accreditation)

Note: This year company has invested in replacement and upgrade of the DG set to meet the regulatory compliance as per Commission for Air Quality Management hence reduction in values of air emissions is observed.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY24	FY23
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	212.56	1070.49
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	1111.60	677.24
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		0.000000085	0.000000433
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.0000000037	0.0000000190
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b> (Total Scope 1 and Scope 2 GHG emissions / Per Person)		0.6453	1.0203
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity		Not applicable	Not applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note: Scope 1 emissions we have considered DG fuel (Diesel), Refrigerant gas, Extinguisher gas & Company Owned Vehicle fuel.

\* The above numbers are calculated taking the actual consumption factor with the standard rate as per GHG protocol. The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes, NLSL continuously puts efforts to reduce Greenhouse Gas emissions by way of selecting energy efficient air conditioning, the choice of natural lighting, reducing oil leakages, and investments in renewable energy. NLSL prioritizes solar energy for its power consumption and reduces dependency on grid electricity. The company took the initiative of phasing out old computers with energy efficient laptops. NLSL also migrated its on-premise data center to cloud, significantly reducing the carbon footprint. The company moved from paper-based documents to digital documents both for customers as well as vendors. The company actively promotes online training delivery instead of offline to reduce travel, lowering carbon emission. In FY24 the majority of training programs were delivered online.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 9. Provide details related to waste management by the entity, in the following format:

Parameter	FY24	FY23
<b>Total Waste generated</b> (in Metric tonnes)		
Plastic waste (A)	3.724	0.001
E-waste (B)	0.000	13.269
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	0.000	1.491
Battery waste (E)	5.500	0.524
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any (Break-Up by composition i.e. by materials relevant to the sector) ---- (DG Set used lube oil)	0	0.49
<b>Total</b> (in Metric tonnes) (A+B + C + D + E + F + G + H)	<b>9.224</b>	<b>15.775</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	0.00000000059	0.00000000039
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.00000000003	0.00000000017
<b>Waste intensity in terms of physical output</b> (Metric Tonnes / Per Person)	0.0045	0.0092
<b>Waste intensity</b> (optional) – the relevant metric may be selected by the entity	Not Applicable	Not Applicable
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations</b> (in Metric tonnes)		
<b>Category of waste</b>		
(i) Recycled	9.224	13.794
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
<b>Total (in Metric tonnes)</b>	<b>9.224</b>	<b>13.794</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method</b> (in Metric tonnes)		
<b>Category of waste</b>		
(i) Incineration		
(ii) Landfilling	NA	NA
(iii) Other disposal operations		
<b>Total (in Metric tonnes)</b>		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note : As a part of green initiative in FY23 significant number of laptops were changed and office buildings were renovated with better energy efficient green compliance system. Hence E-waste and Construction and demolition waste were recorded.

Note : With increased office activity in FY24, plastic waste has increased due to employee consuming external items.

\* The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.

### 10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

NLSL provides all its non-hazardous and hazardous wastes through its authorized waste management vendor. Hazardous wastes include e-waste, oils from DG Sets, etc. which are all provided to authorized waste management vendors wherein the vendor recycles, reuses and disposes the waste. A certificate is also obtained from vendors to ensure proper management of hazardous waste.

### 11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
No approvals were required considering no operations are conducted in ecologically sensitive areas			

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Sr. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, NLSL is compliant with all Water, Air and Environment Protection and Control Acts. No non-compliances have been recorded against NLSL.				

### Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in Kilolitres): Not Applicable

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area – Not applicable
- (ii) Nature of operations – Not applicable
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY24	FY23
<b>Water withdrawal by source (in Kilolitres)</b>		
(i) Surface water	Not Applicable as NLSL does not withdraw water from any water stress areas	Not Applicable as NLSL does not withdraw water from any water stress areas
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
<b>Total volume of water withdrawal (in Kilolitres) (i + ii + iii + iv + v)</b>		
<b>Total volume of water consumption (in Kilolitres)</b>		
<b>Water intensity per rupee of turnover (Total water consumption / Revenue from operations)</b>		
<b>Water intensity (optional)</b> – the relevant metric may be selected by the entity		
<b>Water discharge by destination and level of treatment (in Kilolitres)</b>		
(i) Into Surface water	Not Applicable as NLSL does not withdraw water from any water stress areas	Not Applicable as NLSL does not withdraw water from any water stress areas
– No treatment		
– With treatment		
– Please specify level of treatment		
(ii) Into Groundwater		
– No treatment		
– With treatment		
– Please specify level of treatment		
(iii) Into Seawater		
– No treatment		
– With treatment		
– Please specify level of treatment		
(iv) Sent to third-parties		
– No treatment		
– With treatment		
– Please specify level of treatment		
(v) Others		
– No treatment		
– With treatment		
– Please specify level of treatment		
<b>Total water discharged (in Kilolitres)</b>		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY24	FY23
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2742.24	2729.62
<b>Total Scope 3 emissions per rupee of turnover</b> (Total Scope 3 / Revenue from operations)		0.00000211	0.00000173
<b>Total Scope 3 emission intensity (optional)</b> – the relevant metric may be selected by the entity		Not Applicable	Not Applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – No

Note: Scope 3 emissions is calculate using GRI emission rates for assets purchased, business travel using air, railways and road transport, and people commuting to office. The organization still follows the hybrid mode of operations, people working from home emission assumption are made based on usage of electrical and electronic appliances.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

No significant direct or indirect impact of the entity on biodiversity hence no prevention or remediation activities required.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	The company has upgraded its solar power plant capacity to 400KW which will meet up to 30% of current non-renewable power consumption. It has further installed a provision to supply any power surplus to Grid in order to ensure no loss of power from renewable energy.		
2.	The company has invested in replacement and upgrade of the DG set to meet the regulatory compliance as per Commission for Air Quality Management.		
3.	Increased number of rainwaters harvesting pits.		

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

NLSL has a strong Business Continuity Management System (BCMS) committed to implement Business Continuity Management in accordance with ISO 22301:2019. NLSLs Business Continuity Plan (BCP) identifies Emergency Response Team (ERT), Incident Response Team (IRT), Functional Response Team (FRT) and Damage Assessment Recovery Team (DART) specific action tasks needed to be taken during an incident.

NLSL has an alternate recovery site in a secured environment with adequate infrastructure, technology, system, and resources required for recovery in place.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

NLSL consistently monitors its impact on the environment, however, except for the above-mentioned environmental indicators on consumption, among other metrics. For its value chain partners, NLSL selects value chain partners having ethical practices as criteria but does not monitor its value chain for any such activities.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Do not record.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

### Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

NLSL Group has affiliations with Seven industry chambers/associations

- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	National Association of Software and Service Companies (NASSCOM)	National
2	Confederation of Indian Industries (CII)	National
3	T-ITeS Sector Skills Council, NASSCOM	National
4	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
5	PHD Chamber of Commerce and Industry (PHDCCI)	National
6	Technology Services Industry Association – TSIA	International
7	Learning and Performance Institute	International

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
	NIL	

### Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually / Half yearly / Quarterly / Others – please specify)	Web Link, if available
1	Membership with industry body	The Company works with apex industry institutions that are engaged in policy advocacy, like the National Association of Software and Service Companies (NASSCOM), Confederation of Indian Industries (CII), IT-ITeS Sector Skills Council, NASSCOM, and various other forums including regional Chambers of Commerce. The Company's engagement with the relevant authorities is guided by the values of commitment, integrity, transparency and taking into consideration interests of all stakeholders.	Yes	As and when required	
2	Sector-wise matters taken having national priorities.	Mr. Rajendra S Pawar (Non-Executive Chairman of NLSL Ltd) completed his term as Vice Chairman of NCARE (National Council of Applied Economic Research) governing body in August 2023 and was former chairman director in Data Security council of India, actively involves in advocating policies of data security and AI impact on economic development of the country from April 2019 - March 2023. He also chaired NASSCOM Cyber Security Task Force. Mr. Vijay K Thadani (Vice Chairman and MD NLSL Ltd) currently serving as a Mentor at the All India Management Association (AIMA), is a member of Board of Governors of Management & Entrepreneurship and Professional Skills Council (MEPSC) and co-chairs the CII Centre for Digital Transformation. He actively takes part in the digital transformation initiative of the government as part of the council.	Yes	As and when required	<a href="https://www.dsci.in/content/dsci-team">https://www.dsci.in/content/dsci-team</a> <a href="https://ylc.aima.in/about/mentors.php">https://ylc.aima.in/about/mentors.php</a> <a href="https://www.mepsc.in/category/board-of-governors/?post_type=management">https://www.mepsc.in/category/board-of-governors/?post_type=management</a> <a href="https://ciicd.com/home/about_data">https://ciicd.com/home/about_data</a>



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually / Half yearly / Quarterly / Others – please specify)	Web Link, if available
3	Platform for Environmental awareness at global level	NLSL has been chosen as a delivery partner of the InnoEnergy Skills Institute, providing services including onboarding, learning journey creation, and training of teaching staff  InnoEnergy Skills Institute is an evolution of EIT InnoEnergy's highly successful European Battery Alliance (EBA) Academy, expanding to also include green hydrogen and solar photovoltaics (PV) value chains. Together this partnership will bring agile, modular approach to training with adaptable, customizable courses and programs that meet specific needs, regardless of location, size, or technology. Greater numbers benefitting from industry-leading training is a vital step in equipping the global workforce with the knowledge and expertise needed to decarbonize the energy economy.	Yes	Quarterly business presentation	<a href="https://www.niit.com/en/learning-outsourcing/news_details/eit-innoenergy-launches-skills-institute-to-combat-significant-energy-transition-skills-gap/">https://www.niit.com/en/learning-outsourcing/news_details/eit-innoenergy-launches-skills-institute-to-combat-significant-energy-transition-skills-gap/</a>

### PRINCIPLE 8 : Businesses should promote inclusive growth and equitable development.

#### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

NIIT Group conducts regular discussions and focused group sessions with the communities it impacts through CSR initiatives.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY24	FY23
Directly sourced from MSMEs/ small producers	11.52	8.20
Directly from within India	45.16	31.23

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

Location	FY24	FY23
Rural	0.3	0.3
Semi-urban	2.2	2.8
Urban	12.1	13.1
Metropolitan	85.3	83.7

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Note: Employees at our India locations have been considered.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### Leadership Indicators

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NIL	

- Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

NIIT Foundation, partners with other organizations and corporates through which it focuses on driving projects in aspirational districts. These projects are run with the objective to provide mass awareness, skill development and improve employability in order to create better sustenance for the lives we impact.

Sr. No.	State	Aspirational District	Amount spent (In ₹ K)
1	Andhra Pradesh	Vizianagaram	368.72
2	Assam	Udalguri	368.72
3	Bihar	Aurangabad, Banka, Begusarai, Fatehpur, Jamui, Muzaffarpur, Purnia, Sheikhpura	8296.86
4	Chhattisgarh	Bastar, Korba, Mahasamund	1106.17
5	Gujarat	Morbi	368.72
6	Haryana	Mewat	368.72
7	Jharkhand	Bokaro, Gumla, Khunti, Ramgarh, Ranchi	2212.34
8	Maharashtra	Chatra, Nandurbar	1639.37
9	Odisha	Balangir, Banka, Dhenkanal, Gajapati, Kalahandi, Koraput, Nabarangpur, Rayagada	4133.71
10	Uttar Pradesh	Chandel	368.72
11	West Bengal	Birbhum	368.72
<b>Grand Total</b>			<b>19600.81</b>

- Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) – No.
  - From which marginalized /vulnerable groups do you procure? NA
  - What percentage of total procurement (by value) does it constitute? NA
- Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
No benefits derived or shared from intellectual properties owned or acquired based on traditional knowledge				

- Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

- Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	In FY24 NLSL spent INR 6.6 Mn as CSR funding, primarily to provide scholarship to students deserving to be pursuing their engineering degree education.	37	
2.	HR CSR – The company took and initiative of obtaining gift item for its employees in order to support of marginalized women community. This initiative has been done through such NGO's who are operating in support of these communities. Total spent is INR 1.6 Mn.	1433 Units purchased	100

- NIIT University has launched an Ecological resurrection in its surrounding Aravalli Hills, popularly known as 'Kali Pahari', a pahari much plagued by chronic illegal mining. NIIT University has launched a drive called 'Shram-Daan' in an effort to convert the neighboring barren 'Kali Pahari' to a fertile 'Hari Pahari'. Almost 10,000 trees have been planted so far using drip-irrigation. The district forest authorities have also appreciated this initiative by granting the University a cash award.
- SAABI Nadi Punnahjivan Abhiyaan : NIIT University has joined hands with also leading a campaign to revive the Sabi River, which has a course East of Kali Pahari but had dried out over last 2-3 decades in collaboration with Mr. Rajendra Singh Pawar (India's Jal Purush), who was awarded the Nobel Prize for Water on 26 Aug 2015 at Stockholm.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

**PRINCIPLE 9 : Businesses should engage with and provide value to their consumers in a responsible manner.**

### Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

NLSL has a Data Subject Request Portal in place where a consumer can exercise their privacy rights. The link is provided here <https://www.NIIT.com/DSR/index.html>.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	No services carry such information hence turnover as a percentage is not applicable.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 24		Remarks	FY23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	1	0		1	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	0	0		0	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons For Recall
Voluntary Recalls	Not material to business	
Forced Recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

We have Privacy Policy in place, which is enabled NLSL website, clearly state that how the user data is collected, used, shared and retained and also indicate the process of transferring the user data to third parties. Kindly refer the following links: <https://www.niit.com/en/learning-outsourcing/privacy-policy/>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such complaint received, or action taken against the company.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches. - NIL
- b. Percentage of data breaches involving personally identifiable information of customers. - NIL
- c. Impact, if any, of the data breaches. - NA

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

All of NLSL's services are available on [www.niitmts.com](http://www.niitmts.com)

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

NLSL engages with each customer through transparent contracting process before any service commitment is made. All the disclosures pertaining to the usage of products including services and its inclusions are provided to all customers as a prerequisite

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

NLSL agrees with service level agreements for uptime with each of its customer in its contract wherein mechanism to intimate the customer for any disruption is also provided. All measures to report any disruptions and discontinuations are also provided via full disclosure to NLSL's customers.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No).**

Yes, NLSL displays all information regarding its education delivery programs, in compliance with the regulatory requirements. NLSL also upholds transparency when providing information around all its services. For more details, refer to our website [www.niitmts.com](http://www.niitmts.com).

Yes, NLSL carries customer satisfaction survey relating to major products and services.



MANAGED  
TRAINING  
SERVICES

# CORPORATE GOVERNANCE REPORT

NIIT Learning Systems Limited

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') became applicable to the Company after listing of equity shares of the Company pursuant to the Composite Scheme of Arrangement, on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') on August 8, 2023.

Your Company's philosophy on Corporate Governance is aimed at maximizing the stakeholders' interests and corporate goals through the efficient conduct of its business and meeting obligations in a manner that is guided by transparency, accountability and integrity. We consider stakeholders as partners in our success and are committed to maximizing stakeholders' value, be it shareholders, employees, customers, vendors, governments or the community at large. We believe that following global practices, transparent disclosures and empowerment of stakeholders are as necessary as delivering solid financial results, for creating and sustaining value for shareholders and meeting expectations of customers and society.

The Company's Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. The Company not only adheres to the prescribed Corporate Governance Practices as per the Listing Regulations but is also committed to sound Corporate Governance principles and practices. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs. The Company has ensured stability in a dynamic environment and in challenging times.

The Securities and Exchange Board of India (SEBI) has mandated Corporate Governance standards for listed companies through Chapter IV of Listing Regulations. The

Company continues to be in compliance with the applicable Corporate Governance requirements of said Chapter IV, as referred above. This Section along with the Section on Management Discussion & Analysis, provides report on the Company's compliance with Schedule V of Listing Regulations.

### Composition of Board

Your Company is managed and guided by a professional Board comprising Executive, Non-Executive and Independent Directors. As on March 31, 2024, the Board of Directors of the Company ("the Board") comprised eight Directors out of which four were Independent Directors, constituting half of the Board's total strength. The Board comprised two women directors including one independent women director. The Board has diversity in terms of age, expertise, domain experience, gender etc. The composition of the Board of Directors is in conformity with the provisions under Regulation 17 of Listing Regulations and the Companies Act, 2013 ("the Act"). The Directors are eminent persons with professional expertise and experience. The Independent Directors of the Company meet all the criteria mandated by the Listing Regulations and Section 149 of the Act. A Brief Profile of each director is available at <https://www.niit.com/en/learning-outsourcing/about-niit/board-of-directors>

During the year under review, the Board of the Company was reconstituted considering the implementation of the Composite Scheme of Arrangement. The details of changes are provided in this report hereunder as well as in Board's Report. The details of the Directors on the Board of the Company during the Financial Year 2023-24 ("FY24" or "FY 2023-24" or "CY") including their attendance in Board Meetings and in the last Annual General Meeting ("AGM"), the number of other Boards and Board's Committees they are involved in as on March 31, 2024 are presented below:

Name of Director (DIN)	Designation	Category	Attendance Particulars			No. of Directorships in other Indian Companies*	No. of Memberships/ Chairpersonships in other Board's Committees**	
			No. of Board Meetings under tenure		Last AGM under tenure		Member	Chairperson
			Held	Attended				
Mr. Rajendra Singh Pawar (00042516)	Chairman	Promoter & Non-Executive Director	7	7	Yes	1	-	-
Mr. Vijay Kumar Thadani (00042527)	Vice Chairman & Managing Director	Promoter & Executive Director	8	8	Yes	3	2	-
Mr. Sapnesh Kumar Lalla (06808242)	Executive Director & Chief Executive Officer	Executive Director	8	8	Yes	2	-	-
Mr. Ravinder Singh (08398231)	Director	Independent Director	7	7	Yes	1	1	-
Ms. Sangita Singh (07694463)	Director	Independent Director	7	5	-	-	-	-
Mr. Ravindra Babu Garikipati (00984163)	Director	Independent Director	6	6	Yes	3	2	-

## CORPORATE GOVERNANCE REPORT (Contd..)

Name of Director (DIN)	Designation	Category	Attendance Particulars		No. of Directorships in other Indian Companies*	No. of Memberships/ Chairpersonships in other Board's Committees**		
			No. of Board Meetings under tenure			Last AGM under tenure	Member	Chairperson
			Held	Attended				
Ms. Leher Vijay Thadani (03477205)	Director	Non-Executive / Non-Independent Director	6	6	Yes	-	-	-
Dr. Parthasarathy Vankipuram Srinivasa (00125299)	Director	Independent Director	5	4	Yes	6	4	2
Mr. Parappil Rajendran (00042531)	Director	Non-Executive/ Non-Independent Director	2	2	NA	3	-	-
Ms. Mita Brahma (02060845)	Director	Non-Executive/ Non-Independent Director	1	1	NA	-	-	-

\*Directorships do not include private companies, deemed public companies, companies incorporated under Section 8 of the Act;

\*\*Board's Committee for this purpose includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies incorporated in India;

Notes:

- Mr. Rajendra Singh Pawar was appointed as Non-executive and Non-Independent Director and Chairman of the Company w.e.f. May 24, 2023
- Mr. Vijay Kumar Thadani was redesignated as Vice Chairman & Managing Director of the Company w.e.f. May 24, 2023
- Mr. Sapnesh Kumar Lalla was redesignated as Executive Director & Chief Executive Officer of the Company w.e.f. May 24, 2023
- Mr. Ravinder Singh and Ms. Sangita Singh were appointed as Non-Executive/ Independent Director on the Board w.e.f. May 20, 2023
- Mr. Ravindra Babu Garikipati was appointed as Non-Executive/ Independent Director on the Board w.e.f. May 24, 2023
- Ms. Leher Vijay Thadani was appointed as Non-Executive/ Non-Independent Director on the Board w.e.f. May 24, 2023
- Mr. Parappil Rajendran and Ms. Mita Brahma ceased to be directors of the Company w.e.f. May 24, 2023.
- Dr. Parthasarathy Vankipuram Srinivasa was appointed as Non-Executive/ Independent Director on the Board w.e.f. June 16, 2023.

Pursuant to Part C of Schedule V of the Listing Regulations, detail of Directors' directorship in other listed entity and category of directorship as on March 31, 2024, is mentioned below:

S. No.	Name of Director	Name of the Company	Category of Directorship
1	Mr. Rajendra Singh Pawar	NIIT Limited	Executive Chairman
2	Mr. Vijay Kumar Thadani	NIIT Limited	Vice Chairman & Managing Director
		Triveni Turbine Limited	Independent Director
3	Mr. Sapnesh Kumar Lalla	NIIT Limited	Non-Executive/Non-Independent Director
4	Mr. Ravinder Singh	-	-
5	Ms. Sangita Singh	-	-
6	Mr. Ravindra Babu Garikipati	NIIT Limited	Independent Director
		5Paisa Capital Limited	Independent Director
7	Ms. Leher Vijay Thadani	-	-
8	Dr. Parthasarathy Vankipuram Srinivasa	Life Insurance Corporation of India	Independent Director
		Pennar Industries Limited	Independent Director

The Board's role, functions, responsibilities and accountability are clearly defined. The Board is provided with all requisite information as required for effective discharge of its duties and informed decision making, including information as required under the Listing Regulations and the Act. In addition to its primary role of monitoring corporate performance, the function of the Board, inter alia, include:

- Articulating the corporate philosophy and mission;
- Formulating strategic plans;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against strategic plans including overseeing operations;
- Ensuring ethical behaviour and compliance with laws and regulations;
- Reviewing and approving borrowing/lending, investment limits and exposure limits etc.;
- Keeping Shareholders informed about plans, strategies and performance; and
- Maximizing stakeholders' value.

## CORPORATE GOVERNANCE REPORT (Contd..)

### CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

PI & Associates, Company Secretaries, have issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company is debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs ("MCA") or any such statutory authority. The certificate is annexed herewith as "Annexure – A".

### BOARD MEETINGS

During FY24, eight (8) Board meetings were held (May 20, 2023, May 24, 2023, May 29, 2023, July 11, 2023, August 10, 2023, October 30, 2023, January 31, 2024, and March 27, 2024) and gap between two meetings did not exceed one hundred and twenty (120) days. The requisite quorum was present in all the meetings.

The Company holds at least four Board Meetings in a year, within a maximum time gap of one hundred and twenty (120) days between two meetings, inter alia, to review the Financial Results. Besides these, additional Board Meetings are convened as per business needs of the Company. Urgent matters are also approved by the Board by passing resolution(s) through circulation, if required. All Directors on the Board are free to suggest any item for inclusion in the agenda for consideration of the Board.

The directors participated in the meetings of the Board and Committees held during FY 2023-24 through physical/video conferencing/ other audio-visual means. The meetings and agenda items taken up during the meetings complied with the applicable provisions of the Act and Listing Regulations read with various circulars issued by MCA and SEBI from

time to time. The Board was provided with all relevant information required for its consideration and conduct of business including those mentioned in Part A of Schedule II of Listing Regulations, as applicable.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the applicable provision of the Act and Listing Regulations, a separate meeting of the Independent Directors was held on March 22, 2024, to review the performance of Non-Independent Directors, Chairman and the Board as a whole. All the Independent Directors were present at the meeting. The Independent Directors reviewed the quality, content and timeliness of the flow of information between the Management, the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

### BOARD'S COMMITTEES

The provisions of the Act and Listing Regulations for constituting Committees became applicable due to the implementation of the Composite scheme of Arrangement during the financial year under review. Accordingly, the Board had constituted following Committees in accordance with the requirements of applicable provisions of the Act and Listing Regulations:

- Audit Committee (constituted on May 20, 2023)
- Nomination and Remuneration Committee (constituted on May 20, 2023)
- Stakeholders' Relationship Committee (constituted on May 24, 2023)
- Corporate Social Responsibility Committee (constituted on May 24, 2023)
- Risk Management Committee (constituted on May 24, 2023).

Details on composition of the Committees as on March 31, 2024 is given hereunder:

Name of the Director	Category of Directorship	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee*
Mr. Rajendra Singh Pawar	Non-Executive	-	Member <sup>2</sup>	-	Member <sup>2</sup>	-
Mr. Vijay Kumar Thadani	Executive	Member <sup>1</sup>	-	Member <sup>2</sup>	Member <sup>2</sup>	Member <sup>2</sup>
Mr. Sapnesh Kumar Lalla	Executive	-	-	-	-	Member <sup>2</sup>
Mr. Ravinder Singh	Independent	Member <sup>1,5</sup>	Chairperson <sup>1</sup>	Member <sup>2</sup>	Chairperson <sup>2</sup>	Member <sup>2,5</sup>
Ms. Sangita Singh	Independent	Member <sup>1</sup>	Member <sup>1</sup>	-	-	-
Mr. Ravindra Babu Garikipati	Independent	Member <sup>2</sup>	Member <sup>2</sup>	Chairperson <sup>2</sup>	Member <sup>2</sup>	-
Ms. Leher Vijay Thadani	Non-Executive	-	-	Member <sup>2</sup>	-	-
Dr. Parthasarathy Vankipuram Srinivasa	Independent	Chairperson <sup>3,4</sup>	-	-	-	Chairperson <sup>3,4</sup>

<sup>1</sup> Member w.e.f. May 20, 2023

<sup>2</sup> Member w.e.f. May 24, 2023

<sup>3</sup> Member w.e.f. August 10, 2023

<sup>4</sup> Chairperson w.e.f. November 1, 2023

<sup>5</sup> Chairperson upto October 31, 2023

\* Mr. Sanjay Mal – CFO and Mr. Jaydip Gupta – Head Internal Audit are also members of the Risk Management Committee w.e.f. May 24, 2023



## CORPORATE GOVERNANCE REPORT (Contd..)

The following is composition of the reconstituted Committees w.e.f. April 1, 2024:

Name of the Director	Category of Directorship	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee*
Mr. Rajendra Singh Pawar	Non-Executive	-	Member	-	Member	-
Mr. Vijay Kumar Thadani	Executive	Member	-	Member	Member	Member
Mr. Sapnesh Kumar Lalla	Executive	-	-	Member	Member	Member
Mr. Ravinder Singh	Independent	Member	Chairperson	Chairperson	Chairperson	Member
Dr. Parthasarathy Vankipuram Srinivasa	Independent	Chairperson	Member	-	-	Chairperson
Ms. Sangita Singh	Independent	Member	Member	-	-	-
Ms. Leher Vijay Thadani	Non-Executive	-	-	Member	Member	-

\* Mr. Sanjay Mal – CFO and Mr. Jaydip Gupta – Head Internal Audit are also members of the Risk Management Committee

In addition, there are following Committees amongst others, for efficient and quick decision- making on the affairs of the Company:

- The Operations Committee, to approve the opening/closing of bank accounts, modification in operation of bank accounts, grant of power of attorney/ authorization and such other operational matters.
- The Share Allotment Committee, to approve allotments, splits, consolidations, dematerialisations, rematerialisations and issue of new and duplicate share certificates.
- The Borrowing Committee to approve the borrowing upto prescribed limits.

These Committees also deal with any other matters, as may be assigned by the Board from time to time. Further, the Board may also constitute any other committee for specific purposes, as and when required. The Company Secretary acts as Secretary to these Committees.

### Audit Committee

The Company has a qualified and Independent Audit Committee in accordance with Regulation 18 of Listing Regulations and Section 177 of the Act and other applicable provisions thereto. More than two-thirds of the members of the Committee are Independent Directors and each member has rich experience in financial matters. The representatives of Statutory Auditors, senior executives from Accounts and Finance department, Corporate Secretarial department and Internal Audit department are invited to attend the Audit Committee meetings held quarterly, to approve financial results. The Cost Auditor attends the Audit Committee meeting where cost account and audit report are discussed. The recommendations of the Audit Committee are placed before the Board for its consideration and approval as applicable.

The Committee also oversees vigil mechanism, as required by the provisions of the Act and Listing Regulations. Further, the Audit Committee considers such other matters as may be referred by the Board or required under the Act/ Listing Regulations and other applicable provisions for the time being in force.

The Audit Committee has been provided with all relevant information required for its consideration and conduct of business including those mentioned in Part C of Schedule II of Listing Regulations, as applicable.

The particulars of meetings held and attended by members in FY24 are given hereunder. The requisite quorum was present in all meetings:

Name of Member	No. of Meetings under the tenure		Date of Meeting
	Held	Attended	
Mr. Ravinder Singh <sup>1,2</sup>	6	6	May 24, 2023
Ms. Sangita Singh <sup>1</sup>	6	4	
Mr. Ravindra Babu Garikipati <sup>3</sup>	5	5	May 28, 2023 August 10, 2023
Mr. Vijay Kumar Thadani <sup>1</sup>	6	6	October 30, 2023 January 31, 2024
Dr. Parthasarathy Vankipuram Srinivasa <sup>4</sup>	3	2	March 27, 2024

<sup>1</sup> Member w.e.f. May 20, 2023,

<sup>2</sup> Chairperson from May 20, 2023 upto October 31, 2023

<sup>3</sup> Member w.e.f. May 24, 2023

<sup>4</sup> Member w.e.f. August 10, 2023 and Chairperson w.e.f. November 1, 2023

### Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee ("the Committee"/"NRC") in accordance with Regulation 19 of Listing Regulations and Section 178 of the Act and other applicable provisions. More than two-thirds of the members of the Committee are Independent Directors. The Committee is constituted to identify persons who are qualified to become directors or who may be appointed in senior management and succession planning and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, senior management personnel (including key managerial personnel) and other employees and to determine the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out and to review its implementation and compliance. The Committee is also entrusted to frame policies and systems

## CORPORATE GOVERNANCE REPORT (Contd..)

for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

NRC along with the Human Resource team of the Company review the leadership succession plan.

The charter of the Committee is in compliance with the Listing Regulations and the Act.

The particulars of meetings held and attended by members during their tenure in FY24 are given hereunder. The requisite quorum was present in all meetings.

Name of Member	No. of Meetings under the tenure		Date of Meeting
	Held	Attended	
Mr. Ravinder Singh <sup>1</sup>	5	5	May 24, 2023 July 11, 2023 November 3, 2023 January 30, 2024 March 27, 2024
Ms. Sangita Singh <sup>1</sup>	5	4	
Mr. Ravindra Babu Garikipati <sup>2</sup>	4	4	
Mr. Rajendra S Pawar <sup>2</sup>	4	4	
Mr. P Rajendran <sup>1,3</sup>	1	1	

<sup>1</sup> Member w.e.f. May 20, 2024

<sup>2</sup> Member w.e.f. May 24, 2024

<sup>3</sup> Ceased to be member w.e.f. May 24, 2023

### Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy. Nomination and Remuneration Committee has powers to determine and recommend to the Board, the amount of remuneration, including performance-linked bonus and perquisites, payable to Directors, Senior Management Personnel (including key managerial personnel) and other employees.

The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of guidelines, the Company ensures that remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites are within the overall limit as specified under the Act and approved by shareholders. The Nomination and Remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Policy is available on the website of the Company and can be accessed through <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Nomination%20and%20Remuneration%20Policy.pdf>

The Committee also considers the sitting fee and remuneration payable to non-executive directors of the Company.

### Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. A separate exercise was carried out to evaluate the performance of the Committees and individual Directors including the Chairman of the Board, who were evaluated on parameters

such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing expert advice to Board. The performance evaluation of Independent Directors was done by the entire Board of Directors. The performance evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors.

The Directors expressed their satisfaction with the evaluation process. The Board was satisfied with the professional expertise and knowledge of each of its directors. All the Directors effectively contributed to the decision-making process by the Board.

Following is the list of core skills/ expertise/ competencies identified by the Board of Directors as required in the context of the Company's business and sector for it to function effectively (Table A) and those actually available with the Board (Table B):

**Table A**

S. No.	Skills	Description
1	Leadership	Leadership experience in enterprises, in positions such as MD, CXO - setting goals and with understanding of leading change, practical management of people, products, strategy and industry networking.
2	Board experience & governance oversight in public companies	Experience in working on boards of listed public companies, involved in governance, leading board committees, addressing shareholder concerns
3	Financial	Proficiency in understanding financial reporting, making capital allocation decisions, challenging and help optimise complex financial transactions, help to ensure long-term financial health of the company.
4	Global business	The company's robust growth is dependent on its business in markets outside India - which contributes most of its business and profits. The board shall be competent in governing a structure involving international company entities.
5	Technology/Talent development industry experience	The Company offers Managed Training Services (MTS), which includes outsourcing of Learning & Development (L&D) and Talent Transformation Services to market-leading companies and institutions headquartered outside India viz. North America, UK, Europe, Asia, and Oceania.

## CORPORATE GOVERNANCE REPORT (Contd..)

S. No.	Skills	Description
6	Sales, Marketing & Customer Service	With the mix of businesses addressed by the company and in the face of competition from global entities, proficiency in sales & marketing directed to enterprises & consumers is an imperative for the board.
7	Innovation & Entrepreneurship	With the continuous rapid changes in technology and customer behavior, the company needs to be constantly striving for new products/services to be introduced into markets. The ability for innovation and demonstrating a culture of entrepreneurship is necessary right from the board level.
8	M & A	Board needs to have the competence for advising the management on M&A opportunities brought in by them for inorganic growth of the company at a global level.
9	Legal, Risk & Compliance Management	With risks of doing in the environment increasing and the statutory compliance needs getting tighter worldwide, board needs to be proficient in directing checks & balances, internal controls, compliances and audit mechanisms.

**Table B**

In the table below, specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against the member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Areas of Expertise	Key Board Qualification Name of the Board Members							
	Rajendra Singh Pawar	Vijay Kumar Thadani	Sapnesh Kumar Lalla	Ravinder Singh	Sangita Singh	Ravindra Babu Garikipati	Leher Vijay Thadani	Parthasarathy Vankipuram Srinivasa
Leadership	✓	✓	✓	✓	✓	✓		✓
Board experience & governance oversight in public companies	✓	✓	✓	✓		✓		✓
Financial	✓	✓	✓	✓	✓	✓	✓	✓
Global business	✓	✓	✓	✓	✓	✓	✓	✓
Technology/Talent development industry experience	✓	✓	✓		✓	✓	✓	✓
Sales, Marketing & customer service	✓	✓	✓	✓	✓	✓	✓	
Innovation & Entrepreneurship	✓	✓	✓	✓	✓	✓	✓	✓
M & A	✓	✓	✓			✓		✓
Legal, risk & compliance Management	✓	✓	✓	✓	✓	✓	✓	✓

### **Stakeholders' Relationship Committee**

The Company has a Stakeholders' Relationship Committee ("the Committee"/"SRC") in accordance with Regulation 20 of Listing Regulations and Section 178 of the Act.

The Committee was constituted to specifically look into various aspects of interest of shareholders and thus strengthen their relationship with the Company. The charter of the Committee of the Company is in compliance of the Listing Regulations and the Act.

The Committee met on October 27, 2023, and January 30, 2024. The meetings were attended by all members.

During FY24, the Company has received requests/ queries/ complaints from Shareholders/Investors primarily related to non-receipt of shares credit while the company was in the listing process in pursuance to the Composite Scheme of Arrangement whereas shares were credited which were not available for trade before listing and not visible in those shareholders account; communications from Stock exchanges/SEBI, non- receipt of dividend/ annual report, change of bank account details/ address etc. The same were addressed and resolved by the Company. The detail is provided in Shareholders' Information section of this Report. As on March 31, 2024, no complaint was pending for redressal.

## Corporate Social Responsibility Committee

In compliance with the requirement of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, the Company has constituted a Corporate Social Responsibility Committee (CSR Committee). The Mandate of the CSR Committee is in compliance with the provisions of the Act and rules thereto. The CSR Policy of the Company has been formulated and approved by the Board of Directors. The Committee also reviews the Business Responsibility and Sustainability Reporting ('BRSR').

CSR Committee passed a circular resolution on August 6, 2023, which was approved by all members. The recommendation of CSR Committee was discussed and approved by the Board in its meeting.

## Risk Management Committee

In compliance with the requirement of Regulation 21 of the Listing Regulations, as amended from time to time, the Company has constituted the Risk Management Committee (RMC).

Terms of reference of the Risk Management Committee are pursuant to Regulation 21 read with Part D of Schedule II of Listing Regulations.

The Committee met on December 5, 2023, and all members attended the said meeting.

## Senior Management:

The particulars of Senior Management Personnel ("SMP") as per regulation 16(1)(d) of Listing Regulations, including the changes during the financial year is given hereunder as per the requirement of provision of Clause 5B of Schedule V of Listing Regulations:

Name (in alphabetical order)	Designation	Nature of change
Ms. Babita Karki	Chief People Officer	became SMP w.e.f. May 24, 2023 upon implementation of the Composite Scheme of Arrangement
Mr. Deepak Bansal	Vice President & Company Secretary	
Mr. Jaydip Gupta	Senior Vice President & Head - Internal Audit	
Mr. Sanjay Mal	Chief Financial Officer	

Note : Change of KMPs before May 24, 2023 is reported in the Board's Report

## REMUNERATION TO DIRECTORS

### Executive Directors

Detail of remuneration paid/payable to executive directors for FY24 is as under:

(Amount in Rs.)

Particulars	Vijay Kumar Thadani	Sapnesh Kumar Lalla
Salary	8,378,657	9,002,796
Perquisites and Allowances*	-	1,310,692
Contribution to Provident Fund, Pension Superannuation, Gratuity, Mediclaim and GTU premium	242,506	920,637
Performance-Linked Bonus**	15,059,791	2,997,646
<b>Total</b>	<b>23,680,954</b>	<b>14,231,771</b>

\*exclude perquisite value of stock options exercised during the financial year

\*\* include provisions made for FY24, to be paid.

Notes:

- Service Contract of Executive Directors: Until cessation of service.
- Notice period: Six months unless otherwise agreed by the Board.
- Severance fee: None unless otherwise agreed by the Board.
- Pursuant to Composite Scheme of Arrangement, the Company had granted stock options under NLSL ESOP 2023-0 to Option Grantees of Transferor Company, who held as many unexercised stock options as on the Effective Date of the Scheme. Accordingly, Mr. Sapnesh Kumar Lalla was granted equivalent 1,595,000 stock options.

### Non-Executive Directors

The non-executive directors play an important role in the governance of the Company and in advising the Board in critical domains like business strategy, finance, marketing, remuneration, planning and legal matters. Non-executive directors do not have any pecuniary relationship or transactions with the Company. The non-executive directors are paid sitting fees for attending the meetings of the Board, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee. The Company may pay profit-based commission and/or other remuneration to non-executive directors (including independent directors) from time to time within the limits approved by the members in compliance with the applicable provisions of the Act, as may be determined by the Board from time to time.

Detail of remuneration paid/ payable, to non-executive directors for FY24 is as under:

(Amount in Rs.)

Name of Director	Sitting Fee	Commission*	Others <sup>#</sup>	Total
Mr. Rajendra Singh Pawar	860,000	-	4,274,187	5,134,187
Mr. Ravinder Singh	1,560,000	1,800,000	-	3,360,000
Ms. Sangita Singh	880,000	1,800,000	-	2,680,000
Mr. Ravindra Babu Garikipati	1,160,000	1,700,000	-	2,860,000
Ms. Leher Vijay Thadani	560,000	1,200,000	-	1,760,000
Dr. Parthasarathy Vankipuram Srinivasa	560,000	1,600,000	-	2,160,000
<b>Total</b>	<b>5,580,000</b>	<b>8,100,000</b>	<b>4,274,187</b>	<b>17,954,187</b>

\*provision made for FY 24, to be paid.

<sup>#</sup>Remuneration including facilities & benefits as approved by the shareholders of the Company.

## CORPORATE GOVERNANCE REPORT (Contd..)

Detail of shareholding of non-executive directors in the Company as on the date of this Report, is given hereunder:

- Mr. Rajendra Singh Pawar held 155,000 equity shares as first holder with spouse and 369,845 equity shares as second holder with spouse. He also holds 22,445,644 equity shares as trustee of Pawar Family Trust.
- Mr. Ravinder Singh held 432 equity shares as first holder with spouse and 198 equity shares as second holder with spouse.
- No other non-executive director held any equity share in the Company.
- No Stock Option was granted to non-executive directors

### Appointment/Re-appointment of Directors

As per the provisions of Section 152 of the Act, Mr. Rajendra Singh Pawar (DIN: 00042516) and Mr. Vijay Kumar Thadani (DIN: 00042527), Directors retire by rotation at the forthcoming AGM of the Company, who being eligible, have offered themselves for re-appointment. The relevant details are provided in the AGM Notice.

Details of other changes in the Board during FY24 and as on the date of this report, are provided in the Board's Report and in this report hereinbefore.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Act and Listing Regulations.

Further, in the opinion of the Board and on the basis of declaration of Independence provided by the Independent Directors, they all fulfil the conditions specified in the Act and Rules made thereunder read with applicable regulations of Listing Regulations, for their appointment/continuation as Independent Directors of the Company and are independent of the management.

### CODE OF CONDUCT

During FY24, and in accordance with the provisions of Regulation 17(5) of Listing Regulations, the Board has laid down a Code of Conduct for all directors and senior management personnel of the Company. The Code of Conduct is available on the Company's website <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Code%20of%20Conduct.pdf>

The directors and senior management personnel have affirmed compliance with the Code of Conduct for FY24. A certificate by Chief Executive Officer, pursuant to Schedule V of Listing Regulations is annexed to this Report as "Annexure B".

### PROGRAM FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment, through a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The terms and conditions of the appointment are also placed on the website of the Company. All efforts are made to ensure that they are fully aware of the current state of affairs of the Company and the industry in which it operates. The Company extends all support and assistance required in

order to facilitate the independent directors to meet /interact with the business heads/ members of the senior management team as and when desired by them. Presentations are made at the meetings of the Board of Directors, the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee as applicable, by the senior management in relation to the performance of the Company, quarterly and annual results, business strategies, business outlook, various policies, review of internal audit and risk management framework, operations of the Company and its subsidiaries, its business model and strategy, relevant amendments in applicable laws etc. The calendar of Board and Committee Meetings of the Company is scheduled in advance and appropriate notice is served for convening Board and committees Meeting. The minutes of the meetings of various Committees of the Company and minutes of Board Meetings of subsidiary companies are periodically circulated to the Board. All the relevant developments relating to the Company are informed to the Board as and when deemed necessary. Detail of Familiarization Program imparted to Independent Directors is available on Company's website <https://info.niit.com/hubfs/section46-of-the-lodr/familiarization-programmes-for-independent-directors.pdf>

The Company arranges interactive session for directors (including independent directors) on different topics. Newly appointed directors are provided with information on the Company through orientation sessions, besides interactive meetings, board presentations etc. In addition, directors are being provided opportunities to attend relevant programs of external agencies.

### CEO AND CFO CERTIFICATION

Pursuant to Regulation 17(8) of the Listing Regulations, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statements for the financial year ended on March 31, 2024 present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures. The said certificate is annexed to this Report as "Annexure C".

### GENERAL MEETINGS

Detail on the last three AGM is given hereunder:

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2022-23	Wednesday, September 27, 2023 at 10:00 a.m.	Held through Video Conferencing / Other Audio Visual Means ("OAVM")	NIL
2021-22	Friday, July 29, 2022 at 11:30 a.m.	Held through Video Conferencing / Other Audio Visual Means ("OAVM")	NIL
2020-21	Thursday, August 2, 2021 at 3.30 p.m.	Held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana

### Special Resolution passed through Postal Ballot

During the financial year 2023-24, the members of the Company approved following matters by passing Special Resolution through Postal Ballot:

S. No.	Resolution	Date of passing resolution	Votes in favor of the resolution (%)	Votes against the resolution (%)
1.	Appointment of Mr. Rajendra Singh Pawar as Non-Executive Director and Chairman of the Company	August 2, 2023	98.88	1.12
2.	Appointment of Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company	August 2, 2023	98.88	1.12
3.	Appointment of Mr. Sapnesh Kumar Lalla as Executive Director & Chief Executive Officer of the Company.	August 2, 2023	98.88	1.12
4.	Appointment of Mr. Ravinder Singh as an Independent Director of the Company	August 2, 2023	99.12	0.88
5.	Appointment of Ms. Sangita Singh as an Independent Director of the Company	August 2, 2023	99.12	0.88
6.	Appointment of Mr. Ravindra Babu Garikipati as an Independent Director of the Company	August 2, 2023	99.12	0.88
7.	Appointment of Dr. Parthasarathy Vankipuram Srinivasa as an Independent Director of the Company	August 2, 2023	99.12	0.88

Mr. Milan Malik, Practising Company Secretary (Membership No. FCS – 9888), was appointed as Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner.

### Procedure for Postal Ballot

After receiving the approval of the Board of Directors, Notice of Postal Ballot including the Resolution and Explanatory Statement, relevant documents, and e-voting procedure was sent to the shareholders through email only, whose e-mail were available with the depositories and Company to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. E-voting facility was made available to all the shareholders and instructions for the same were specified under the heading “the process and manner for E-voting” in the Postal Ballot Notice. After the last day for e-voting, the Scrutinizer, after due verification, submitted the results to the Chairman Thereafter, the Company Secretary, as authorised by the Chairman, declared the results of the Postal Ballot. The same was displayed on the Company’s website and Notice Board and also submitted to the Stock Exchanges.

There is no immediate proposal for passing any resolution through Postal Ballot in the Financial Year 2024-25 as on the date of this Report (excluding the special resolutions already passed by the shareholders on May 10, 2024 for approval of Employees Stock Option Plan 2024 for grant of stock options to the employees of the Company and its subsidiaries).

### Book closure/Record date:

2023-24: November 10, 2023 (Record Date for Interim Dividend during FY24)

Detail on Extra-Ordinary General Meeting held during the last three financial years is given hereunder:

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2023-24	NIL		
2022-23	NIL		
2021-22	Thursday, December 02, 2021, at 2:00 PM	Plot No. 85, Sector 32, Institutional Area, Gurugram – 122001, Haryana	Re-appointment of Ms. Leena Khokha as Manager of the Company for a period of three years w.e.f. December 31, 2021
	Friday, January 14, 2022, at 11:00 AM	Plot No. 85, Sector 32, Institutional Area, Gurugram – 122001, Haryana	Approval of change of name of the Company and to alter Memorandum of Association and Articles of Association of Company
	Tuesday, January 25, 2022, at 3:00 PM	Plot No. 85, Sector 32, Institutional Area, Gurugram – 122001, Haryana	Approval of the donation of Intellectual Property Rights (Trademark/ Copyrights/ Patent/ Design etc.) which were not required by Company
	Thursday, March 31, 2022, at 2:00 PM	Plot No. 85, Sector 32, Institutional Area, Gurugram – 122001, Haryana	Approval of related party transaction(s) / agreement(s) pursuant to Composite Scheme of Arrangement

### DISCLOSURES

#### a) Related Party Transactions

The Company’s related party transactions are generally with its subsidiary companies. The related party Transactions are entered into based on the considerations of various business exigencies and the Company’s long-term strategy. All the transactions entered into by the Company during the FY 24 with related parties were in its ordinary course of business and on an arm’s length basis.

All related party transactions are regularly/ periodically reviewed and approved/ ratified by the Audit Committee/Board, as applicable. For details, please refer to Note No. 35 of the Standalone financial statements of the Company.

During the year under review, there was no materially significant related party transaction identified, which could have potential conflict with the interests of the Company at large.

**b) Total Fees to Statutory Auditors (Pursuant to Part C of Schedule V of the Listing Regulations)**

The total fees for all services paid by the Company and its subsidiaries on consolidated basis to S. R. Batliboi & Associates LLP, Statutory Auditors of the Company and all entities in the network firm/ network entity of which the Statutory Auditors are a part, aggregated to Rs. 21.16 Million (excluding GST).

**c) Compliance**

The Company has complied with the applicable requirements of the Stock Exchanges, SEBI and Statutory Authorities on matters related to the capital market during the last year (since listed). No penalty or stricture was imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority during financial year 2023-24.

**d) Vigil Mechanism / Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy duly approved by the Audit Committee to report the concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Directors or any Official of the Company may report to the Compliance Officer, and they have direct access to the Chairperson of the Audit Committee. No person has been denied access to the Audit Committee.

**e) Risk Management**

The Company has procedures to inform the Board Members about the risk assessment and minimization procedures. The Company has constituted a Risk Management Committee also, to review the risk assessment, management & mitigation process. A detailed note on risk & concern is provided in the Management Discussion and Analysis Report, forming part of the Board's Report.

**f) Proceeds from the public issue/right issue/preferential issues etc.**

There was no fresh public issue/right issue/ preferential issue during FY24.

**g) Inter-se relationship between Directors**

Mr. Vijay Kumar Thadani, Vice Chairman and Managing Director is father of Ms. Leher Vijay Thadani, Non-executive Director of the Company.

None of the other Directors of the Company are related to each other.

**h) Any recommendation received from any Committee of the Board**

During the year under review, the Board of Directors had accepted all the recommendations of the Committees.

**i) Credit Rating**

During the year under review, the Company did not obtain any credit rating.

**ii) As on the date of this report, following Policies are available on the Company's website:**

- Policy on Determining Material Subsidiaries – <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Policy%20on%20Determination%20of%20Material%20Subsidiaries.pdf>
- Policy on Related Party Transactions- <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Policy-on-Related-Party-Transactions.pdf>
- Policy on Corporate Social Responsibility- <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/CSR%20Policy.pdf>
- Archival Policy- <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Archival%20Policy.pdf>
- Policy on Determination of Material/Price Sensitive Information- <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Policy%20for%20determination%20of%20Materiality%20of%20Events.pdf>
- Vigil Mechanism / Whistle Blower Policy – <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Whistle%20Blower%20Policy.pdf>
- Dividend Distribution Policy – <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Dividend%20Distribution%20Policy.pdf>

**COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS**

**A. Mandatory Requirements**

The Company has complied with all mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations.

**B. Non-mandatory Requirements**

The Company continues to comply with the following discretionary requirements of Regulation 27(1) of the Listing Regulations:

**a) The Board:**

The Non-executive Chairperson's Office is maintained at the Company's expense. He is also entitled to reimbursement of any expenses incurred for performance of his duties.

### b) Shareholders' Rights:

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website. The Company sends full financial statements along with Board's Report and Auditors' Report to all the shareholders every year. These are also posted on Company's website i.e., [www.niitmts.com](http://www.niitmts.com).

### c) Modified Opinion(s) in Audit Report:

The Company continued to have its financial statements with unmodified audit opinion (for both standalone and consolidated) for the financial year ended on March 31, 2024.

### d) Reporting of Internal Auditor:

The Internal Auditor of the Company reports to the Audit Committee.

### Code for Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), Policy for procedure of enquiry in case of leak of UPSI and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (NLSL Code of Conduct). The said Code(s) lay down guidelines for fair disclosure of UPSI and advises the persons covered under the Code(s) on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. The said Code of Conduct is available on Company's <https://info.niit.com/hubfs/section46-of-the-lodr/code-of-conduct-policies/Code%20of%20Conduct%20to%20Regulate%2c%20Monitor%20and%20Trading%20by%20Designated%20Persons.pdf>

### Accounting Treatment in preparation of Financial Statements

These consolidated financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules as amended from time to time by the Ministry of Corporate Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Act. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the consolidated financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million, within two decimals, except per share data and unless stated otherwise.

Reference in these consolidated financial statements to "the Group" shall mean to include NIIT Learning Systems Limited and its subsidiaries, consolidated in these financial statements, unless otherwise stated.

The National Company Law Tribunal (NCLT), Chandigarh Bench vide Order dated May 19, 2023 sanctioned the Composite Scheme of Arrangement (approved by the Board of Directors of the Company on January 28, 2022). The Scheme became effective on May 24, 2023 upon filing of the certified copies of the NCLT order, sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the CLG Business Undertaking is demerged from NIIT Limited ("NIIT") and transferred to and vested in NIIT Learning Systems Limited ("NLSL") with effect from April 1, 2022 i.e. the Appointed Date.

NIIT has transferred specific income, expenses, assets, liabilities and reserves of CLG Business Undertaking w.e.f. Appointed Date till Effective Date based on the allocation as prescribed in the Scheme and with respect to common items, the allocations are approved by the Board of Directors of NIIT.

### Statutory Compliance

The Company has a system in place whereby Chief Executive Officer/Chief Financial Officer/Compliance Officer provides Compliance Certificate to the Board of Directors based on the confirmations received from concerned persons/heads of the Company relating to compliance of various laws, rules, regulations and guidelines applicable to their areas of operation. The Company takes appropriate steps after consulting internally and if necessary, with independent legal counsels to ensure that the business operations are not in contravention of any laws. The Company takes all measures to register and protect Intellectual Property Rights including trade names/service marks/ trademarks/ patents/ copyrights, etc. belonging to the Company.

### DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. As on March 31, 2024, the Committee at Registered Office comprised:

Ms. Babita Karki, [babita@niitmts.com](mailto:babita@niitmts.com), Presiding Officer  
 Ms. Deepti Gupta, [deepti.gupta@niitmts.com](mailto:deepti.gupta@niitmts.com), Member  
 Ms. Shama Chhibber, [shamac@niitmts.com](mailto:shamac@niitmts.com), Member  
 Ms. Jaya Chakravarti, [jayac@niitmts.com](mailto:jayac@niitmts.com), Member  
 Mr. Deepak Bansal, [deepak.bansal@niitmts.com](mailto:deepak.bansal@niitmts.com), Member  
 Mr. Sushil Kumar Behera, [sushil.behera@niitmts.com](mailto:sushil.behera@niitmts.com), Member  
 Ms. Arti Chaudhry, [arti\\_chaudhry@artichaudhry.com](mailto:arti_chaudhry@artichaudhry.com), External member

Employees are sensitized at regular intervals through structured training programs and mailers.

During the financial year 2023-24, No complaint was received. No complaint was pending at the beginning or at the end of the financial year.



## CORPORATE GOVERNANCE REPORT (Contd..)

### MEANS OF COMMUNICATION

- a. The quarterly / half yearly / annual results during the year, were published in one national English and one regional Hindi Newspapers having wide circulation and displayed on the website of the Company <https://www.niit.com/regulation46-of-the-lodr/Financial-result.html>. Official news releases, Financial Results, Consolidated news releases, consolidated financial highlights and presentations etc. are also displayed at the Company's website. The same were also submitted with Stock Exchanges where equity shares of the Company are listed.
- b. During the financial year 2023-24, the Company published its financial results (after listing) in the following newspapers:

Financial Results	Newspapers	Date of publication
Unaudited Financial Results for the quarter ended June 30, 2023	Financial Express (English) & Jansatta (Hindi)	August 11, 2023
Unaudited Financial Results for the quarter ended September 30, 2023	Financial Express (English) & Jansatta (Hindi)	October 31, 2023
Unaudited Financial Results for the quarter ended December 31, 2023	Financial Express (English) & Jansatta (Hindi)	February 1, 2024

- c. Quarterly Investor's teleconferences and press conferences were held on May 29, 2023, August 10, 2023, October 30, 2023 and January 31, 2024 for the Investors of the Company immediately after the declaration of quarterly/ annual financial results. All official press releases, presentations to analysts and institutional investors are also available on the Company's website. In addition, these were sent to the Stock Exchanges for dissemination.
- d. The management perspective, business review and financial highlights are part of the Annual Report.
- e. The quarterly shareholding patterns are also displayed on the Company's website, as sent to the Stock Exchanges.
- f. Chairman's message: A copy is sent along with the Annual Report to all the shareholders, whose e-mail addresses are registered with the Company/Depository Participants. The document is also available on the website of the Company.

### SHAREHOLDERS' INFORMATION

#### a. Company Registration Details

The Company's Corporate Identity Number (CIN) is L72200HR2001PLC099478.

#### b. Annual General Meeting (AGM)

Date: Tuesday, September 24, 2024

Time: 10:00 A.M. (IST)

Venue: The meeting will be conducted through VC / OAVM pursuant to the circulars and notifications issued by MCA, Government of India and SEBI. The deemed venue for the AGM shall be the Registered Office of the Company.

#### c. Financial Year: April 01, 2024 to March 31, 2025

Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2023	By August 14, 2024
Financial reporting for the second quarter ending September 30, 2024	By November 14, 2024
Financial reporting for the third quarter ending December 31, 2024	By February 14, 2025
Financial reporting for the quarter/year ending March 31, 2025	By May 30, 2025
Annual General Meeting for the year ending March 31, 2025	By September 30, 2025

#### d. Dividend

The Board of Directors, on October 30, 2023, declared interim dividend of Rs. 2.50/- per equity share (face value of Rs. 2/-) for the financial year ended March 31, 2024. The interim dividend was paid to shareholders whose names were on the register of members as on November 10, 2023 being the record date fixed for this purpose.

The Board of Directors has recommended a final dividend of Rs. 2.75/- per equity share (face value of Rs. 2/-), during the financial year ended March 31, 2024 for the approval of the Members at the ensuing AGM. The dividend, once approved, will be paid (subject to deduction of tax at source, as applicable) within 30 days of AGM, as per the provisions of the Act. The dividend will be paid to those members whose names will appear in the Register of Members or in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as on the Record Date.

#### e. Record Date

Thursday, September 5, 2024 (for final dividend of FY24).

#### f. Listing of Equity Shares

The Equity Shares of the Company got listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), pursuant to the Composite Scheme of Arrangement w.e.f. August 8, 2023. The listing fees for the financial year 2024-25 has been paid to both Stock Exchanges.

## CORPORATE GOVERNANCE REPORT (Contd..)

### g. Stock Code

Trading symbol on NSE	NIITMS
Trading symbol on BSE (Scrip Code)	543952
ISIN No. of Equity Shares at NSDL/CDSL	INE342G01023

### h. Stock Market Data

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE and NSE during FY24 and the comparison in performance of share price of the Company vis-à-vis broad-based Indices are given below, since listing of equity shares. The previous year numbers are not available/comparable since the Company was listed on August 8, 2023.

Share price movement:

Month	BSE				NSE			
	Sensex*	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty*	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Aug-23	64,831	398.50	348.45	51,362	19,254	399.00	349.70	51,376
Sep-23	65,828	513.80	363.10	56,760	19,638	514.00	362.25	56,794
Oct-23	63,875	443.95	343.70	52,516	19,080	443.75	342.30	52,522
Nov-23	66,988	415.70	365.05	53,026	20,133	415.90	369.00	53,080
Dec-23	72,240	447.30	378.35	59,067	21,731	447.50	378.00	59,175
Jan-24	71,752	481.00	417.15	63,901	21,726	480.00	418.10	63,780
Feb-24	72,500	552.95	429.45	70,298	21,983	554.95	429.05	70,305
Mar-24	73,651	576.00	396.05	68,412	22,327	576.90	449.30	68,601

\*Month end closing data.

\*Market Capitalization as per closing price of the month

Source: BSE/NSE Website

### i. Claim of Unpaid Dividend, Shares in IEPFA and Suspense Account

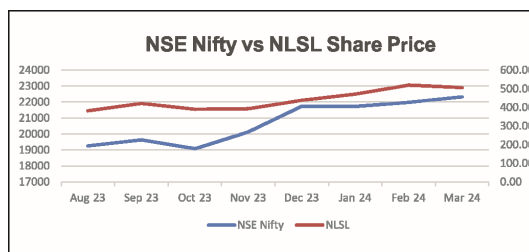
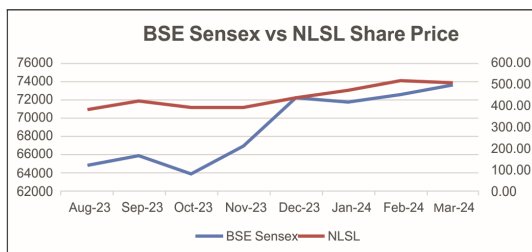
- The Shareholders are requested to submit request for claim of their unpaid/unclaimed dividend by submitting updated demat client master wherein bank details are updated in respect of their holding, for online direct credit of unpaid dividend amount in their bank account.
- Pursuant to the Composite Scheme of Arrangement, the Company has transferred the 435,435 equity shares to Investors Education and Protection Fund Authority, Ministry of Corporate Affairs ("IEPFA") for those eligible shareholders whose equity shares were earlier transferred to IEPFA by the Transferor Company (NIIT Limited) since dividend remained unpaid/unclaimed for continuous 7 years.

Further the Company has also transferred the interim dividend paid during FY24 on those shares to the account of IEPFA. The eligible shareholders are advised to claim such shares/unpaid dividend from IEPFA as per applicable procedure.

The details of shares transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/>.

Members, whose shares and dividends have been transferred to IEPF Account, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5. Please ensure submission of claim documents, complete in all respect alongwith relevant documents in respect of claim, so as to avoid any rejection by appropriate authorities.

### Performance of share price of the Company vis-à-vis broad-based Indices



The process for claim is also available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/> under the tab - "Details of Unpaid/ Unclaimed Dividend".

The voting rights on the shares transferred to IEPFA Authority shall remain frozen till the rightful owner claims the shares.

- (c) Pursuant to the Composite Scheme of Arrangement, the Company has kept in abeyance and credited shares in a separate suspense account for (a) shares held in physical form and (b) demat credit rejection cases, for shareholders in NIIT Limited as on the record date. These shares were to be credited to shareholders in demat mode only.

Further, the shareholders shall also be eligible to claim the interim dividend paid in FY24 on these shares.

The eligible shareholders are advised to contact the Company to claim shares in demat mode as well as unpaid interim dividend thereon.

In terms of Regulation 39 of the Listing Regulations, detail of the equity shares lying in the Suspense Account is as follows:

Sl. No.	Particulars	No. of Shareholders	No. of Equity Shares
i.	Aggregate number of shareholders and the outstanding shares transferred in Suspense Account (pursuant to the Composite Scheme of Arrangement) at the time of allotment during the year	687	277,748
ii	Less: Number of shareholders who approached and shares were transferred from Suspense Account during the year	35	23,285
iii	Less: Number of shareholders whose shares were transferred from Suspense Account to IEPFA Account during the year	0	0
iv.	Aggregate number of shareholders and the outstanding shares lying in Suspense Account at the end of the year	652	254,463

The voting rights on the shares transferred to suspense account shall remain frozen till the rightful owner claims the shares.

### Unpaid/Unclaimed Dividend

The unpaid/unclaimed interim dividend (for FY24) balance as on March 31, 2024 is Rs. 1,111,309.11 and due date for transfer to IEPFA is December 5, 2030.

### j. Loans and advances in which directors are interested

Details of Loans and advances in the nature of loans to firms/companies in which directors are interested (if any) are given in the Notes to the Financial Statements.

### k. Material Subsidiaries

The Company has the following material subsidiaries as per Listing Regulations. The detail is provided hereunder as per Schedule V of the Listing Regulations:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
NIIT (USA) Inc, USA	May 02, 1994	USA	S. R. Batliboi & Associates, LLP	October 25, 2023
NIIT Limited, UK	September 06, 2005	UK	Donald Reid Limited	January 24, 2024
NIIT (Ireland) Limited	June 30, 2015	Ireland	Denis Breen & Co Limited, T/A ProfitPal	January 24, 2024
NIIT Learning Solutions (Canada) Limited	March 10, 2016	Canada	S. R. Batliboi & Associates, LLP	October 25, 2023
St. Charles Consulting Group LLC, USA	September 27, 2002	USA	S. R. Batliboi & Associates, LLP	October 25, 2023

The composition and effectiveness of Boards of subsidiaries is reviewed by the Company periodically. The Company also have a robust compliance management system covering all the subsidiaries. The Company's Policy for determining Material Subsidiaries is available on the website of the Company.

The Company is in compliance with the provisions governing material subsidiaries. Since these are overseas subsidiaries, the provision of Secretarial Audit Report is not applicable.

### l. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit the nomination details to their Depository Participant for the shares held by them in dematerialized form.

### m. Compliance Certificate

The Company has complied with the requirements of the Schedule V, regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations.

The Certificate of Secretarial Auditor, confirming compliance with the conditions of Corporate Governance as per requirement of Part E of Schedule V of the Listing Regulations, is annexed as "Annexure D".

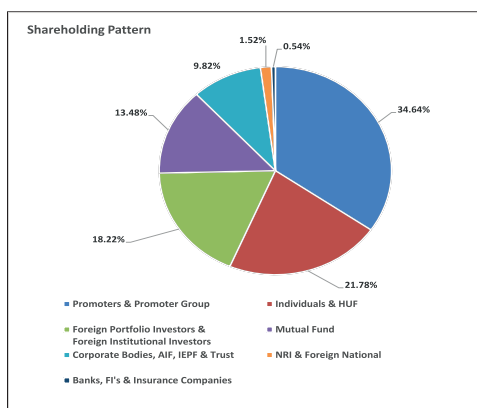
## CORPORATE GOVERNANCE REPORT (Contd..)

- n. Detail of distribution of shareholding of the equity shares of the Company, by size and ownership as on March 31, 2024, is given hereunder:

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to 500	68,304	89.57	5,901,103	4.36
501-1000	4,420	5.80	3,279,016	2.42
1001-5000	2,833	3.71	5,770,705	4.26
5001 & above	703	0.92	120,437,897	88.96
<b>TOTAL</b>	<b>76,260</b>	<b>100.00</b>	<b>135,388,721</b>	<b>100.00</b>

Shareholding Pattern as on March 31, 2024:

Category	No. of shares held	Percentage to total shareholding
Promoters & Promoter Group	46,893,777	34.64
Individuals & HUF	29,484,447	21.78
Foreign Portfolio Investors & Foreign Institutional Investors	24,673,069	18.22
Mutual Fund	18,254,148	13.48
Corporate Bodies, AIF, IEPF & Trust	13,296,235	9.82
NRI & Foreign National	2,062,713	1.52
Banks, Foreign Institutions & Insurance Companies	724,332	0.54
<b>Grand Total</b>	<b>135,388,721</b>	<b>100.00</b>



- o. Details of requests/queries/complaints received and resolved during the Financial Year 2023-24:

Nature of Request/ Complaint	No. of Request/ queries received	No. of Complaints received	Resolved / Disposed
Request for Annual Report	50	-	50
Request for claim of NLSL shares from Suspense Account	12	-	12
Request for Cost of Acquisition of shares (due to scheme of arrangement)	9	-	9
Request for Dividend Payment	9	-	9
Non-receipt of NLSL shares upon Demerger Scheme*	-	227	227
Request for NLSL Shares Allotment Status	99	-	99
Request for Share Transferred to IEPF Account	11	-	11
Request for TDS certificate	2	-	2
Request for Updation of KYC details	5	-	5
Request for Shareholding Details	2	-	2
Request for process of Transmission of Shares	3	-	3
Complaints received through SEBI/Stock Exchange	-	2	2
Miscellaneous	13	-	13
<b>TOTAL</b>	<b>215</b>	<b>229</b>	<b>444</b>

\*these complaints were primarily related to non-receipt of shares credit while the company was in the listing process in pursuance to the Composite Scheme of Arrangement whereas shares were credited which were not available for trade before listing and not visible in those shareholders account.

There was no request/query/complaint pending at the beginning of the year. During the financial year, the Company attended most of the Shareholders'/Investors' requests/queries/complaints within 10 working days from the date of receipt. The exceptions have been for cases constrained by procedural issue/ disputes or legal impediments etc. There was no request/query/complaint pending at the end of the financial year.

- p. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

As on date, there are no outstanding warrants / bonds/ other instruments (except Stock Options granted under NLSL ESOP 2023-0 pursuant to the Composite Scheme of Arrangement, the details of which are given in Board's Report) which are convertible into equity shares.

**q. Commodity price risk or foreign exchange risk and hedging activities:**

During the financial year 2023-24, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Notes No. 28 and 2(b) of the financial statements (Standalone) of the Company. Further a note is also given in the Management Discussion and Analysis Report.

**r. Dematerialisation of Equity Shares and Liquidity**

The equity shares of the Company are compulsorily traded in dematerialised form at NSE and BSE. The Company has arrangements with both Depositories, the NSDL and CDSL to establish electronic connectivity of its shares for scrip less trading.

Pursuant to the Scheme, the Company had issued and allotted equity shares in dematerialized form to those shareholders who hold shares of the Transferor Company in dematerialized form as on the record date, into the account in which shares of the Transferor Company were held or such other account as intimated in writing by the shareholders to the Transferor Company and/ or its registrar.

For shareholders of Transferor Company holding shares in physical mode, the shares are kept in in abeyance in a separate demat account and such shareholders can make a request to the Company along with the details of such account with the depository participant to claim the shares.

As on March 31, 2024, 100% equity shares of the Company were in dematerialised form.

Liquidity: The Company's equity shares are actively traded on the Stock Exchanges. The Company ranked 552 on the NSE and 558 on the BSE by market capitalization as of March 31, 2024.

**s. Consolidation of multiple folios**

Investors are encouraged to consolidate their shareholding if held in multiple accounts. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce the time and efforts required to monitor multiple folios.

**t. Share Transfer System**

The Company has appointed a common Registrar for the physical share transfer and dematerialisation of shares i.e.

KFin Technologies Limited  
 Unit: NIIT Learning Systems Limited  
 Address: Selenium Tower B, Plot No. 31 & 32,  
 Gachibowli, Financial District, Nanakramguda,  
 Hyderabad – 500032 Telangana, India  
 Investor grievance e-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com);  
 Website: [www.kfintech.com](http://www.kfintech.com)  
 Contact Person:  
 Mr. Gopala Krishna KVS, Assistant Vice President  
 Tel. No.: +91-40-6716 2222

It has been mandated by SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 that all listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request.

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

The RTA /Company shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant.

The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities. Adequate care is taken to ensure that no request is pending for more than a fortnight. The Company obtains, from a Company Secretary in Practice, annual certificates of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

**u. Compliance Officer**

Mr. Deepak Bansal, Company Secretary, is the Compliance Officer of the Company.

**v. Designated email-ID:**

The Company has designated an email-ID "[investors@niitmts.com](mailto:investors@niitmts.com)" exclusively for Shareholders and Investors to correspond with the Company.

**w. During the year, no security of the Company was suspended from trading.**

**x. Address for Correspondence**

The shareholders may send their communication/ suggestions/ grievances /queries related to the Company to:

The Company Secretary  
 NIIT Learning Systems Limited  
 Investor Services  
 8, Balaji Estate, First Floor,  
 Guru Ravi Das Marg, Kalkaji,  
 New Delhi - 110 019, India  
 Tel Nos. : +91 11 4167 5000  
 E-Mail: [investors@niitmts.com](mailto:investors@niitmts.com)

**y. Plant Locations**

In view of the nature of the Company's business, the Company operates from various offices worldwide.

The Corporate Governance Report was adopted by the Board of Directors at its meeting held on May 22, 2024 as a part of Board's Report.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**NIIT Learning Systems Limited**

Plot No. 85 Sector 32, Institutional Area,

Gurugram, Haryana-122001

We noted that during the financial year 2023-24, the Hon'ble National Company Law Tribunal (NCLT) Chandigarh Bench vide its order dated May 19, 2023, sanctioned the Composite Scheme of Arrangement amongst NIIT Limited and NIIT Learning Systems Limited ("**Company**") and their respective shareholder and creditors inter-alia providing for the demerger of CLG business undertaking from NIIT Limited to the Company with the Appointed Date as "April 01, 2022", and consequentially equity shares of the Company got listed at BSE Limited and National Stock Exchange of India Limited w.e.f. **August 8, 2023**. We hereby issuing this Certificate of Non-Disqualification of Directors as stated below:

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NIIT Learning Systems Limited** having CIN: L72200HR2001PLC099478 and having registered office at Plot No. 85 Sector 32, Institutional Area, Gurugram, Haryana - 122001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name of Director	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)
1.	00042516	Mr. Rajendra Singh Pawar	24/05/2023	-
2.	00042527	Mr. Vijay Kumar Thadani	14/03/2016	24/05/2023
3.	06808242	Mr. Sapnesh Kumar Lalla	10/05/2017	24/05/2023
4.	08398231	Mr. Ravinder Singh	20/05/2023	-
5.	07694463	Ms. Sangita Singh	20/05/2023	-
6.	00984163	Mr. Ravindra Babu Garikipati	24/05/2023	-
7.	00125299	Dr. Parthasarathy Vankipuram Srinivasa	16/06/2023	-
8.	03477205	Ms. Leher Vijay Thadani	24/05/2023	-

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,  
Company Secretaries**

**Nitesh Latwal  
Partner**

ACS No.: A32109

C P No.: 16276

UDIN: A032109F000402732

Date: 22.05.2024

Place: New Delhi

Certificate relating to compliance with the Code of Conduct by Board Members and Senior Management Personnel pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that as per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
2. The Code of Conduct has been posted on the website of the Company.
3. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year 2023-24.

Place: Gurugram  
Date: May 22, 2024

Sapnesh Kumar Lalla  
Executive Director &  
Chief Executive Officer

**Certificate by Chief Executive Officer and Chief Financial Officer pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors,  
**NIIT Learning Systems Limited**  
Plot No. 85, Sector 32,  
Institutional Area,  
Gurugram – 122001

We hereby certify that for the Financial Year 2023-24:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24 which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies in the design or operation of the internal control systems, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - Significant changes, if any, in internal control over financial reporting during this year;
  - Significant changes, if any, in accounting policies during this year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram  
Date: May 22, 2024

**Sapnesh Kumar Lalla**  
Executive Director &  
Chief Executive Officer

**Sanjay Mal**  
Chief Financial Officer



## CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

**NIIT LEARNING SYSTEMS LIMITED**

We noted that during the financial year 2023-24, the Hon'ble National Company Law Tribunal (NCLT) Chandigarh Bench vide its order dated May 19, 2023, sanctioned the composite scheme of arrangement amongst NIIT Limited and NIIT Learning Systems Limited ("**Company**") and their respective shareholder and creditors inter-alia providing for the demerger of CLG business undertaking from NIIT Limited to the Company with the Appointed Date as "April 01, 2022", and consequentially equity shares of the Company got listed at BSE Limited and National Stock Exchange of India Limited w.e.f. August 8, 2023. We hereby issuing this Certificate on Corporate Governance as stated below:

1. We have examined the compliance of the conditions of Corporate Governance by the Company, for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation 2 of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**").
2. The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance stipulated in SEBI Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For PI & Associates,  
Company Secretaries**

**Nitesh Latwal  
Partner**

ACS No.: A32109

C P No.: 16276

UDIN: A032109F000402743

Date: 22.05.2024

Place: New Delhi



MANAGED  
TRAINING  
SERVICES

# STANDALONE FINANCIAL STATEMENTS

NIIT Learning Systems Limited

## INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited)

Report on the Audit of the Standalone Financial Statements

### Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone 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 financial statements under the provisions of the Act and the Rules thereunder, 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 standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p><b>(a) Revenue recognition and recoverability of trade receivables and unbilled revenue</b> (refer to the summary of material accounting policies in point 2(c), (g) (iii) and (i) and the disclosure in note 16 and 7(iii) and 7(ii) of the standalone financial statements)</p> <p>The Company derives significant portion of its revenue from training delivery under time and material contracts. The Company recognizes revenue from services over a period of time. We identified revenue recognition as a key audit matter because revenue is one of the Company's key performance indicators and there is an inherent risk around the accuracy of revenue which is dependent upon confirmation of training delivery from customer.</p> <p>Further, the Company has significant amount of trade receivables and unbilled revenue of Rs. 979.73 Million (net of provisions) in the balance sheet. The Company has determined the allowance for expected credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. We focused on this risk as the balances are material and there are significant judgements involved in assessing the recoverability of trade receivables and unbilled revenue for calculating expected credit losses.</p>	<p>Our audit procedures included the following:</p> <p>We have performed a walkthrough and obtained an understanding of the process and tested the operating effectiveness of key controls associated with the revenue recognition and accounts receivable process.</p> <p>We made enquiries of management and analysed contracts on sample basis to evaluate revenue recognition in accordance with the terms and conditions of the contract. We have:</p> <ul style="list-style-type: none"> <li>Assessed the Company's accounting policies relating to revenue recognition;</li> <li>Checked the revenue recognition from training and material contracts by reading the supporting documents including inspection of contracts/ statement of work/ purchase orders from customers and documents evidencing satisfaction of performance obligation, on a test check basis;</li> <li>Checked, pre and post-year end, sample of revenue recognized, with supporting documents;</li> <li>Circulated the confirmations for outstanding trade receivables on sample basis on year-end, and performed alternate procedures for confirmations not received;</li> <li>Tested the ageing of trade receivables for a sample of invoices;</li> <li>Checked the subsequent collection made from trade receivables and subsequent billing for unbilled revenue and inquired of management for the reasons of any long outstanding amounts and correspondences with customers;</li> <li>Checked the calculation of expected credit loss model, based upon the past trend and forward-looking scenarios and ensured that recognition of the calculation of expected credit loss in accordance with the provision of Ind AS 109;</li> <li>Tested the journal entries impacting revenue, using data extracted from the accounting system, made in the preparation of the Standalone financial statements; and</li> <li>Checked the adequacy of disclosure given in the standalone financial statements for compliance with the Accounting Standards;</li> </ul>

Key audit matters	How our audit addressed the key audit matter
<p><b>Impairment of Investments</b> (refer to the summary of material standalone financial statements)</p> <p>The Company has a net investment of Rs. 979.20 Million in subsidiaries.</p> <p>Annually, the management assess the existence of impairment indicators of each investment in subsidiaries and in case where impairment indicators exist, such investments are subjected to an impairment test.</p> <p>For the purpose of impairment testing, value in use is determined by forecasting and discounting future cash flows which is highly sensitive to changes in some of the key inputs used for forecasting the future cash flows. Further, the determination of the recoverable amount of the unquoted investments involve exercise of significant judgement by management due to inherent complexities in the assumptions supporting the recoverable amount.</p> <p>Accordingly, determination of recoverable amounts of investments in subsidiaries was considered to be a key audit matter in our audit of the standalone financial statements.</p> <p>Annually, the management assess the impairment of internally generated intangible assets for each cash generating unit (CGU) for an impairment test.</p> <p>As at the reporting date, the Company has internally generated intangible assets for each CGU (including intangible assets under development) for which management has evaluated future economic benefits in accordance with Indian Accounting Standard ('Ind-AS') 36, "Impairment of Assets".</p> <p>In consideration of the judgements required in particular with reference to the forecast of CGU cash flows and the assumptions used in estimating the value-in-use of these intangible assets. Based on the management's assessment, we have identified this matter to be a key audit matter in our audit of the standalone financial statements.</p>	<p>accounting policies in point 2(g) and the disclosure in note 7(i) of the</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the Company's valuation methodology applied in determining the recoverable amount;</li> <li>• Obtained financial statements of subsidiaries from the management where impairment indicators exist;</li> <li>• Verified the supporting information used in determining cash flow forecasts, discount rates, expected growth rates and terminal growth rates;</li> <li>• Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance;</li> <li>• Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used;</li> <li>• Discussed changes in assumptions as compared to previous year / actual performance with management in order to evaluate the inputs and assumptions used in the cash flow forecasts;</li> <li>• Tested the arithmetical accuracy of the models; and</li> <li>• Assessed the appropriateness of disclosures given in the standalone financial statements for compliance with applicable disclosure requirements.</li> </ul>
<p><b>Impairment of intangible assets</b> (refer to the summary of material standalone financial statements)</p> <p>Annually, the management assess the impairment of internally generated intangible assets for each cash generating unit (CGU) for an impairment test.</p> <p>As at the reporting date, the Group has internally generated intangible assets (including intangible assets under development) for which management has evaluated future economic benefits in accordance with Indian Accounting Standard ('Ind-AS') 36, "Impairment of Assets".</p> <p>In consideration of the Significant judgement is required applied by the management in particularly for with reference to the forecast of CGU cash flows and the key assumptions used in estimating the value-in-use of each cash generating unit (CGU) these intangible assets.</p> <p>Based on the management's assessment, we have identified this matter to be key audit matter in our audit of the standalone financial statement.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the Company's valuation methodology applied in determining the value-in-use;</li> <li>• Inspected and assessed management's most recent forecasts and the underlying assumptions/ calculations having considered information on capacity and expected growth rates from recent industry sources;</li> <li>• Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance;</li> <li>• We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth;</li> <li>• Assessed potential changes in key drivers with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were Appropriate;</li> <li>• Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used;</li> <li>• Obtained management's most recent financial results, forecasts and liquidity analysis underlying their impairment assessment and tested the integrity of the forecasts, including the mathematical accuracy; and</li> <li>• Checked the disclosure given in the standalone financial statements for compliance with the Accounting Standard.</li> </ul>

Key audit matters	How our audit addressed the key audit matter
<p><b>Recoverability of deferred tax assets</b> (refer to the summary of material accounting policies in point 2(e) and the disclosure in note 8(i) of the standalone financial statements)</p>	
<p>The Company has recognized deferred tax assets of Rs. 120.84 Million on timing differences. There is inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized.</p> <p>The analysis of the recoverability of such deferred involves judgement regarding the future profitability and the likelihood of the realization of these assets, in particular whether there will be taxable profits in future periods that support the recognition of these assets.</p> <p>There is an inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized. We have identified this matter to be a key audit matter in our audit of the standalone financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Checked management's calculation of the deferred tax assets and the key assumptions used;</li> <li>• Evaluated the design and implementation of key controls relating to calculation of deferred tax asset;</li> <li>• Checked the basis for estimating projected future taxable profits and evaluated the assumptions used by the management in these profits forecasts;</li> <li>• Tested the tax adjustments, with the support from tax specialists, which are taken into account to estimate the taxable income, applicable tax legislation and the decisions concerning the possibilities of using applicable benefits;</li> <li>• Performed sensitivity analysis on projections used for determining future taxable income to understand and challenge the key assumptions used by the management;</li> <li>• Tested the arithmetical accuracy of the deferred tax calculation; and</li> <li>• Checked the disclosure given in the standalone financial statements for compliance with the Accounting Standards.</li> </ul>

### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act 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 judgements 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

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

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 standalone financial statements, including the disclosures, and whether the standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except as stated in Note 38 (xiii) to the standalone financial statements
    - a) w.r.t. one software relating to other books of account for which the backup in electronic mode has not been maintained on servers physically located in India and
    - b) for the matters stated in the paragraph 2 (vi) below on reporting under Rule 11(g);
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g).

- (g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 30 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 38(ix) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 38(x) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.  
As stated in Note 33(ii) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
  - vi. Based on our examination which included test checks, the Company has used accounting software and certain related software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in software except that, as mentioned in Note 38 (xii) to the financial statement:
    - a) audit trail feature is not enabled w.r.t. accounting software at application level for direct changes to data when using certain privileged/ administrative access rights.
    - b) Audit trail for accounting and certain related software was not enabled at the database level to log any direct changes to the database.

During the course of our audit, we did not come across any instance of audit trail feature being tampered with respect of the accounting software.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFF6430

Place of Signature: Gurugram

Date: May 22, 2024

**ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE**

**Re: NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) (“The Company”)**

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Property, Plant and Equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regards to the size of the Company and nature of its assets. Pursuant to the programme, a portion of Property, Plant and Equipment have been physically verified by the Management during the year and no material discrepancies were identified on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification. There was no inventory lying with third parties.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) During the year the Company has provided guarantee to companies as follows:

Particulars	Guarantees (Rs. in Million)
Aggregate amount of guarantee provided during the year:	
- <b>Subsidiaries:</b>	
NIIT (Ireland) Limited	281.42
NIIT Limited, UK	440.07
Balance outstanding as at balance sheet date in respect of above cases:	
- <b>Subsidiaries:</b>	
NIIT (Ireland) Limited	281.42
NIIT Limited, UK	440.07

During the year, the Company has not made investment, provided security or granted any advance in the nature of loans to any company, firm, limited liability partnership or any other party.

- (b) During the year, the guarantees provided to companies are not prejudicial to the Company’s interest. During the year, the Company has not made investment, provided security or granted any advance in the nature of loans to any company, firm, limited liability partnership or any other party.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.



- iv. Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the educational service, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income-tax, sales-tax, value added tax, cess and other statutory dues applicable to it. The provisions relating to duty of customs, duty of excise and service tax are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of income tax, value added tax and sales tax have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in Million)	Period to which the amount relates	Forum where the dispute is pending
Haryana Value Added Tax Act 2003	Value Added Tax and Sales Tax	19.42	2016-17	Joint Commissioner excise and taxation
Goods and Services Tax Act, 2017	GST	0.34	2018-19	Appellate Authority
Income Tax Act, 1961	Income Tax	30.80	2020-21	Commissioner of Income Tax (Appeals)

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause ix(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the Financial Statements of the Company, the company has not taken any funds from entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies. Hence, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor, secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- xiii. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.  
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.  
(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.  
(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.  
(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note 38(viii) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 21 to the financial statements.  
(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 21 to the financial statements.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFF6430

Place of Signature: Gurugram

Date: May 22, 2024

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIIT LEARNING SYSTEMS LIMITED (FORMERLY KNOWN AS MINDCHAMPION LEARNING SYSTEMS LIMITED)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of NIIT Learning Systems Limited (Formerly Known as Mindchampion Learning Systems Limited) ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

#### Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFF6430

Place of Signature: Gurugram

Date: May 22, 2024

# STANDALONE BALANCE SHEET

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	As at	
		March 31, 2024	March 31, 2023#
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	269.76	268.46
Intangible assets	4	234.19	73.33
Right-of-use assets	6(ii)	296.24	3.56
Intangible assets under development	4	237.20	118.10
<b>Financial assets</b>			
Investments	7(i)	979.20	940.64
Other financial assets	7(ii)	19.93	21.53
Deferred tax assets (net)	8(i)	120.84	179.91
Income tax assets (net)	8(ii)	20.37	21.70
Other non-current assets	9	0.61	9.65
<b>Total non-current assets</b>		<b>2,178.34</b>	<b>1,636.88</b>
<b>Current Assets</b>			
Inventories	10	0.80	1.26
<b>Financial assets</b>			
Investments	7(i)	3,216.83	2,826.13
Trade receivables	7(iii)	85.52	1,048.27
Cash and cash equivalents	7(iv)	96.18	1.84
Bank balances other than above	7(v)	1.11	-
Other financial assets	7(ii)	704.60	399.09
Other current assets	9	168.35	110.10
<b>Total current assets</b>		<b>5,039.39</b>	<b>4,386.69</b>
<b>TOTAL ASSETS</b>		<b>7,217.73</b>	<b>6,023.57</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	11(b)	270.78	269.14
Other equity	12	5,550.16	4,647.91
<b>TOTAL EQUITY</b>		<b>5,820.94</b>	<b>4,917.05</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	6(iii)	252.40	1.54
Other financial liabilities	13(ii)	10.77	2.51
Provisions	15	4.24	-
Other non-current liabilities	14	3.87	0.86
<b>Total non-current liabilities</b>		<b>271.28</b>	<b>4.91</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	6(iii)	40.79	2.41
Trade payables	13(i)		
(a) Total outstanding dues of micro enterprises and small enterprises		9.11	26.15
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		465.54	469.28
Other financial liabilities	13(ii)	355.30	278.99
Other current liabilities	14	116.62	120.36
Provisions	15	107.12	204.42
Income tax liabilities (net)	8(ii)	31.03	-
<b>Total current liabilities</b>		<b>1,125.51</b>	<b>1,101.61</b>
<b>TOTAL LIABILITIES</b>		<b>1,396.79</b>	<b>1,106.52</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,217.73</b>	<b>6,023.57</b>

# Refer note 36

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

As per our report of even date

For S.R.Batliloi & Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

per Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Learning Systems Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sapnesh Kumar Lalla

Executive Director &  
Chief Executive Officer  
DIN - 06808242

Vijay K Thadani

Vice-Chairman & Managing Director

DIN - 00042527

Sanjay Mal

Chief Financial Officer

Deepak Bansal

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024

# STANDALONE STATEMENT OF PROFIT AND LOSS

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended	
		March 31, 2024	March 31, 2023#
<b>INCOME</b>			
Revenue from operations	16	4,001.68	4,037.75
Other income	17	964.76	574.48
<b>Total income</b>		<b>4,966.44</b>	<b>4,612.23</b>
<b>EXPENSES</b>			
Purchase of stock-in-trade		4.99	2.49
Changes in inventories of stock-in-trade	10	0.46	4.16
Employee benefit expenses	18	1,990.19	2,029.36
Professional & technical outsourcing expenses		974.17	953.57
Finance costs	19	27.84	0.69
Depreciation and amortisation expenses	4(i)	193.42	92.48
Other expenses	20	520.47	511.40
<b>Total expenses</b>		<b>3,711.54</b>	<b>3,594.15</b>
<b>Profit before exceptional items and tax</b>		<b>1,254.90</b>	<b>1,018.08</b>
Exceptional items	23	(13.67)	(35.81)
<b>Profit before tax</b>		<b>1,241.23</b>	<b>982.27</b>
<b>Tax expense:</b>	24		
- Current tax		168.74	60.44
- Deferred Tax charge /(credit)		51.75	(70.80)
<b>Total Tax Expenses</b>		<b>220.49</b>	<b>(10.36)</b>
<b>Profit for the year</b>		<b>1,020.74</b>	<b>992.63</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
a) Remeasurement of defined benefit obligations	25	22.86	34.90
b) Income tax effect	8(i)	(5.76)	(8.78)
		<b>17.10</b>	<b>26.12</b>
<b>Items that will be reclassified subsequently to profit or loss</b>			
a) Fair value changes on cash flow hedges, net	12(ii)	16.46	(18.53)
b) Income tax effect	8(i)	(1.56)	-
		<b>14.90</b>	<b>(18.53)</b>
<b>Total other comprehensive income for the year (net of tax)</b>		<b>32.00</b>	<b>7.59</b>
<b>Total comprehensive income for the year</b>		<b>1,052.74</b>	<b>1,000.22</b>
<b>Earnings per share attributable to equity shareholders (Face Value Rs. 2 each):</b>	34		
- Basic (in Rs.)		7.57	7.39
- Diluted (in Rs.)		7.29	7.22
# Refer note 36			

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

As per our report of even date

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited**

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Sapnesh Kumar Lalla**

Executive Director &  
Chief Executive Officer

DIN - 06808242

Place: Gurugram

Date : May 22, 2024

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Sanjay Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

# STANDALONE STATEMENT OF CHANGES IN EQUITY

(All Amount in Rs. Millions, unless otherwise stated)

## a) Equity Share Capital

Particulars	Numbers	Amount
Balance as at April 1, 2022 (Equity shares of Rs. 10 each)	115,564,072	1,155.64
Cancelled pursuant to Scheme of Arrangement (Equity shares of Rs. 10 each) (Refer note 36)	(115,564,072)	(1,155.64)
<b>Share Suspense Account</b>		
Shares to be issued pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 36)	134,564,360	269.14
Balance as at March 31, 2023 (Equity shares of Rs. 2 each)	134,564,360	269.14
Reversal of Share Suspense Account (Refer note 36)	(134,564,360)	(269.14)
Issued during the year pursuant to Scheme of Arrangement (Refer note 11 (b))	134,614,360	269.24
Issued during the year under Employee stock option plan (Refer note 11 (b))	774,361	1.54
<b>Balance as at March 31, 2024 (Equity shares of Rs. 2 each)</b>	<b>135,388,721</b>	<b>270.78</b>

## b) Other Equity

Particulars	Other Equity						Total Other Equity
	Reserves and Surplus			Retained Earnings	Comprehensive Income Reserve	Cash Flow Hedge Reserve	
	Capital Reserve	Securities Premium Account	Share Based Payment Reserve				
<b>Balance as at April 1, 2022</b>	-	20.00	149.50	2,431.44	8.29	-	2,609.23
Profit for the year	-	-	-	992.63	-	-	992.63
Other comprehensive income / (loss) (net of tax)	-	-	-	26.12	(18.53)	-	7.59
<b>Total comprehensive income for the year</b>	-	-	-	<b>1,018.75</b>	<b>(18.53)</b>	-	<b>1,000.22</b>
Share based payments recoverable from subsidiaries	-	-	101.98	-	-	-	118.96
Share based payment expense (Refer note 26)	-	-	118.96	-	-	-	23.30
Created upon Capital Reduction pursuant to Scheme of Arrangement (Refer note 36)	23.30	(20.00)	-	1,152.34	-	-	1,132.34
Utilized for Capital Reduction pursuant to Scheme of Arrangement (Refer note 36)	-	-	(68.98)	-	-	-	(68.98)
Adjustment pursuant to Scheme of Arrangement (Refer note 36)	-	-	-	(269.14)	-	-	(269.14)
Shares to be issued pursuant to Scheme of Arrangement (Refer note 36)	-	-	301.46	4,333.39	(10.24)	-	4,647.91
<b>Balance as at March 31, 2023</b>	<b>23.30</b>	<b>23.30</b>	<b>301.46</b>	<b>4,333.39</b>	<b>(10.24)</b>	<b>14.90</b>	<b>5,020.74</b>
Profit for the year	-	-	-	1,020.74	-	-	1,020.74
Other comprehensive income (net of tax)	-	-	-	17.10	-	-	17.10
<b>Total comprehensive income for the year</b>	-	-	-	<b>1,037.84</b>	<b>14.90</b>	-	<b>1,052.74</b>
Additions during the year on account of exercise of Employee Stock Options	-	74.29	-	-	-	-	74.29
Transferred to Retained Earnings from Share Based Payment Reserve for Employee Stock Options lapsed after vesting	-	-	(4.76)	4.76	-	-	-
Transferred to Securities Premium from Share Based Payment Reserve on account of exercise of Employee Stock Options	-	28.07	(28.07)	-	-	-	-
Share based payments recoverable from subsidiaries (Refer note 12(i))	-	-	64.71	-	-	-	64.71
Share based payments payable to NIT Limited (net) (Refer note 12(ii))	-	-	(39.27)	-	-	-	(39.27)
Share based payment expense (Refer note 26)	-	-	83.92	-	-	-	83.92
Dividend paid to equity shareholders (Refer note 33)	-	-	-	(336.81)	-	-	(336.81)
Adjustment pursuant to Scheme of Arrangement (Refer note 36)	-	-	2.77	-	-	-	2.77
Shares issued pursuant to Scheme of Arrangement (Refer note 36)	-	-	-	(0.10)	-	-	(0.10)
<b>Balance as at March 31, 2024</b>	<b>23.30</b>	<b>102.36</b>	<b>380.76</b>	<b>5,039.08</b>	<b>4.66</b>	<b>14.90</b>	<b>5,550.16</b>

The accompanying notes form an integral part of these financial statements.  
As per our report of even date.

## For S.R. Batliboi & Associates LLP

Chartered Accountants  
Firm Registration No.: 101049W/E300004

per Sanjay Bachchani  
Partner  
Membership No. 400419

Place: Gurugram  
Date: May 22, 2024

## For and on behalf of the Board of Directors of NIIT Learning Systems Limited

Vijay K Thadani  
Vice-Chairman & Managing Director  
DIN - 00042527

Sanjay Mal  
Chief Financial Officer

Rajendra S Power  
Chairman  
DIN - 00042516

Sapnesh Kumar Lalla  
Executive Director & Chief Executive Officer  
DIN - 06680824  
Place: Gurugram  
Date: May 22, 2024

Deepak Bansal  
Company Secretary

# STANDALONE STATEMENT OF CASH FLOWS

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023#
<b>A. Cash Flows From Operating Activities:</b>		
<b>Profit before exceptional items and tax</b>	<b>1,254.90</b>	<b>1,018.08</b>
<b>Adjustments to reconcile profit before tax to net cash flows</b>		
Depreciation and amortisation expenses	193.42	92.48
Advances from customers written back	(2.43)	(1.59)
Allowance for expected credit loss (net of reversal)	0.29	(4.63)
Allowance for doubtful advances and other receivables (net of reversal)	0.23	0.70
Allowance for slow / non-moving inventory (net of reversal)	(1.28)	(0.75)
Unrealised Foreign Exchange Gain (net)	(16.98)	(14.29)
Finance costs	27.84	0.68
Share based payment expense	83.92	118.96
Interest income from deposits with Banks and Financial Institutions	(36.26)	(76.82)
Unwinding of interest on security deposit given	(1.41)	-
Unwinding of deferred income on advances received	(0.84)	(0.11)
Gain on termination of leases (net)	(0.04)	(0.04)
Dividend income from subsidiary	(335.53)	-
Gain on sale / disposal of Property, Plant and Equipment and Intangible assets (net)	(0.73)	(4.54)
Net gain on changes in fair value of investments through profit and loss	(175.19)	(54.01)
<b>Operating cash flows before changes in working capital</b>	<b>989.91</b>	<b>1,074.12</b>
<b>Change in assets and liabilities</b>		
(Increase) / Decrease in Trade Receivables	212.66	(321.42)
(Increase) / Decrease in Inventories	1.74	4.91
(Increase) / Decrease in Non-Current Financial Assets	(33.41)	0.04
(Increase) / Decrease in Current Financial Assets	(112.14)	(108.09)
(Increase) / Decrease in Other Non-Current Assets	0.14	0.31
(Increase) / Decrease in Other Current Assets	(58.48)	(2.18)
Increase / (Decrease) in Trade Payables	(18.13)	32.02
Increase / (Decrease) in Provisions-Current	(74.44)	42.23
Increase / (Decrease) in Other Current Liabilities	(1.31)	27.27
Increase / (Decrease) in Other Non-Current Financial Liabilities	11.41	3.38
Increase / (Decrease) in Other Non Current Liabilities	-	(0.01)
Increase / (Decrease) in Other Current Financial Liabilities	107.26	(13.27)
<b>Net cash flows generated from operations before tax</b>	<b>1,025.21</b>	<b>739.31</b>
Direct Tax- (paid including TDS) / refund received (net)	(136.38)	(88.68)
<b>Net cash flows generated from Operating activities before Exceptional Items</b>	<b>888.83</b>	<b>650.63</b>
Exceptional Expenses in relation to Scheme of arrangement and Strategic initiatives	(35.54)	(12.92)
<b>Net cash flows generated from operating activities (A)</b>	<b>853.29</b>	<b>637.71</b>
<b>B. Cash Flow From Investing Activities:</b>		
Purchase of Property, Plant and Equipment (including Right of Use Assets, internally generated Intangible Assets and Capital Advances)	(422.71)	(394.30)
Proceeds from sale of Property, Plant and Equipment	4.26	7.07
Interest received from deposits with Banks and Financial Institutions	52.65	118.28
Dividend received from subsidiary	335.53	-
(Placement) / Encashment of Fixed Deposits from / with Banks (net)	(154.00)	1,414.63
Encashment of Deposits with Financial Institutions (net)	328.90	151.00
Purchase of Mutual Funds	(2,621.87)	(2,051.39)
Proceeds from sale of Mutual Funds	2,077.46	122.46
Expenses incurred on transfer of investment in subsidiaries	(38.56)	-
<b>Net cash flows used in investing activities (B)</b>	<b>(438.34)</b>	<b>(632.25)</b>

# STANDALONE STATEMENT OF CASH FLOWS

Contd...

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023#
<b>C. Cash Flow From Financing Activities:</b>		
Proceeds from issue of shares under Employee stock options scheme	75.83	-
Payment of lease liabilities	(32.85)	(4.35)
Payment of interest of lease liabilities	(26.78)	(0.59)
Dividend paid to equity shareholders	(335.70)	-
<b>Net cash flows used in financing activities (C)</b>	<b>(319.50)</b>	<b>(4.94)</b>
<b>Net Increase in cash and cash equivalents (A) + (B) + (C)</b>	<b>95.45</b>	<b>0.52</b>
<b>Cash and cash equivalents at the beginning of the year (Refer note 1 below)</b>	<b>1.84</b>	<b>1.32</b>
<b>Cash and cash equivalents as at the end of the year (Refer note 1 below)</b>	<b>97.29</b>	<b>1.84</b>

Notes: Reconciliation of cash and cash equivalents as per the cash flow statement		As at	
1 Particulars	March 31, 2024	March 31, 2023	
<b>Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following amounts in balance sheet:</b>			
Cash and cash equivalents as per the balance sheet [Refer note 7(iv)]	96.18	1.84	
Add: Unpaid Dividend account [Refer note 7(v)]	1.11	-	
<b>Cash and cash equivalents as at the end of the year</b>	<b>97.29</b>	<b>1.84</b>	

- Figures in parenthesis indicate cash outflow.
- The Statement of Cash Flows has been prepared using the indirect method as set out in Ind AS 7, "Statement of Cash Flows".
- For reconciliation of non-cash items refer note 37.

# Refer note 36

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

As per our report of even date.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited**

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Sapnesh Kumar Lalla**

Executive Director &

Chief Executive Officer

DIN - 06808242

**Sanjay Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024



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

### 1 Company Information

NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited), ('the Company'), domiciled in India was set up in 2001 and was involved in the research and development activities for the purpose of discovering the extent to which poor children in rural and slum areas in India can access and learn from web based curriculum using a purpose built 'Internet Kiosk'. Pursuant to the Scheme of Arrangement dated May 24, 2023, the CLG Business Undertaking of NIIT Limited got transferred to the Company.

The Company has presence in more than 30 countries enabling its customers transform their learning ecosystems while increasing the business value of learning. Trusted by the world's leading companies, NIIT Learning Systems Limited provides high-impact managed learning solutions that weave together the best of learning theory, technology, operations, and services to enable a thriving workforce.

The Company has comprehensive suite of Managed Training Services includes Custom Content and Curriculum Design, Learning Delivery, Learning Administration, Strategic Sourcing, Learning Technology, and L&D consulting services. The company also offers specialized solutions including immersive learning, customer education, talent pipeline as a service, DE&I training, digital transformation and IT training as well as leadership and professional development programs.

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The registered place of business of the Company is Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India.

During the F.Y. 2021-22, the name of the Company has been changed from "Mindchampion Learning Systems Limited" to "NIIT Learning Systems Limited" w.e.f. January 18, 2022 vide certificate of incorporation issued by Ministry of Corporate Affairs, Government of India.

The Standalone financial statements are approved for issue by the Company's Board of Directors on May 22, 2024.

### 2 Material Accounting Policies

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

#### 2.a) Basis of preparation

##### (i) Compliance with Ind AS

These financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time by the Ministry of Corporate Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million with two decimals, except per share data and unless stated otherwise.

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

##### (ii) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- Financial assets and liabilities (including derivative instruments) are measured at fair value or amortised cost
- Defined benefit plans – plan assets measured at fair value
- Share-based payments (ESOP's) are measured at fair value

#### b) 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 Indian rupee (Rs.), 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.

They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

**c) 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. 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.

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.

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.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

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

**d) Other Income**

Other income mainly comprises interest income on bank and other deposits, profit on sale of property, plant and equipments, corporate and management cost recovery, common resources cost recovery, corporate guarantee, mutual fund and exchange differences. Dividend income is recognized when the right to receive payment is established.

**e) Income taxes**

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 in India is Indian 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.

**f) 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.

**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 standalone balance sheet, and lease costs for those short-term leases are recognized on a straight-line basis over the lease term in the standalone statement of profit and loss.

**g) 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), or
- 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). A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Investment in subsidiaries:** Investment in subsidiaries are measured at cost less impairment loss, if any.

**(iii) Impairment of financial assets**

The Company recognises a loss allowance for expected credit losses on investments such as financial assets that are measured at amortised cost or at FVOCI, trade receivables and contract assets, financial guarantee contracts, and certain other financial assets measured at amortised cost such as deferred consideration receivable on disposal of subsidiaries. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instruments.

The Company recognises lifetime expected credit losses (ECL) for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

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

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

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.

**h) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown as borrowings in current liabilities in the balance sheet.

**i) Trade receivables**

Trade receivables are recognised initially at transaction price and subsequently adjusted for expected credit loss using the effective interest method.

**j) Inventories**

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**k) Derivatives and hedging activities**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

**Cash flow hedges that qualify for hedge accounting**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion, if any, is recognised immediately in profit or loss, within other gains/(losses).

Forward contracts are used to hedge forecast transactions, the Company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

#### l) **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 01, 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.

#### **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 Equipments other than mentioned below:	5 years
-Solar Power Plant	15 years
-DG Set	10 years
Furniture & Fixtures & Electric Fittings	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Vehicle under Employee Car Scheme	4-5 years
All other assets (including vehicles)	Lives prescribed under Schedule II to the Companies Act, 2013

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).

**m) Intangible assets**

**Computer software - Acquired**

These Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

**Software tools, Platforms and Content-Internally generated including intangible assets 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 Company are recognised as intangible assets when the following criteria are met:

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

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

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

**Amortisation methods and periods**

Particulars	Useful life
Internally generated (Software tools, Platforms and Content)	3-5 years
Acquired (Software)	3-5 years

**n) Impairment testing of intangible assets**

Other assets are tested annually 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).

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**o) Financial liabilities**

All financial liabilities are recognized initially at fair value.

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 expired.

**p) 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 the standalone financial statements.

**q) 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, purchases of stock-in-trade, depreciation and amortisation, finance costs 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 payments and staff welfare expenses. Other expenses majorly include rental, travelling and conveyance, legal and professional fees, marketing and advertising expenses, allowances for expected credit loss and other expenses.

**r) Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the



projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### **(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

- Defined benefit plans such as Gratuity and Compensated Absences.
- Defined contribution plan such as Provident fund, Superannuation Fund, Pension fund and National Pension system.

#### **Gratuity**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### **Compensated absences**

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Company has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the Statement of Profit and Loss as income or expense as the case may be.

Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilised entitlement at the year end.

#### **Provident fund**

The Company's contribution towards Provident Fund is charged to Standalone statement of profit and loss. Provident fund contributions are made to the Regional Provident Fund Commissioner in accordance with the Employee Provident Fund Rules and are accounted as defined contribution plans and charged to standalone statement of profit and loss.

#### **Superannuation fund**

The Company makes defined contribution to the Trust established for the purpose by the Company towards superannuation fund maintained with Life Insurance Corporation of India. The Company has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Statement of Profit and Loss.

#### **Pension Fund**

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

#### **National Pension System**

The Company makes defined contribution towards National Pension System for certain employees for which Company has no further obligation. Contributions made during the year are charged to Statement of Profit and Loss.

**(iv) Share based payment reserve - Employee stock option plan (ESOP)**

The Company operates equity settled employee share based employee settled plan. The fair value of options granted under the 'NLSL ESOP 2023-0' is recognised as an employee benefit expenses with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**s) 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.

**t) Dividends**

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian rupees. Companies are required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

**u) Earnings per share****(i) Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**v) 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:

- measurement of defined benefit obligations: key actuarial assumptions - refer notes 2r and 18.
- measurement of useful life and residual values of property, plant and equipment, and Intangible assets -refer note 2l, 2m and 2n.
- determination of lease term -refer note 2f.
- judgement required to determine grant date fair value technique -refer notes 2r(iv) and 26.
- fair value measurement of financial instruments - refer note 27.
- judgement required to determine probability of recognition of deferred tax assets - refer note 2e.

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

w) **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 year.

Following items are evaluated for disclosure as exceptional items:

- a) **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.
- b) **Fair valuation gains on business combination.**
- c) **Reassessment / Change in life of asset** (in case of re-evaluation of business/product, impact of all assets specific to that business/product to be considered for applying the threshold).
- d) **Disputed regulatory / tax levies including tax rate change having retrospective impact** (other than impact on account of restatement of deferred tax asset / liability for tax rate change) – only impact for the past periods to be disclosed as exceptional.
- e) Provision for other than temporary diminution in the value of non-current investment.
- f) Shareholders' dispute settlement arising out of merger / acquisition transactions.
- g) Write-downs of inventories to net realisable value or of property, plant and equipment to recoverable amount, as well as reversals of such write-downs.
- h) Restructurings of the activities of an entity and reversals of any provisions for the costs of restructuring.

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.

x) **Standards notified but not yet effective**

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

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

Contd..

(All Amount in Rs. Millions, unless otherwise stated)

#### 3. Property, Plant and Equipment

Particulars	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total
<b>Year ended March 31, 2023</b>						
Gross carrying amount	255.76	54.61	36.39	18.31	16.16	381.23
Opening gross carrying amount	82.08	-	89.11	39.36	24.58	235.13
Additions	16.30	13.59	21.30	-	0.66	51.85
Disposals/Sale	321.54	41.02	104.20	57.67	40.08	564.51
<b>Closing gross carrying amount (A)</b>						
Accumulated depreciation	186.04	54.61	28.72	2.48	13.25	285.10
Opening accumulated depreciation	43.87	-	6.35	7.37	2.67	60.26
Depreciation charge during the year	15.99	13.59	19.08	-	0.65	49.31
Disposals/Sale	213.92	41.02	15.99	9.85	15.27	296.05
<b>Closing accumulated depreciation (B)</b>						
<b>Net Carrying Amount (A-B)</b>	<b>107.62</b>	<b>-</b>	<b>88.21</b>	<b>47.82</b>	<b>24.81</b>	<b>268.46</b>
<b>Year ended March 31, 2024</b>						
Gross carrying amount	321.54	41.02	104.20	57.67	40.08	564.51
Additions	20.88	1.15	0.65	52.18	22.42	97.28
Disposals/Sale	0.08	-	-	5.06	-	5.14
Transferred to Leasehold Improvement *	(26.73)	99.63	(72.46)	-	(0.44)	-
Transfer during the year	1.49	(0.14)	-	-	-	1.35
<b>Closing Gross Carrying Amount (C)</b>	<b>314.12</b>	<b>141.94</b>	<b>32.39</b>	<b>104.79</b>	<b>62.06</b>	<b>655.30</b>
<b>Accumulated Depreciation</b>						
Opening accumulated depreciation	213.92	41.02	15.99	9.85	15.27	296.05
Depreciation charge during the year	47.90	15.64	5.71	17.13	6.06	92.44
Disposals/Sale	0.08	-	-	1.52	-	1.60
Transferred to Leasehold Improvement *	(5.45)	16.04	(10.25)	-	(0.34)	-
Transfer during the year	1.49	(0.14)	-	-	-	1.35
<b>Closing accumulated depreciation (D)</b>	<b>254.80</b>	<b>72.84</b>	<b>11.45</b>	<b>25.46</b>	<b>20.99</b>	<b>385.54</b>
<b>Net Carrying Amount (C-D)</b>	<b>59.32</b>	<b>69.10</b>	<b>20.94</b>	<b>79.33</b>	<b>41.07</b>	<b>269.76</b>

#### Footnote:

\* Pursuant to composite scheme of arrangement becoming effective on May 24, 2023, the Company entered into a lease agreement with NIIT Limited and transferred certain assets fixed to building (under the category of furniture and fixtures, plant and equipment and office equipment etc.) to leasehold improvements, as its classification changed to leasehold improvement due to the lease arrangement.

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** Contd..  
(All Amount in Rs. Millions, unless otherwise stated)

**4. Intangible Assets and Intangible assets under development**

Particulars	Internally Generated Contents / Softwares (footnote i)	Software Acquired	Total intangibles assets other than intangibles assets under development	Intangible assets under development (footnote i)	Total
<b>Year ended March 31, 2023</b>					
Gross carrying amount	660.29	14.03	674.32	24.52	698.84
Opening gross carrying amount	68.52	0.07	68.59	162.10	230.69
Additions	-	-	-	68.52	68.52
Transfer	-	0.68	0.68	-	0.68
Disposals	-	-	-	-	-
Closing gross carrying amount (A)	728.81	13.42	742.23	118.10	860.33
<b>Accumulated amortisation and impairment</b>					
Opening accumulated amortisation and impairment	627.60	13.92	641.52	-	641.52
Amortisation charge during the year	27.94	0.12	28.06	-	28.06
Disposals	-	0.68	0.68	-	0.68
Closing accumulated amortisation (B)	655.54	13.36	668.90	-	668.90
Net carrying amount (A-B)	73.27	0.06	73.33	118.10	191.43
<b>Year ended March 31, 2024</b>					
Gross Carrying Amount					
Opening gross carrying amount	728.81	13.42	742.23	118.10	860.33
Additions	209.46	1.61	211.07	328.56	539.63
Transfer	0.62	(0.68)	(0.06)	209.46	209.40
Closing Gross Carrying Amount (C)	937.65	15.71	953.36	237.20	1,190.56
<b>Accumulated Amortisation and Impairment</b>					
Opening accumulated amortisation and impairment	655.54	13.36	668.90	-	668.90
Amortisation charge during the year	49.76	0.45	50.21	-	50.21
Transfer	0.62	(0.68)	(0.06)	-	(0.06)
Closing accumulated depreciation (D)	704.68	14.49	719.17	-	719.17
Net Carrying Amount (C-D)	232.97	1.22	234.19	237.20	471.39

**Footnote:**

(i) Refer note 5 for cost incurred during the year on internally generated intangible assets.

**4(i) Reconciliation of Depreciation and Amortisation charged to Standalone Statement of Profit and Loss**

	Year ended	
	March 31, 2024	March 31, 2023
Depreciation on Property, plant and equipment (Refer note 3)	92.44	60.26
Amortisation on Intangible assets (Refer note 4)	50.21	28.06
Depreciation on right-of-use assets (Refer note 6(ii))	50.77	4.16
	<b>193.42</b>	<b>92.48</b>

5 Intangible assets under development

The Company internally develops software tools, platforms and content. The management estimates that this would result in enhanced productivity 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 during the year towards the development are as follows:

Description	Year ended	
	March 31, 2024	March 31, 2023
Opening Balance	118.10	24.52
Add:-Expenses capitalised during the year		
Employee benefit expenses (Refer note 18)	163.64	88.88
Professional & technical outsourcing expenses	158.12	53.23
Other expenses (Refer note 20)	6.80	19.99
Less:-Intangible assets capitalised during the year	(209.46)	(68.52)
Closing Balance	237.20	118.10

Ageing of Projects

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2024	150.82	61.86	22.35	2.17	237.20
March 31, 2023	93.58	19.44	5.08	-	118.10

Completion schedule for Projects whose completion schedule is overdue or has exceeded its cost compared to its original plan as at March 31, 2024

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1 (152)	19.92	-	-	-
Project 2 (153)	24.32	-	-	-
Project 3 (154)	18.53	-	-	-
Project 4 (155)	8.76	-	-	-
Project 5 (157)	34.71	-	-	-
Project 6 (162)	13.52	-	-	-
Project 7 (163)	41.48	-	-	-
Project 8 (164)	23.38	-	-	-
Project 9 (169)	29.11	-	-	-
Project 10 (170)	23.48	-	-	-

No projects were overdue or has exceeded its cost compared to its original plan as at March 31, 2023.

6 Leases

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

The Company has entered into leases for equipments, premises and vehicles which are cancellable at the option of the Company by giving the requisite notice. Aggregate payments during the year under short term leases are as shown hereunder:

Particulars (Refer note 20)	Year ended	
	March 31, 2024	March 31, 2023
Equipment Hiring	3.00	2.32
Rent in respect of Premises & Vehicles	5.57	3.39
	8.57	5.71

6(ii) Right-of-use Assets

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

Particulars	Building	Vehicle	Total
As at April 1, 2022	-	7.95	7.95
Additions / Modifications	-	-	-
Deletion	-	(0.23)	(0.23)
Depreciation	-	(4.16)	(4.16)
As at March 31, 2023	-	3.56	3.56
Additions / Modifications	343.42	0.30	343.72
Deletion	-	(0.27)	(0.27)
Depreciation	(48.53)	(2.24)	(50.77)
As at March 31, 2024	294.89	1.35	296.24

## 6(iii) Lease Liabilities

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

Particulars	Total
<b>As at April 1, 2022</b>	<b>8.59</b>
Additions / Modifications	-
Deletion	(0.29)
Accretion of interest	0.59
Payment of lease liabilities (including interest of Rs. 0.59 Million)	(4.94)
<b>As at March 31, 2023</b>	<b>3.95</b>
Additions / Modifications	322.41
Deletion	(0.32)
Accretion of interest	26.78
Payment of lease liabilities (including interest of Rs. 26.78 Million)	(59.63)
<b>As at March 31, 2024</b>	<b>293.19</b>

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

Particulars	As at	
	March 31, 2024	March 31, 2023
Current Lease liabilities	40.79	2.41
Non-Current Lease liabilities	252.40	1.54
<b>Total</b>	<b>293.19</b>	<b>3.95</b>

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

Particulars	As at	
	March 31, 2024	March 31, 2023
Less than one year	68.39	2.66
One to two years	67.39	1.34
More than two years	242.89	0.29
<b>Total</b>	<b>378.67</b>	<b>4.29</b>

## 6(iv) The following are the amounts recognised in the statement of profit and loss:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Depreciation expense [Refer note 4(i)]	50.77	4.16
Interest expense on lease liabilities (Refer note 19)	26.78	0.59
Gain on termination of Leases (Net) (Refer note 17)	(0.04)	(0.04)
<b>Total</b>	<b>77.51</b>	<b>4.71</b>

## 7 Financial Assets

## 7(i) Investments

## A. Non-Current Investment

	As at	
	March 31, 2024	March 31, 2023
<b>Investments in equity instruments (fully paid)</b>		
<b>Unquoted in subsidiary companies:</b>		
<b>In Subsidiary Companies [Refer footnote (i)]</b>		
<b>-Equity</b>		
(Valued at cost)		
10,662,113 (Previous year : 10,662,113) shares of US \$ 1 each fully paid-up in NIIT (USA) Inc., USA	478.15	478.15
10,000,000 (Previous year : 10,000,000) Equity Shares of NGN 1 each fully paid-up in NIIT West Africa Limited, Nigeria	8.37	8.37
Less: Provision for impairment in value of Investment	(8.37)	(8.37)
	-	-
5,541,000 (Previous year : 5,541,000) shares of MYR 1 each fully paid-up in NIIT Malaysia SDN. BHD, Malaysia [Refer footnote (ii)]	92.09	91.66
4,150,000 (Previous year : 4,150,000) shares of Euro 1 each fully paid-up in NIIT Ireland Limited, Ireland [Refer footnote (iii)]	395.86	357.73
155,000 (Previous year : 155,000) shares of GBP 1 each fully paid-up in NIIT Limited, UK	13.10	13.10
<b>Total Non-Current Investments</b>	<b>979.20</b>	<b>940.64</b>

## Footnotes:-

- (i) Transferred to the Company pursuant to the Scheme of Arrangement (Refer note 36).  
(ii) Investment increase amounting to Rs. 0.43 Million due to stamp duty paid on account of transfer of shareholding from NIIT Limited.  
(iii) Investment increase amounting to Rs. 38.13 Million due to stamp duty paid on account of transfer of shareholding from NIIT Limited.

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

	As at	
	March 31, 2024	March 31, 2023
<b>B. Current Investment [Refer footnote (i)]</b>		
(i) <b>Carried at Fair Value through statement of profit and loss [Quoted]</b>		
<b>Investment [Quoted]</b>		
Investments in Mutual Funds	2,846.73	2,127.13
(ii) <b>Carried at amortised cost [Unquoted]</b>		
<b>Investment [Unquoted]</b>		
Investment in term deposits with Financial Institution	370.10	699.00
<b>Total Current Investments</b>	<b>3,216.83</b>	<b>2,826.13</b>
Aggregate amount of Unquoted Investments	1,357.67	1,648.01
Less: Aggregate Provision for impairment in the value of Investments	(8.37)	(8.37)
<b>Total Unquoted Investments</b>	<b>1,349.30</b>	<b>1,639.64</b>
Aggregate amount of Quoted Investments at market value	2,846.73	2,127.13
<b>Total Quoted Investments</b>	<b>2,846.73</b>	<b>2,127.13</b>
<b>Total Investments</b>	<b>4,196.03</b>	<b>3,766.77</b>

**Footnote:-**

(i) Transferred to the Company pursuant to the Scheme of Arrangement (Refer note 36).

7(ii) Other Financial Assets	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
<b>a) Security Deposits</b>				
Unsecured, considered good	19.93	0.20	0.37	0.16
Unsecured, credit impaired	0.80	0.80	-	-
Less: Allowance for expected credit loss	(0.80)	(0.80)	-	-
	<b>19.93</b>	<b>0.20</b>	<b>0.37</b>	<b>0.16</b>
<b>b) Contract Assets - Unbilled Revenue *</b>				
Unsecured, considered good (Refer note 16.1) [Refer footnote (i)]	-	-	128.21	69.31
Unsecured, credit impaired	-	-	-	2.89
Less: Allowance for expected credit loss on unbilled revenue (Refer note 28)	-	-	-	(2.89)
	-	-	<b>128.21</b>	<b>69.31</b>
<b>c) Interest Receivable</b>				
Interest Accrued on bank and other deposits	-	1.32	14.11	29.18
	-	<b>1.32</b>	<b>14.11</b>	<b>29.18</b>
<b>d) Derivative Assets (Refer note 28)</b>				
	-	-	8.54	-
	-	-	<b>8.54</b>	-
<b>e) Other Receivables</b>				
Unsecured, considered good	-	-		
Other Receivables [Refer footnote (ii)]	-	-	186.36	51.16
Receivables from related parties (Refer note 35)	-	-	193.00	249.28
Unsecured, credit impaired	-	-	0.93	0.93
Less: Allowance for expected credit loss	-	-	(0.93)	(0.93)
	-	-	<b>379.36</b>	<b>300.44</b>
<b>f) Bank deposits</b>				
With remaining maturity of less than 12 months [Refer footnote (iv), (v)]	-	-	174.01	-
With remaining maturity of more than 12 months [Refer footnote (iii)]	-	20.01	-	-
	-	<b>20.01</b>	<b>174.01</b>	-
	<b>19.93</b>	<b>21.53</b>	<b>704.60</b>	<b>399.09</b>

**Footnotes:**

- (i) Includes unbilled revenue from related parties Rs. Nil (Previous year Rs. 1.47 Million).  
(ii) Includes receivables on account of GST Refundable Rs. 118.87 Million (Previous year Rs. Nil).  
(iii) Deposit of Rs. Nil (Previous year Rs. 20.01 Million) pledged as margin money with bank for issuance of bank guarantees.  
(iv) Deposit of Rs. 20.01 Million (Previous year Rs. Nil) pledged as margin money with bank for issuance of bank guarantees.  
(v) Deposit of Rs. 5.00 Million (Previous year Rs. Nil) pledged as margin money with bank for issuance of ICICI Corporate Credit card.



## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### \*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	128.21	-	-	-	-	128.21
Undisputed Unbilled revenue - Credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>128.21</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>128.21</b>
Less: Allowance for expected credit loss of unbilled revenue						-
<b>Total</b>						<b>128.21</b>

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

Particulars	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Unbilled revenue - Considered Good	69.31	-	-	-	-	69.31
Undisputed Unbilled revenue - Credit impaired	-	-	-	-	2.89	2.89
<b>Total</b>	<b>69.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.89</b>	<b>72.20</b>
Less: Allowance for expected credit loss of unbilled revenue						(2.89)
<b>Total</b>						<b>69.31</b>

# There are no disputed unbilled revenue.

### 7(iii) Trade Receivables

	As at	
	March 31, 2024	March 31, 2023
	Current	
Unsecured, considered good		
Trade Receivables	300.61	312.01
Receivables from related parties (Refer note 35)	550.91	736.26
Unsecured - which has significant increase in credit risk	89.50	89.19
Unsecured - credit impaired	117.56	117.58
Less: Allowance for expected credit loss (Refer note 28)	(207.06)	(206.77)
	<b>851.52</b>	<b>1,048.27</b>

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

For amount due and terms and conditions of related party receivables, refer note 35.

### Ageing of Trade Receivables as at March 31, 2024\*

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	325.60	509.36	0.29	0.69	1.90	13.68	851.52
Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	89.50	89.50
Undisputed Trade Receivables - credit impaired	-	-	-	-	-	117.56	117.56
<b>Total</b>	<b>325.60</b>	<b>509.36</b>	<b>0.29</b>	<b>0.69</b>	<b>1.90</b>	<b>220.74</b>	<b>1,058.58</b>
Less: Allowance for expected credit loss							(207.06)
<b>Total</b>							<b>851.52</b>

### Ageing of Trade Receivables as at March 31, 2023\*

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	658.36	372.41	0.81	3.18	13.51	-	1,048.27
Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	89.19	89.19
Undisputed Trade Receivables - credit impaired	-	-	0.04	-	12.67	104.87	117.58
<b>Total</b>	<b>658.36</b>	<b>372.41</b>	<b>0.85</b>	<b>3.18</b>	<b>26.18</b>	<b>194.06</b>	<b>1,255.04</b>
Less: Allowance for expected credit loss							(206.77)
<b>Total</b>							<b>1,048.27</b>

\*There are no disputed trade receivables.

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	As at	
	March 31, 2024	March 31, 2023
<b>7(iv) Cash and Cash Equivalents</b>	<b>Current</b>	
Balance with banks	96.18	1.84
- On Current accounts	96.18	1.84
<b>7(v) Bank Balances other than above</b>	<b>Current</b>	
Unpaid Dividend account	1.11	-
	1.11	-
<b>8 Tax Assets (Net)</b>	<b>As at</b>	
<b>8(i) Deferred tax assets/ liabilities</b>	March 31, 2024	March 31, 2023
<b>Deferred Tax Assets</b>		
The balance comprises temporary differences attributable to:		
Provision for employee benefits	29.99	54.18
Provision for expected credit loss, unbilled revenue and others	58.26	54.54
Difference between carrying value of Property, plant and equipment and Intangible assets in the financial statements and as per the Income Tax	71.31	80.33
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	3.74	0.10
Scheme related expenses	7.62	2.47
<b>Total (A)</b>	170.92	191.62
<b>Deferred Tax Liabilities</b>		
Unrealised gain on investment carried at fair value through Profit/Loss	(48.52)	(11.71)
Cash Flow Hedges	(1.56)	-
<b>Total (B)</b>	(50.08)	(11.71)
<b>Net Deferred Tax Assets recognised (A+B)</b>	120.84	179.91

### Movement in deferred tax assets / (liabilities)

Particulars	Property, Plant and Equipments and Intangibles Assets	Provision for Employee Benefits	Provision for expected credit loss, unbilled revenue and others	Others includes unrealised gain	Right-of-use assets/ (Lease Liabilities)	Total
<b>As at April 1, 2022</b>	66.79	50.07	0.96	(0.09)	0.16	117.89
(charged)/credited:						
- to profit or loss	13.54	12.89	53.58	(9.15)	(0.06)	70.80
- to other comprehensive income	-	(8.78)	-	-	-	(8.78)
<b>As at March 31, 2023</b>	80.33	54.18	54.54	(9.24)	0.10	179.91
(charged)/credited:						
- to profit or loss	(9.02)	(18.43)	3.72	(31.66)	3.64	(51.75)
- to other comprehensive income	-	(5.76)	-	(1.56)	-	(7.32)
<b>As at March 31, 2024</b>	71.31	29.99	58.26	(42.46)	3.74	120.84

Note:-

- a) Pursuant to Scheme of Arrangement, the Company has reassessed utilization of absorption plan of timing differences including carry forward business losses and recognised Deferred Tax Assets accordingly.

	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>8(ii) Income tax assets / (liabilities) (Net)</b>	<b>Non-Current</b>		<b>Current</b>	
Advance Income Tax	88.99	88.09	135.35	-
Less : Provision for Income Tax	(68.62)	(66.39)	(166.38)	-
	20.37	21.70	(31.03)	-

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
 (All Amount in Rs. Millions, unless otherwise stated)

		As at			
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		Non-Current		Current	
<b>9</b>	<b>Other Assets</b>				
i)	<b>Capital Advances</b>				
	Unsecured, considered good	-	8.90	-	-
		<u>-</u>	<u>8.90</u>	<u>-</u>	<u>-</u>
ii)	<b>Advances to Suppliers in cash or in kind</b>				
	Unsecured, considered good	-	-	11.01	14.90
	Unsecured, considered doubtful	-	-	-	-
	Less: Provision for doubtful advances	-	-	-	-
		<u>-</u>	<u>-</u>	<u>11.01</u>	<u>14.90</u>
iii)	<b>Other Advances recoverable in cash or in kind#</b>				
	Unsecured, considered good	0.48	0.15	3.86	6.29
	Unsecured, considered doubtful	-	-	0.20	0.03
	Less: Provision for doubtful advances	-	-	(0.20)	(0.03)
		<u>0.48</u>	<u>0.15</u>	<u>3.86</u>	<u>6.29</u>
iv)	<b>Prepaid expenses</b>				
	Unsecured, considered good	0.13	0.60	73.92	88.91
		<u>0.13</u>	<u>0.60</u>	<u>73.92</u>	<u>88.91</u>
v)	<b>Balances with Government Authorities (net)*</b>				
		-	-	79.56	-
		<u>-</u>	<u>-</u>	<u>79.56</u>	<u>-</u>
		<u>0.61</u>	<u>9.65</u>	<u>168.35</u>	<u>110.10</u>

\* Net of provision of Rs. 2.94 Million (Previous year Rs. Nil).

# Includes supplier and staff advances.

		As at	
		March 31, 2024	March 31, 2023
<b>10</b>	<b>Inventories (at the lower of cost or net realisable value)</b>		
	<b>As at the end of the year</b>		
	Stock-in-trade		
	Education and Training Material*	0.80	1.26
		<u>0.80</u>	<u>1.26</u>
	<b>As at the beginning of the year</b>		
	Stock-in-trade		
	Education and training material*	1.26	5.42
		<u>1.26</u>	<u>5.42</u>
	<b>Decrease in inventories</b>	<u>0.46</u>	<u>4.16</u>

\* Net of provision for non-moving inventories of Rs. 20.04 Million (Previous year Rs. 21.32 Million).

**11 Share capital (Refer note 36)**

**a) Authorised share capital**

Particulars	Number of shares	Amount
<b>As at April 1, 2022 (Equity shares of Rs. 10 each)</b>	120,000,000	1,200.00
Authorised Share Capital reclassified/reorganised by reducing the face value of equity shares to Rs. 2 (Rupees Two only pursuant to Scheme of Arrangement)	600,000,000	1,200.00
Addition during the year	-	-
<b>As at March 31, 2023 (Equity shares of Rs. 2 each)</b>	600,000,000	1,200.00
Addition during the year	-	-
<b>As at March 31, 2024 (Equity shares of Rs. 2 each)</b>	600,000,000	1,200.00

Pursuant to the Scheme of Arrangement, the authorised share capital of the Company got reclassified/reorganized from 120,000,000 equity shares of Rs. 10/- each aggregating to Rs. 1,200 Million to 600,000,000 equity shares of Rs. 2/- each aggregating to Rs. 1,200 Million by reducing the face value of equity shares from Rs. 10/- to Rs. 2/- each.

b) Movement in equity share capital

Subscribed and paid up share capital	Equity shares	
	Number of shares	Amount
As at April 1, 2022 (Equity shares of Rs. 10 each)	115,564,072	1,155.64
Cancelled pursuant to Scheme of Arrangement (Equity shares of Rs. 10 each) (Refer note 36)	(115,564,072)	(1,155.64)
<b>Share Suspense Account</b>		
Shares to be issued pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 36)	134,564,360	269.14
<b>As at March 31, 2023 (Equity shares of Rs. 2 each)</b>	<b>134,564,360</b>	<b>269.14</b>
Reversal of Share Suspense Account	(134,564,360)	(269.14)
Issued during the year pursuant to Scheme of Arrangement (Refer note 36)	134,614,360	269.24
Issued during the year under Employee stock option plan (Refer note 26)	774,361	1.54
<b>As at March 31, 2024 (Equity shares of Rs. 2 each)</b>	<b>135,388,721</b>	<b>270.78</b>

c) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend (excluding interim dividend) proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Shares reserved for issue under options

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in Note 26.

e) Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	16.58%	22,445,644	16.68%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	16.98%	22,994,229	17.09%
Nippon Life India Trustee Ltd - A/c Nippon India Small Cap Fund	11,420,240	8.44%	11,095,416	8.25%
Massachusetts Institute of Technology	7,741,830	5.72%	7,741,830	5.75%
<b>Total</b>	<b>64,601,943</b>	<b>47.72%</b>	<b>64,277,119</b>	<b>47.77%</b>

f) Details of shares held by promoters and Promoter Group

As at March 31, 2024

Particulars	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
<b>Promoters</b>					
Rajendra Singh Pawar & Neeti Pawar*	155,000	-	155,000	0.11%	0.00%
Vijay Kumar Thadani & Renuka Vijay Thadani*	155,000	-	155,000	0.11%	0.00%
<b>Promoter Group #</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	-	22,445,644	16.58%	0.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	-	22,994,229	16.98%	0.00%
Arvind Thakur	566,829	-	566,829	0.42%	0.00%
Neeti Pawar and Rajendra Singh Pawar	427,326	(57,481)	369,845	0.27%	(13.45%)
Urvashi Pawar	56,250	3,750	60,000	0.04%	6.67%
Unnati Pawar	56,242	3,758	60,000	0.04%	6.68%
Udai Pawar	7,500	52,500	60,000	0.04%	700.00%
Pawar and Family HUF	2,527	(2,527)	-	0.00%	(100.00%)
Thadani and Family HUF	2,527	(2,527)	-	0.00%	(100.00%)
Renu Kanwar and Vandana Katoch	2,339	-	2,339	0.00%	0.00%
Santosh Degra	1,687	-	1,687	0.00%	0.00%
Renuka Vijay Thadani and Vijay Kumar Thadani	1,000	2,527	3,527	0.00%	252.70%
Kailash K Singh and Yogesh Singh	750	-	750	0.00%	0.00%
Janki Jamwal and Neeti Pawar	652	-	652	0.00%	0.00%

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Particulars	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
Janki Jamwal and Pramod Singh Jamwal	562	-	562	0.00%	0.00%
Janki Jamwal and Keerti Katoch	562	-	562	0.00%	0.00%
Rasina Uberoi	15,464	-	15,464	0.01%	0.00%
Rubika Vinod Chablani	1,687	-	1,687	0.00%	0.00%

**Note:**

\*For Promoter:

- Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
- In the joint holdings of
  - (a) Rajendra Singh Pawar and Neeti Pawar;
  - (b) Neeti Pawar & Rajendra Singh Pawar;
  - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
  - (d) Renuka Vijay Thadani & Vijay Kumar Thadani,
 the second holder is for purpose of convenience only and do not hold any beneficial interest.

#During the year following changes took place in Promoter/ Promoter Group shareholding :

- (i) Neeti Pawar has gifted :
  - 49,973 equity shares to Udai Singh Pawar (son);
  - 3,750 equity shares to Urvashi Pawar (daughter);
  - 3,758 equity shares to Unnati Pawar (daughter), part of Promoter Group and existing shareholders of the Company. This was an off-market inter-se transfer within Promoter Group, without any consideration.
- (ii) Pawar and Family HUF is being dissolved. 2,527 equity shares of the Company held by HUF, were distributed/ transferred to Udai Singh Pawar, one of the members of the HUF, Part of Promoter Group and existing shareholder of the Company.
- (iii) Thadani and Family HUF is being dissolved. 2,527 equity shares of the Company held by HUF, were distributed/ transferred to Renuka Vijay Thadani, one of the members of the HUF, part of Promoter Group and existing shareholder of the Company.

**As at March 31, 2023**

Particulars	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
<b>Promoters</b>					
NIIT Limited#*	115,564,072	(115,564,072)	-	0.00%	(100.00%)
Rajendra Singh Pawar & Neeti Pawar\$	-	155,000	155,000	0.11%	100.00%
Vijay Kumar Thadani & Renuka Vijay Thadani\$	-	155,000	155,000	0.11%	100.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	-	22,445,644	22,445,644	16.58%	100.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	-	22,994,229	22,994,229	16.98%	100.00%
Arvind Thakur	-	566,829	566,829	0.42%	100.00%
Neeti Pawar and Rajendra Singh Pawar	-	427,326	427,326	0.32%	100.00%
Urvashi Pawar	-	56,250	56,250	0.04%	100.00%
Unnati Pawar	-	56,242	56,242	0.04%	100.00%
Udai Pawar	-	7,500	7,500	0.01%	100.00%
Pawar and Family HUF	-	2,527	2,527	0.00%	100.00%
Thadani and Family HUF	-	2,527	2,527	0.00%	100.00%
Renu Kanwar and Vandana Katoch	-	2,339	2,339	0.00%	100.00%
Santosh Dogra	-	1,687	1,687	0.00%	100.00%
Renuka Vijay Thadani and Vijay Kumar Thadani	-	1,000	1,000	0.00%	100.00%
Kailash K Singh and Yogesh Singh	-	750	750	0.00%	100.00%
Janki Jamwal and Neeti Pawar	-	652	652	0.00%	100.00%
Janki Jamwal and Pramod Singh Jamwal	-	562	562	0.00%	100.00%
Janki Jamwal and Keerti Katoch	-	562	562	0.00%	100.00%
Rasina Uberoi	-	15,464	15,464	0.01%	100.00%
Rubika Vinod Chablani	-	1,687	1,687	0.00%	100.00%

#Shares to be issued pursuant to the Scheme of Arrangement [Refer note 36(D)].

\*Six Equity Shares were registered in the names of nominee individuals, the beneficial interest of which lied with NIIT Limited.

\$For Promoter:

- Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
- In the joint holdings of
  - (a) Rajendra Singh Pawar and Neeti Pawar;
  - (b) Neeti Pawar & Rajendra Singh Pawar;
  - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
  - (d) Renuka Vijay Thadani & Vijay Kumar Thadani,
 the second holder is for purpose of convenience only and do not hold any beneficial interest.

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

12 Other Equity	As at			
Particulars	March 31, 2024		March 31, 2023	
<b>Reserves and Surplus [Refer note 12(i)]</b>				
Capital reserve	23.30		23.30	
Securities Premium Account	102.36		-	
Share Based Payment Reserve	380.76		301.46	
Retained Earnings	5,039.08		4,333.39	
	<u>5,545.50</u>		<u>4,658.15</u>	
<b>Other Comprehensive Income [Refer note 12(ii)]</b>				
Cash Flow Hedge Reserve	4.66		(10.24)	
<b>Total Other Equity</b>	<u>5,550.16</u>		<u>4,647.91</u>	
	As at			
	March 31, 2024		March 31, 2023	
<b>12(i) Reserves and Surplus</b>				
<b>a) Capital Reserve [Refer footnote (i)]</b>				
Opening Balance	23.30		-	
Created upon Capital Reduction pursuant to Scheme of Arrangement (Refer note 36)	-	23.30	23.30	23.30
<b>b) Securities Premium Account [Refer footnote (ii)]</b>				
Opening Balance	-		20.00	
Utilized for Capital Reduction pursuant to Scheme of Arrangement (Refer note 36)	-		(20.00)	
Add :-				
Additions during the year on account of exercise of employee stock options	74.29		-	
Transferred from share based payment reserves on account of exercise of employee stock options	28.07	102.36	-	-
<b>c) Share Based Payment Reserve [Refer footnote (iii)]</b>				
Opening Balance	301.46		149.50	
Add / (less) :-				
Transferred to retained earnings for employee stock options lapsed after vesting	(4.76)		-	
Transferred to securities premium on account of exercise of employee stock options	(28.07)		-	
Adjustment pursuant to Scheme of Arrangement (Refer note 36)	2.77		(68.98)	
Share based payment expense (Refer note 26)	83.92		118.96	
Share based payments payable to NIIT Limited	(59.56)		-	
Share based payments recoverable from NIIT Limited	20.29		-	
Share based payments recoverable from Subsidiaries	64.71	380.76	101.98	301.46
<b>d) Retained Earnings [Refer footnote (iv)]</b>				
Opening Balance	4,333.39		2,431.44	
Cancelled pursuant to Scheme of Arrangement (Refer note 36)	-		1,152.34	
Add / (less) :-				
Profit for the year	1,020.74		992.63	
Transferred from share based payment reserve for employee stock options lapsed after vesting	4.76		-	
Share capital issued/ to be issued pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 36)	(0.10)		(269.14)	
Dividend paid to equity shareholders	(336.81)		-	
Remeasurement of defined benefit obligations	22.86		34.90	
Income tax effect on above	(5.76)	5,039.08	(8.78)	4,333.39
	<u>5,545.50</u>		<u>4,658.15</u>	

### Total Reserves and Surplus

#### Footnotes for Nature and Purpose of Reserves:

(i) **Capital Reserve**

Capital reserve represents the reserve created on pursuant to scheme of arrangement.

(ii) **Securities Premium Account**

The amount represents the additional amount shareholders paid for their issued shares that was in excess of the par value of those shares. The same can be utilised for the items specified under section 52 of Companies Act, 2013.

(iii) **Share Based Payment Reserve**

Share Based Payment Reserve is used to record the fair value of equity settled share based payment transaction with employees. The amounts recorded in share options outstanding account are transferred to securities premium, upon exercise of stock options, and transferred to retained earnings on account of stock options not exercised by employees.

(iv) **Retained Earnings**

Retained earnings are the profit/(loss) that the Company has earned/incurred till date, less any transfers to 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.

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
 (All Amount in Rs. Millions, unless otherwise stated)

	As at	
	March 31, 2024	March 31, 2023
<b>12(ii) Other Comprehensive Income</b>		
<b>Cash Flow Hedge Reserve [Refer footnote (i)]</b>		
Opening Balance	(10.24)	8.29
Add / (less) :-		
Impact of restatement of derivative on Receivables	16.46	(18.53)
Income tax effect	(1.56)	-
<b>Total Other Reserves</b>	<b>4.66</b>	<b>(10.24)</b>

**Footnotes for Nature and Purpose of Reserve:**

**(i) Cash Flow Hedge Reserve**

The Company uses hedging instruments as part of its management of foreign currency risk associated with highly probable forecasted transactions, i.e., revenue. The Company uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the Cash Flow Hedging Reserve. Amount recognised in the Cash Flow Hedging Reserve is reclassified to profit or loss when the hedged item effects profit and loss, i.e., Revenue.

**13 Financial Liabilities**

**13(i) Trade Payables**

	As at	
	March 31, 2024	March 31, 2023
		<b>Current</b>
Total outstanding dues of micro enterprises and small enterprises	9.11	26.15
Total outstanding dues of creditors other than micro enterprises and small enterprises	266.83	278.86
Trade Payables to related parties (Refer note 35)	198.71	190.42
	<b>474.65</b>	<b>495.43</b>

Trade payables are non-interest bearing and are normally settled on 45 days term.

For amount due and terms and conditions of related party payables, refer note 35.

Parties covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified on the basis of information available with the Company. Disclosures as per Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as follows:

	As at	
	March 31, 2024	March 31, 2023
<b>a)</b> The principal amount and the interest due thereon remaining unpaid to any supplier		
i) Principal amount	9.11	26.15
ii) Interest thereon	-	-
<b>b)</b> The amount of payment made to the supplier beyond the appointed day and the interest thereon, during an accounting year		
i) Principal amount	0.34	4.50
ii) Interest thereon	0.00	0.01
<b>c)</b> The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
<b>d)</b> The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
<b>e)</b> Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

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

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed outstanding dues of micro enterprises and small enterprises	9.11	-	-	-	-	9.11
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	98.89	134.38	4.08	0.03	8.57	245.95
<b>Total</b>	<b>108.00</b>	<b>134.38</b>	<b>4.08</b>	<b>0.03</b>	<b>8.57</b>	<b>255.06</b>
Add: Unbilled dues						219.59
<b>Total trade payables</b>						<b>474.65</b>

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

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed outstanding dues of micro enterprises and small enterprises	26.15	-	-	-	-	26.15
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	173.71	53.14	16.96	0.07	14.93	258.81
<b>Total</b>	<b>199.86</b>	<b>53.14</b>	<b>16.96</b>	<b>0.07</b>	<b>14.93</b>	<b>284.96</b>
Add: Unbilled dues						210.47
<b>Total trade payables</b>						<b>495.43</b>

\*There are no disputed trade payables.

13(ii) Other Financial Liabilities	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
Unpaid dividends *	-	-	1.11	-
Derivative liabilities (Refer note 28)	-	-	-	23.71
Other Payables **	10.77	2.51	354.19	255.28
	<b>10.77</b>	<b>2.51</b>	<b>355.30</b>	<b>278.99</b>

\* There are no amounts due for payment to the Investor Protection Fund as at the year end.

\*\* Includes Payable to Employees amounting to Rs. 189.76 Million (Previous year Rs. 211.39 Million), Payables to related parties Rs. 122.77 Million (Previous year Rs. 0.05 Million) and Capital Creditors amounting to Rs. 0.67 Million (Previous year Rs. 2.49 Million).

14 Other Liabilities	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
<b>Contract Liabilities (Refer note 16.1)</b>				
-Deferred Revenue	-	-	36.98	1.91
-Advances from Customers	-	-	2.58	7.52
Deferred Income	3.87	0.86	-	-
Statutory Dues*	-	-	77.06	110.93
	<b>3.87</b>	<b>0.86</b>	<b>116.62</b>	<b>120.36</b>

\* Statutory Dues mainly includes withholding tax and Contribution to Provident fund etc.

15 Provisions	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
Provision for Employee Benefits :				
-Provision for Gratuity (Refer note 25)	-	-	25.65	127.49
-Provision for Compensated Absences	-	-	81.47	76.93
Provision for Asset Retirement Obligation *	4.24	-	-	-
	<b>4.24</b>	<b>-</b>	<b>107.12</b>	<b>204.42</b>

The movement of provision towards Asset Retirement Obligation is as below:-

Particulars	As at	
	March 31, 2024	March 31, 2023
Opening balance	-	-
Created during the year	4.24	-
Utilised/(Written back) during the year	-	-
<b>Closing balance</b>	<b>4.24</b>	<b>-</b>

\* A provision has been recognised for decommissioning costs associated with the lease Buildings.



**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

		Year ended	
		March 31, 2024	March 31, 2023
<b>16</b>	<b>Revenue From Operations</b>		
	Sale of products : Courseware	18.34	25.94
	Sale of Services	3,983.34	4,011.81
		<b>4,001.68</b>	<b>4,037.75</b>

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

		Year ended	
		March 31, 2024	March 31, 2023
<b>a.</b>	<b>Disaggregated revenue information</b>		
	<b>Type of Services</b>		
	Sale of Courseware and Training Material	18.34	25.94
	Sale of Services	3,983.34	4,011.81
		<b>4,001.68</b>	<b>4,037.75</b>
	<b>Timing of Revenue Recognition</b>		
	Goods (Courseware and Training Material) transferred at a point in time	18.34	25.94
	Services transferred over time	3,983.34	4,011.81
		<b>4,001.68</b>	<b>4,037.75</b>
<b>b.</b>	<b>Contract Balances</b>		
	Trade Receivables [Refer note 7(iii)]	851.52	1,048.27
	Contract Assets [Refer note 7(ii)]	128.21	69.31
	Contract Liabilities (Refer note 14)	(39.56)	(9.43)
		<b>940.17</b>	<b>1,108.15</b>

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days. A sum of Rs. 0.29 Million (Previous year Rs. (4.63) Million) is recognised as allowance for expected credit loss (net of reversal) on trade receivables during the year.

Unbilled revenues are billed in a terms of 30 - 90 days. A sum of Rs. (2.89) Million (Previous year Rs. Nil) is recognised as provision for expected credit losses (net of reversal) on unbilled revenue during the year.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

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

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

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

**c. Reconciliation of revenue recognised in the statement of profit and loss with the contracted price:**

		Year ended	
		March 31, 2024	March 31, 2023
	Revenue as per contracted price	4,005.88	4,072.86
	<b>Adjustments</b>		
	Gain/ (Loss) on hedging contracts	(4.20)	(35.11)
		<b>4,001.68</b>	<b>4,037.75</b>

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

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

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

17	Other Income	Year ended	
		March 31, 2024	March 31, 2023
	<b>Interest Income</b>		
	Deposits with banks & other financial institutions	36.26	76.82
	Interest on income tax refund	0.39	0.27
	Unwinding of interest income on security deposit given	1.41	-
	Unwinding of deferred income on advances received	0.84	0.11
	<b>Total (A)</b>	<b>38.90</b>	<b>77.20</b>
	Dividend Income from Subsidiary (Refer note 35)	335.53	-
	<b>Total (B)</b>	<b>335.53</b>	<b>-</b>
	<b>Other non-operating income</b>		
	Net gain on investment carried at fair value through profit and loss	175.19	54.01
	Gain on sale / disposal of property, plant and equipment and intangible assets (net)	0.73	4.54
	Gain on termination of leases (net) [Refer note 6(iv)]	0.04	0.04
	Gain on foreign currency translation and transaction (net)	32.86	57.98
	Recovery from subsidiaries for corporate and management support services (Refer note 35)	310.34	331.72
	Allowance for expected credit loss (net of reversal) written back (Refer note 28)	-	4.63
	Advances from customers written back	2.43	1.59
	Common resources cost recovery (Refer note 35)	16.56	-
	Corporate Guarantee (Refer note 35)	0.91	2.70
	Others	51.27	40.07
	<b>Total (C)</b>	<b>590.33</b>	<b>497.28</b>
	<b>Total (A+B+C)</b>	<b>964.76</b>	<b>574.48</b>

18	Employee Benefit Expenses #	Year ended	
		March 31, 2024	March 31, 2023
	Salary, wages and bonus	1,725.07	1,734.75
	Contribution to provident and other funds* (Refer note 25)	122.38	128.97
	Share based payment expense (Refer note 26)	83.92	118.96
	Staff welfare expense	58.82	46.68
		<b>1,990.19</b>	<b>2,029.36</b>

# Net of Rs. 163.64 Million (Previous year Rs. 88.88 Million) capitalised in intangible assets and intangible assets under development (Refer note 5).

\* There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident fund dated February 28, 2019. As a matter of caution, the Company has implemented the provisions on a prospective basis from the date of the SC order. The Company will assess its position, on receiving further clarity on the subject.

19	Finance Costs	Year ended	
		March 31, 2024	March 31, 2023
	Interest on lease liabilities [Refer note 6(iv)]	26.78	0.59
	Interest expense-others	1.06	0.09
	Interest charged on delayed payment to Micro and small enterprises	-	0.01
		<b>27.84</b>	<b>0.69</b>

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

20	Other Expenses *	Year ended	
		March 31, 2024	March 31, 2023
	Equipment Hiring [Refer note 6(i)]	3.00	2.32
	Software Subscriptions	73.20	66.43
	Royalties	-	0.04
	Freight and Cartage	3.84	3.52
	Rent [Refer note 6(i)]	5.57	3.39
	Asset usage charges	3.24	22.78
	Rates and Taxes	0.23	0.59
	Power & Fuel	16.35	14.56
	Communication	23.58	23.00
	Legal and Professional (Refer note 22)	212.35	186.62
	Travelling and Conveyance	83.76	52.38
	Allowance for expected credit loss (Refer note 28)	0.29	-
	Allowance for Doubtful Advances and other receivables	0.23	0.70
	Advances written off	0.01	0.76
	Less:- Provision for advances written back	(0.01)	(0.76)
	Unbilled revenue written off	2.89	-
	Less:- Reversal for expected credit loss of unbilled revenue (Refer note 28)	(2.89)	-
	Insurance	13.98	11.73
	Repairs and Maintenance		
	- Plant and Machinery	11.29	12.65
	- Buildings	1.64	14.58
	- Others	22.32	25.72
	Consumables	4.82	13.87
	Security and Administration Services	20.22	23.61
	Bank Charges	0.81	1.74
	Donation	0.50	0.40
	Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 21)	6.60	15.30
	Marketing and Advertising Expenses	7.07	8.84
	Sundry Expenses	5.58	6.63
		<b>520.47</b>	<b>511.40</b>

\* Net of Rs. 6.80 Million (Previous year Rs. 19.99 Million) capitalised in intangible assets and intangible assets under development (Refer note 5).

21	Corporate Social Responsibility Expenditure*	Year ended	
		March 31, 2024	March 31, 2023
a)	Gross amount required to be spent by the Company during the year	6.53	15.25
b)	Amount approved by the board to be spent during the year	6.60	15.30
c)	Amount spent during the year:		
	-Construction/acquisition of any asset	-	-
	-On purposes other than above	6.60	15.30
d)	Details of related party transactions in relation to CSR expenditure (Refer note 35)		
	-Contribution to NIIT Institute of Information Technology	6.60	15.30
e)	The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
f)	Total of previous years shortfall	-	-
g)	Reason for above shortfall	-	-
h)	Nature of CSR activities:		
			Education
			(Grant of Scholarship to meritorious students at NIIT University during the financial year 2023-24 and 2022-23)

\* During the previous year, CSR related compliances were done by NIIT Limited, however the entire amount was allocated to CLG Business Undertaking pursuant to Scheme of Arrangement (Refer note 36).

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		Year ended	
		March 31, 2024	March 31, 2023
<b>22</b>	<b>Payment To Auditors (included in legal and professional fees and exceptional items)</b>		
	Audit Fee	9.68	0.52
	Limited Review Fee	3.60	-
	For other Certification	0.70	-
	For reimbursement of expenses (excluding GST)	1.31	0.04
		<u>15.29</u>	<u>0.56</u>

		Year ended	
		March 31, 2024	March 31, 2023
<b>23</b>	<b>Exceptional Items</b>		
	Legal and professional cost towards strategic initiatives [Refer footnote (i)]	-	(3.84)
	Legal and professional cost towards scheme of arrangement (Refer note 36)	(13.67)	(31.97)
		<u>(13.67)</u>	<u>(35.81)</u>

**Footnote:**

- (i) The Company has signed a definitive agreement to make a strategic investment of USD 2 million in Compulsorily Convertible Preference Shares (CCPS) of KNOLSKAPE Solutions PTE LTD, Singapore (Knolskape) as approved by Board of Directors on September 30, 2022. The Company shall make the said investment under the automatic route as per applicable regulations of RBI for overseas investment by Indian parties, post completion of certain Conditions Precedents by Knolskape. Expenses related to this investment have been recognised as an exceptional item.

		Year ended	
		March 31, 2024	March 31, 2023
<b>24</b>	<b>Tax expense</b>		
	<b>Particulars</b>		
<b>(a)</b>	<b>Income tax expense</b>		
	<b>Current tax</b>		
	Current tax on profits for the year	166.38	60.44
	Adjustments for current tax for earlier years	2.36	-
	<b>Total current tax expense</b>	<u>168.74</u>	<u>60.44</u>
	<b>Deferred tax</b>		
	Deferred tax charge / (credit)	51.75	(70.80)
	<b>Total deferred tax charge / (credit)</b>	<u>51.75</u>	<u>(70.80)</u>
	<b>Income tax expense</b>	<u>220.49</u>	<u>(10.36)</u>

- (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

		Year ended	
		March 31, 2024	March 31, 2023
	<b>Particulars</b>		
	Profit before income tax expense	1,241.23	982.27
	<b>Tax at the Indian tax rate of 25.17%</b>	<b>312.42</b>	<b>247.24</b>
	<b>Adjustments for:</b>		
	Current tax for earlier years	2.36	-
	Taxes relating to Non deductible expenses	1.79	4.92
	Tax impact of deduction of Dividend Received from Foreign Subsidiary	(84.45)	-
	Rate difference on account of unrealized gains on Mutual fund	(4.29)	-
	Tax impact of adjustments due to Scheme of Arrangement	-	(263.19)
	Tax impact of other adjustments	(7.34)	0.67
	<b>Income tax expense</b>	<u>220.49</u>	<u>(10.36)</u>

**25 Employee Benefits**

**A) Defined Contribution Plans**

The Company makes contribution towards Provident Fund, Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in Contribution to Provident and Other Funds in the Statement of Profit and Loss:-

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund	50.32	46.96
Employer's Contribution to Superannuation Fund	8.48	10.29
Employer's Contribution to Employees Pension Scheme	26.13	25.45
Employer's Contribution to Employee National Pension System	3.43	2.72
<b>Total</b>	<b>88.36</b>	<b>85.42</b>

The Company has charged the following costs in Contribution to Provident and Other Funds in the Statement of Profit and Loss for Key Management Personnel:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund	1.25	0.30
Employer's Contribution to Superannuation Fund	0.27	0.30
Employer's Contribution to Employees Pension Scheme	0.03	0.05
Employer's Contribution to Employee National Pension System	0.02	0.15
<b>Total</b>	<b>1.57</b>	<b>0.80</b>

**B) Defined Benefit Plans**

**Gratuity Fund - Funded**

Contribution to Gratuity Funds – Life Insurance Corporation of India, Company Gratuity Scheme

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

**i) Change in Present value of Obligation:-**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>Present value of obligation as at the beginning of the year</b>	<b>274.26</b>	<b>266.64</b>
Interest cost	18.12	18.82
Current service cost	28.87	34.70
Benefits paid	(9.64)	(11.72)
Acquisition adjustment	-	(0.14)
Scheme related adjustment	(19.58)	-
Actuarial gain on experience	(6.13)	(9.98)
Actuarial gain on financial assumption	(16.94)	(24.06)
<b>Present value of obligation as at the end of the year</b>	<b>268.96</b>	<b>274.26</b>

**(ii) Change in Fair value of Plan Assets :-**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>Fair value of Plan Assets as at the beginning of the year</b>	<b>146.77</b>	<b>138.61</b>
Expected return on Plan Assets	12.97	9.97
Contributions	113.00	9.19
Acquisition adjustment	-	(0.14)
Scheme related adjustment	(19.58)	-
Benefits paid	(9.64)	(11.72)
Return on plan assets (lesser)/greater than discount rate	(0.21)	0.86
<b>Fair value of Plan Assets as at the end of the year</b>	<b>243.31</b>	<b>146.77</b>

Estimated contributions for the year ended on March 31, 2025 is Rs. 25.65 Million (Previous year Rs. 127.49 Million).

The weighted average duration of the defined benefit obligation is 7 years and 7 years as at March 31, 2024 and March 31, 2023 respectively.

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

(iii) Amount of Asset/ (Liability) recognised in the Balance Sheet:-	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Liability recognised in Balance Sheet
As at March 31, 2024	243.31	268.96	(25.65)
As at March 31, 2023	146.77	274.26	(127.49)

(iv) Gratuity Cost recognised in the Statement of Profit and Loss:-	Year ended	
	March 31, 2024	March 31, 2023
<b>Particulars</b>		
Current service cost	28.87	34.70
Net interest on net defined benefit liability / (asset)	5.15	8.85
<b>Expense recognised in the Statement of Profit and Loss</b>	<b>34.02</b>	<b>43.55</b>

(v) Gratuity Cost recognised through Other Comprehensive Income:-	Year ended	
	March 31, 2024	March 31, 2023
<b>Particulars</b>		
Actuarial gain on experience	(6.13)	(9.98)
Actuarial gain on financial assumption	(16.94)	(24.06)
Return on plan assets lesser than discount rate	0.21	(0.86)
<b>Expense recognised through other comprehensive income</b>	<b>(22.86)</b>	<b>(34.90)</b>

(vi) Assumptions used in accounting for gratuity plan:-	As at	
	March 31, 2024	March 31, 2023
<b>Particulars</b>		
Discount Rate (per annum)	7.00%	7.25%
Future Salary Increase (per annum)	9.00%	10.00%
Expected Rate of return on plan assets (per annum)	7.42%	7.37%
Estimates of future salary increase considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		

**vii) Investment details of Plan Assets:-**

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

**Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2024	March 31, 2024	March 31, 2024
Discount rate	0.50%	(10.72)	11.49
Salary growth rate	0.50%	11.22	(10.58)
Withdrawal rate	5.00%	(14.07)	14.23

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2023	March 31, 2023	March 31, 2023
Discount rate	0.50%	(10.86)	11.63
Salary growth rate	0.50%	11.17	(10.51)
Withdrawal rate	5.00%	(17.06)	18.55

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied for calculating the defined benefit liability recognised in the balance sheet.

**Risk exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc. The Company ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Company's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

**26 Share Based Payments**

**(a) Employee option plan**

Pursuant to Scheme of Arrangement, with respect to the stock options granted already by the Transferor Company prior to the Effective Date to its employees or that of its subsidiaries (irrespective of whether they are employees of the Transferor Company or its subsidiaries or become employees of the Transferee Company or its subsidiaries pursuant to this Scheme) under the Existing ESOP Scheme, and upon the Scheme becoming effective, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Transferee Company under the New ESOP Scheme, in accordance with the share entitlement ratio of 1:1 as per the Scheme.

During the year 2023-24, NIIT Learning Systems Limited ESOP 2023-0 is established pursuant to the Composite Scheme of Arrangement between NIIT Limited (NIIT) and NIIT Learning Systems Limited ("NLSL") and their respective shareholders and creditors ("Composite Scheme"), as approved by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench vide its Order dated May 19, 2023. This plan is solely to provide NLSL stock options to NIIT Option Grantees, who hold unexercised NIIT stock options as on the Effective Date of the Composite Scheme i.e., May 24, 2023.

**i) Summary of options granted under plan:**

Particulars	March 31, 2024		March 31, 2023	
	Avg exercise price per share option*	Number of options	Avg exercise price per share option*	Number of options
<b>Opening balance</b>	<b>137.87</b>	<b>9,325,107</b>	<b>103.95</b>	<b>7,188,894</b>
Granted during the year	-	-	201.35	3,070,000
Exercised during the year**	93.43	824,361	49.83	697,113
Forfeited/ Lapsed during the year	168.54	252,004	190.37	236,674
<b>Closing balance</b>	<b>141.38</b>	<b>8,248,742</b>	<b>137.87</b>	<b>9,325,107</b>
<b>Vested and Exercisable</b>		<b>5,158,740</b>		<b>3,846,773</b>

\*\*Includes 50,000 shares issued against the options exercised prior to effective date of scheme of arrangement.

**ii) Share options outstanding at the end of year have following expiry date and exercise prices:**

Grant	Vests	Grant date	Vesting date	Expiry date	Exercise price*	Share options outstanding	
						March 31, 2024	March 31, 2023
Grant 12	Vest I	24-Jun-15	24-Jun-16	24-Jun-21	23.75	-	-
	Vest II	24-Jun-15	24-Jun-17	24-Jun-22	23.75	-	-
	Vest III	24-Jun-15	24-Jun-18	24-Jun-23	23.75	-	50,000
Grant 13	Vest I	17-Jul-15	17-Jul-16	17-Jul-21	29.77	-	-
	Vest II	17-Jul-15	17-Jul-17	17-Jul-22	29.77	-	-
	Vest III	17-Jul-15	17-Jul-18	17-Jul-23	29.77	-	48,846
Grant 16	Vest I	16-Jun-16	16-Jun-17	16-Jun-22	47.56	-	-
	Vest II	16-Jun-16	16-Jun-18	16-Jun-23	47.56	-	13,332
	Vest III	16-Jun-16	16-Jun-19	16-Jun-24	47.56	13,336	13,338
Grant 17	Vest I	05-Feb-17	05-Feb-18	05-Feb-23	42.02	-	-
	Vest II	05-Feb-17	05-Feb-19	05-Feb-24	42.02	-	6,666
	Vest III	05-Feb-17	05-Feb-20	05-Feb-25	42.02	6,668	6,668
Grant 18	Vest I	23-Jun-17	23-Jun-18	23-Jun-23	52.84	-	63,332
	Vest II	23-Jun-17	23-Jun-19	23-Jun-24	52.84	68,330	123,664
	Vest III	23-Jun-17	23-Jun-20	23-Jun-25	52.84	176,672	179,340
Grant 19	Vest I	27-Jul-17	27-Jul-18	27-Jul-23	50.72	-	88,333
	Vest II	27-Jul-17	27-Jul-19	27-Jul-24	50.72	13,333	93,333
	Vest III	27-Jul-17	27-Jul-20	27-Jul-25	50.72	93,334	93,334
Grant 21	Vest I	25-Jun-18	25-Jun-19	25-Jun-24	54.89	50,000	115,000
	Vest II	25-Jun-18	25-Jun-20	25-Jun-25	54.89	115,000	115,000
	Vest III	25-Jun-18	25-Jun-21	25-Jun-26	54.89	115,000	115,000

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Grant date	Vesting date	Expiry date	Exercise price*	Share options outstanding	
						March 31, 2024	March 31, 2023
Grant 22	Vest I	19-Jul-18	19-Jul-19	19-Jul-24	51.18	60,660	63,660
	Vest II	19-Jul-18	19-Jul-20	19-Jul-25	51.18	81,658	91,334
	Vest III	19-Jul-18	19-Jul-21	19-Jul-26	51.18	103,898	120,027
Grant 23	Vest I	23-Jan-19	23-Jan-20	23-Jan-25	53.46	-	-
	Vest II	23-Jan-19	23-Jan-21	23-Jan-26	53.46	-	-
	Vest III	23-Jan-19	23-Jan-22	23-Jan-27	53.46	-	20,000
Grant 24	Vest I	16-Jul-19	16-Jul-20	16-Jul-25	56.52	140,000	140,000
	Vest II	16-Jul-19	16-Jul-21	16-Jul-26	56.52	140,000	140,000
	Vest III	16-Jul-19	16-Jul-22	16-Jul-27	56.52	140,000	140,000
Grant 25	Vest I	10-Jul-20	10-Jul-21	10-Jul-26	53.89	345,000	345,000
	Vest II	10-Jul-20	10-Jul-22	10-Jul-27	53.89	425,000	425,000
	Vest III	10-Jul-20	10-Jul-23	10-Jul-28	53.89	425,000	425,000
Grant 26	Vest I	28-Sep-20	28-Sep-21	28-Sep-26	72.88	55,000	55,000
	Vest II	28-Sep-20	28-Sep-22	28-Sep-27	72.88	55,000	55,000
	Vest III	28-Sep-20	28-Sep-23	28-Sep-28	72.88	55,000	55,000
Grant 27	Vest I	07-Dec-20	07-Dec-21	07-Dec-26	99.45	-	-
	Vest II	07-Dec-20	07-Dec-22	07-Dec-27	99.45	-	25,000
	Vest III	07-Dec-20	07-Dec-23	07-Dec-28	99.45	-	25,000
Grant 28	Vest I	03-Jun-21	03-Jun-22	03-Jun-27	107.24	25,000	35,000
	Vest II	03-Jun-21	03-Jun-23	03-Jun-28	107.24	25,000	50,000
	Vest III	03-Jun-21	03-Jun-24	03-Jun-29	107.24	50,000	50,000
Grant 29	Vest I	18-Jun-21	18-Jun-22	18-Jun-27	150.86	336,666	356,666
	Vest II	18-Jun-21	18-Jun-23	18-Jun-28	150.86	336,666	356,666
	Vest III	18-Jun-21	18-Jun-24	18-Jun-29	150.86	356,668	356,668
Grant 30	Vest I	23-Aug-21	23-Aug-22	23-Aug-27	177.09	546,453	669,900
	Vest II	23-Aug-21	23-Aug-23	23-Aug-28	177.09	565,000	650,000
	Vest III	23-Aug-21	23-Aug-24	23-Aug-29	177.09	600,000	650,000
Grant 31	Vest I	19-Jul-22	19-Jul-23	19-Jul-28	201.36	636,066	736,666
	Vest II	19-Jul-22	19-Jul-24	19-Jul-29	201.36	716,666	736,666
	Vest III	19-Jul-22	19-Jul-25	19-Jul-30	201.36	716,668	736,668
Grant 32	Vest I	19-Jul-22	15-May-25	15-May-30	201.36	20,000	20,000
Grant 33	Vest I	19-Jul-22	23-Aug-25	23-Aug-30	201.36	610,000	640,000
Grant 34	Vest I	26-Aug-22	26-Aug-23	26-Aug-28	200.90	10,000	10,000
	Vest II	26-Aug-22	26-Aug-24	26-Aug-29	200.90	10,000	10,000
	Vest III	26-Aug-22	26-Aug-25	26-Aug-30	200.90	10,000	10,000

### iii) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Vests	Market price*	Volatility**	Average life of the option	Risk less interest rate	Dividend yield rate	Fair value*
Grant 12	Vest I	23.75	42.73%	3.50	7.95%	3.50%	7.68
	Vest II	23.75	41.13%	4.50	7.93%	3.50%	8.21
	Vest III	23.75	39.89%	5.50	7.92%	3.50%	8.60
Grant 13	Vest I	29.77	43.53%	3.50	7.79%	3.50%	9.71
	Vest II	29.77	41.89%	4.50	7.86%	3.50%	10.40
	Vest III	29.77	40.55%	5.50	7.90%	3.50%	10.89
Grant 16	Vest I	47.56	48.89%	3.50	7.52%	3.01%	17.30
	Vest II	47.56	45.98%	4.50	7.52%	3.01%	18.20
	Vest III	47.56	44.05%	5.50	7.52%	3.01%	18.94
Grant 17	Vest I	42.02	48.75%	3.50	6.41%	3.01%	14.77
	Vest II	42.02	45.93%	4.50	6.41%	3.01%	15.49
	Vest III	42.02	44.36%	5.50	6.41%	3.01%	16.15



## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Market price*	Volatility**	Average life of the option	Risk less interest rate	Dividend yield rate	Fair value*
Grant 18	Vest I	52.84	47.76%	3.50	6.45%	2.35%	19.11
	Vest II	52.84	46.09%	4.50	6.45%	2.35%	20.60
	Vest III	52.84	43.93%	5.50	6.45%	2.35%	21.47
Grant 19	Vest I	50.72	47.64%	3.50	6.45%	2.35%	18.30
	Vest II	50.72	45.78%	4.50	6.45%	2.35%	19.67
	Vest III	50.72	43.85%	5.50	6.45%	2.35%	20.01
Grant 21	Vest I	54.89	44.86%	3.50	7.80%	1.43%	21.00
	Vest II	54.89	47.55%	4.50	7.80%	1.43%	24.44
	Vest III	54.89	46.15%	5.50	7.80%	1.43%	26.12
Grant 22	Vest I	51.18	45.06%	3.50	7.77%	1.43%	19.62
	Vest II	51.18	47.63%	4.50	7.77%	1.43%	22.79
	Vest III	51.18	46.30%	5.50	7.77%	1.43%	24.38
Grant 23	Vest I	53.46	43.80%	3.50	7.53%	1.43%	19.97
	Vest II	53.46	45.29%	4.50	7.53%	1.43%	22.90
	Vest III	53.46	46.75%	5.50	7.53%	1.43%	25.42
Grant 24	Vest I	56.52	42.39%	3.50	6.53%	1.10%	20.43
	Vest II	56.52	44.87%	4.50	6.53%	1.10%	23.91
	Vest III	56.52	47.04%	5.50	6.53%	1.10%	26.90
Grant 25	Vest I	53.89	43.86%	3.50	5.82%	2.67%	17.50
	Vest II	53.89	42.96%	4.50	5.82%	2.67%	19.02
	Vest III	53.89	44.66%	5.50	5.82%	2.67%	21.03
Grant 26	Vest I	72.88	45.58%	3.50	6.00%	3.07%	23.89
	Vest II	72.88	43.43%	4.50	6.00%	3.07%	25.26
	Vest III	72.88	45.53%	5.50	6.00%	3.07%	27.99
Grant 27	Vest I	99.45	46.55%	3.50	5.92%	3.07%	33.07
	Vest II	99.45	44.09%	4.50	5.92%	3.07%	34.77
	Vest III	99.45	45.80%	5.50	5.92%	3.07%	38.24
Grant 28	Vest I	107.24	46.77%	3.50	6.01%	3.15%	35.70
	Vest II	107.24	45.32%	4.50	6.01%	3.15%	38.17
	Vest III	107.24	44.62%	5.50	6.01%	3.15%	40.28
Grant 29	Vest I	150.86	48.34%	3.50	6.01%	3.15%	51.58
	Vest II	150.86	46.57%	4.50	6.01%	3.15%	54.84
	Vest III	150.86	45.60%	5.50	6.01%	3.15%	57.59
Grant 30	Vest I	177.09	48.68%	3.50	6.23%	3.52%	59.85
	Vest II	177.09	47.25%	4.50	6.23%	3.52%	63.73
	Vest III	177.09	45.32%	5.50	6.23%	3.52%	65.59
Grant 31	Vest I	201.36	53.29%	3.50	7.45%	3.48%	75.79
	Vest II	201.36	51.29%	4.50	7.45%	3.48%	80.26
	Vest III	201.36	49.66%	5.50	7.45%	3.48%	83.27
Grant 32	Vest I	201.36	50.10%	5.30	7.45%	3.48%	82.92
Grant 33	Vest I	201.36	49.40%	5.60	7.45%	3.48%	83.38
Grant 34	Vest I	200.90	52.92%	3.50	7.23%	3.48%	74.78
	Vest II	200.90	51.09%	4.50	7.23%	3.48%	79.34
	Vest III	200.90	49.54%	5.50	7.23%	3.48%	82.38

\* Pursuant to scheme of arrangement, market price, exercise price and fair value of options has been split between the transferee and transferor company based on the net book value of the assets transferred in a demerger bears to the net worth of the transferor Company immediately before such demerger (Refer note 36).

\*\* Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. Each vest has been considered as a separate grant. The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Company's stock price on NSE over these years has been considered.

b) Expense arising from share-based payment transactions

Particulars	March 31, 2024	March 31, 2023
Expenses charged to statement of Profit and Loss during the year based on fair value of options (Refer note 18)	83.92	118.96

c) ESOP New Scheme

The Board of Directors, on January 31, 2024 has approved the institution of new 'Employee Stock Option Plan 2024' ("ESOP 2024" "Plan"), subject to approval of shareholders and any other regulatory approval(s), to cover all eligible employees of the Company and its holding/subsidiaries/associate company (existing and future) with an objective to reward them for their performance as well as to attract and retain talent in the Company. The shareholders have approved the Plan by passing the special resolutions on May 10, 2024 through postal ballot. The Company has submitted application for in principle listing approval of ESOP 2024 with stock exchanges and the same is awaited. The Company has not granted any new Employee Stock Options under this Plan till May 22, 2024.

27 Fair value measurements

(i) Fair value hierarchy

To provide indication about the reliability of the inputs used 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 fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. 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 and hierarchy of measurement

Particulars	As at March 31, 2024				As at March 31, 2023			
	FVTPL	FVTPL	FVOCI	Amortised cost	FVTPL	FVTPL	FVOCI	Amortised cost
	Level 1	Level 2	Level 2		Level 1	Level 2	Level 2	
<b>Financial assets</b>								
Investments	2,846.73	-	-	370.10	2,127.13	-	-	699.00
Trade receivables	-	-	-	851.52	-	-	-	1,048.27
Cash and cash equivalents	-	-	-	96.18	-	-	-	1.84
Bank balances other than above	-	-	-	1.11	-	-	-	-
Other financial assets	-	-	-	715.99	-	-	-	420.62
Derivative assets	-	2.32	6.22	-	-	-	-	-
<b>Total financial assets</b>	<b>2,846.73</b>	<b>2.32</b>	<b>6.22</b>	<b>2,034.90</b>	<b>2,127.13</b>	<b>-</b>	<b>-</b>	<b>2,169.73</b>
<b>Financial liabilities</b>								
Lease liabilities	-	-	-	293.19	-	-	-	3.95
Trade payables	-	-	-	474.65	-	-	-	495.43
Other financial liabilities	-	-	-	366.07	-	-	-	257.79
Derivative liabilities	-	-	-	-	-	13.47	10.24	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,133.91</b>	<b>-</b>	<b>13.47</b>	<b>10.24</b>	<b>757.17</b>

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

**28 Financial Risk Management**

The Company's principal financial liabilities, other than derivatives, comprise 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 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 finance 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:

**(A) 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 Rs. 851.52 Million as of March 31, 2024 (Previous year Rs. 1,048.27 Million) and unbilled revenue (net) amounting to Rs. 128.21 Million as of March 31, 2024 (Previous year Rs. 69.31 Million). Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through individual subsidiaries, government customers and other corporate customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2024:

**Reconciliation of loss allowance provision**

Particulars	Trade Receivables	Unbilled Revenue
<b>Loss allowance as on April 1, 2022</b>	<b>193.38</b>	<b>2.89</b>
Less: Allowance for Expected credit loss	(4.63)	-
Add: Adjustments pursuant to scheme of arrangement	18.02	-
<b>Loss allowance as on March 31, 2023</b>	<b>206.77</b>	<b>2.89</b>
Add / (Less) : Allowance for Expected credit loss (net of reversal)	0.29	(2.89)
<b>Loss allowance as on March 31, 2024</b>	<b>207.06</b>	<b>-</b>

**(B) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has working capital limits from banks. However, the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

**(i) 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
<b>March 31, 2024</b>				
Trade payables	474.65	-	-	474.65
Lease liabilities	68.39	67.39	242.89	378.67
Other financial liabilities	355.30	0.15	14.64	370.09
	<b>898.34</b>	<b>67.54</b>	<b>257.53</b>	<b>1,223.41</b>
<b>March 31, 2023</b>				
Trade payables	495.43	-	-	495.43
Lease liabilities	2.66	1.34	0.29	4.29
Other financial liabilities	255.28	-	3.39	258.67
	<b>753.37</b>	<b>1.34</b>	<b>3.68</b>	<b>758.39</b>

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
 (All Amount in Rs. Millions, unless otherwise stated)

Particulars	Less than 1 year	Between 1 and 2 years	More than 2 years	Total
<b>March 31, 2024</b>				
Derivative liabilities	-	-	-	-
<hr/>				
<b>March 31, 2023</b>				
Derivative liabilities	23.71	-	-	23.71
	<b>23.71</b>	-	-	<b>23.71</b>

**(C) 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, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments measured at FVTPL and derivative financial instruments.

**(i) 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.

**(ii) Foreign currency risk**

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP, EUR, CAD, AUD, and NOK. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency. 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 year expressed in Rs., are as follows:

Particulars	March 31, 2024	March 31, 2023
<b>Financial assets</b>		
Trade receivables		
USD	572.47	785.59
EUR	201.74	274.36
GBP	94.54	108.12
CAD	48.12	53.95
AUD	28.10	-
Others	9.74	4.37
<b>Net exposure to foreign currency risk (assets)</b>	<b>954.71</b>	<b>1,226.39</b>
<b>Financial liabilities</b>		
Trade payables		
USD	107.06	47.79
GBP	25.80	36.72
NOK	-	33.24
EUR	77.33	58.32
CAD	7.29	-
Others	3.99	3.22
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>221.47</b>	<b>179.29</b>

**Sensitivity**

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

Particulars	Impact on Profit and Loss for the year ended March 31, 2024		Impact on Profit and Loss for the year ended March 31, 2023	
	Gain / (Loss) on Appreciation	Gain / (Loss) on Depreciation	Gain / (Loss) on Appreciation	Gain / (Loss) on Depreciation
1% appreciation / depreciation in Indian Rupees against following foreign currencies *:				
USD	4.65	(4.65)	7.38	(7.38)
GBP	0.69	(0.69)	0.71	(0.71)
NOK	-	-	(0.33)	0.33
EUR	1.24	(1.24)	2.16	(2.16)
CAD	0.41	(0.41)	0.54	(0.54)
AUD	0.28	(0.28)	-	-
Others	0.06	(0.06)	0.01	(0.01)
<b>Total</b>	<b>7.33</b>	<b>(7.33)</b>	<b>10.47</b>	<b>(10.47)</b>

\* Holding all other variables constant

USD: United States Dollar, GBP: Great Britain Pound sterling, NOK: Norwegian Krone, EUR: Euro, CAD: Canadian Dollar, AUD: Australian Dollar

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

Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (D) Impact of hedging activities

#### (a) Disclosure of effects of hedge accounting on financial position

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
<b>March 31, 2024</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	2,016.43	-	8.54	-	April 2024 to March 2025	1:1	Euro:- 92.75 USD:- 84.19 GBP:- 106.23 CAD:- 63.31	14.90	(14.90)
<b>March 31, 2023</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	2,387.75	-	-	23.71	April 2023 to March 2024	1:1	Euro:- 89.64 USD:- 82.73 GBP:- 96.77 CAD:- 61.79	(18.53)	18.53

\*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1.

## 29 Capital management

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

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

For the purpose of the Company's capital management, capital includes issued share capital, securities premium, all other reserves and debt. Debt includes lease liabilities.

During the financial year, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2024.

Particulars	March 31, 2024	March 31, 2023
Lease liabilities [Refer note 6(iii)]	293.19	3.95
<b>Total Debt (A)</b>	<b>293.19</b>	<b>3.95</b>
Equity share capital [Refer note 11 (b)]	270.78	269.14
Other equity (Refer note 12)	5,550.16	4,647.91
<b>Total Equity (B)</b>	<b>5,820.94</b>	<b>4,917.05</b>
<b>Profit after tax (C)</b>	<b>1,020.74</b>	<b>992.63</b>
Opening Shareholders equity	4,917.05	3,764.87
Closing Shareholders equity	5,820.94	4,917.05
<b>Average Shareholder's Equity (D)</b>	<b>5,369.00</b>	<b>4,340.96</b>
<b>Debt equity ratio (A/B)</b>	0.05	0.00
<b>Return on equity Ratio (%) (C/D)</b>	19.0%	22.9%

## 30 Contingent Liabilities

### a) Claims against the Company not acknowledged as debts:-

	As at	
	March 31, 2024	March 31, 2023
Customers	0.59	0.59
Indirect tax	19.76	19.42
Income tax	30.80	30.80
	<b>51.15</b>	<b>50.81</b>

### b) Guarantees

- i. Financial Guarantees issued by Bankers outstanding at the end of the year Rs. 20.01 Million (Previous year Rs. 20.01 Million).
- ii. Corporate Guarantee issued to ICICI Bank UK for availing working capital limit on behalf of NIIT Limited, UK up to GBP 4.20 Million, Amount Outstanding at the end of the year is Rs. Nil.
- iii. Corporate Guarantee issued to ICICI Bank UK for availing working capital limit on behalf of NIIT Ireland Limited, up to EUR 3.15 Million, Amount Outstanding at the end of the year is Rs. Nil.

## 31 Capital and Other Commitments

- (a) Estimated amount of contracts to be executed on capital account (net of advances) as at March 31, 2024 Rs. 10.72 Million (Previous year Rs. 7.67 Million) for purchase of property, plant and equipment.
- (b) For commitments related to lease arrangements, Refer note 6.

## 32 Segment Information

The Company is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments. The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company are considered as Chief Operating Decision Makers (CODM) who evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment.

As per Ind AS 108 - Operating Segments, where the financial report contains both the consolidated financial statements of a parent as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, no segment information is disclosed in these Standalone financial statements of the Company.

**33 Dividend**

	Year ended	
	March 31, 2024	March 31, 2023
<b>(i) Declared and paid during the year and previous year</b>		
Interim dividend for the F.Y. 2023-24 : Rs. 2.50 per share (Previous year : Rs. Nil)	336.81	-
	<b>336.81</b>	<b>-</b>

**(ii) Proposed Dividend**

The Board of Directors of the Company in their meeting held on May 22, 2024, proposed a final dividend of Rs.2.75 (Previous year Rs. Nil) per equity shares in respect of the year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting and are not recognised as a liability as at March 31, 2024.

**34 Earnings Per Share**

	Year ended	
	March 31, 2024	March 31, 2023
Profit attributable to Equity Shareholders (Rs. Million) (A)	1,020.74	992.63
Weighted average number of Equity Shares outstanding during the year (Nos.) – (B)	134,834,522	134,309,442
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	5,263,418	3,253,292
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (C)	140,097,940	137,562,734
Nominal Value of Equity Shares (Rs.)	2	2
Basic Earnings per Share attributable to equity shareholders (Rs.) (A/B)	7.57	7.39
Diluted Earnings per Share attributable to equity shareholders (Rs.) (A/C)	7.29	7.22

**35 Related Party Transactions :**

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

**Subsidiaries**

- 1 NIIT (USA) Inc, USA
- 2 St. Charles Consulting Group, LLC (subsidiary of entity at serial no. 1)
- 3 Stackroute Learning Inc, USA (subsidiary of entity at serial no. 1)
- 4 NIIT Limited, UK
- 5 NIIT Malaysia Sdn. Bhd, Malaysia
- 6 NIIT (Ireland) Limited
- 7 NIIT West Africa Limited
- 8 NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 6)
- 9 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 1)
- 10 NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 1 - incorporated on February 23, 2023)
- 11 NIIT Brazil LTDA (subsidiary of entity at serial no. 1 - incorporated on March 23, 2023)



**B. Entities in which Key Management Personnel of the Company and NIIT Limited are same**

- 1 NIIT Limited (Erstwhile Holding Company till March 31, 2022)\*
- 2 NIIT Institute of Process Excellence Limited (Liquidation on August 11, 2023)
- 3 NIIT GC Limited, Mauritius
- 4 PT NIIT Indonesia, Indonesia (under liquidation)
- 5 NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 3)
- 6 Chengmai NIIT Information Technology Company Limited, China (Closed w.e.f. August 18, 2022, subsidiary of entity at serial no. 5)
- 7 Chongqing NIIT Business Consulting Co. Limited, (subsidiary of entity at serial no. 5) (Formerly Known as Chongqing An Dao Education Consulting Limited, China )
- 8 NingXia NIIT Education Technology Company Limited, China (Closed w.e.f. December 6, 2022, subsidiary of entity at serial no.5)
- 9 Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no.5)
- 10 NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 5)
- 11 NIIT Institute of Finance Banking and Insurance Training Limited
- 12 RPS Consulting Private Limited

\* Ceased to be wholly owned subsidiary of NIIT Limited, pursuant to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited as approved by Hon'ble National Company Law Tribunal vide its Order dated May 19, 2023 and the same became effective on May 24, 2023, with effect from an appointed date i.e. April 1, 2022.

**C. Key Management Personnel and Relatives of Key Management Personnel****Key Management Personnel**

- 1 Mr. Rajendra S Pawar (Non-Executive Chairman-w.e.f. May 24, 2023)
- 2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director w.e.f. May 24, 2023) (Non-Executive Director till May 23, 2023)
- 3 Mr. P Rajendran (Non-Executive Director- resigned w.e.f. May 24, 2023)
- 4 Mr. Sapnesh Kumar Lalla (Executive Director & Chief Executive Officer w.e.f. May 24, 2023) (Non-Executive Director till May 23, 2023)
- 5 Mr. Ravinder Singh (Non-Executive Independent Director-w.e.f. May 20, 2023)
- 6 Ms. Sangita Singh (Non-Executive Independent Director- w.e.f. May 20, 2023)
- 7 Ms. Leher Vijay Thadani (Non-executive Director - w.e.f. May 24, 2023)
- 8 Mr. Ravindra Babu Garikipati (Non-Executive Independent Director-w.e.f May 24, 2023)
- 9 Mr.Parthasarthy Vankipuram Srinivasa (Non-Executive Independent Director-w.e.f June 16, 2023)
- 10 Mr. Sanjay Kumar Jain (Chief Financial Officer- resigned w.e.f. May 24, 2023)
- 11 Mr. Sanjay Mal (Chief Financial Officer-w.e.f. May 24, 2023)
- 12 Mr. Siddharth Nath (Company Secretary-Resigned w.e.f. May 24, 2023)
- 13 Mr. Deepak Bansal (Company Secretary-w.e.f. May 24, 2023)
- 14 Ms. Leena Khokha (Manager-resigned w.e.f. April 30, 2023)
- 15 Ms. Mita Brahma (Non-Executive Director-resigned w.e.f. May 24, 2023)

**Relatives of Key Management Personnel**

- 1 Mr. Sailesh Kumar Lalla (Brother of Mr. Sapnesh Kumar Lalla)
- 2 Mr. Madan Mohan Lalla (Father of Mr. Sapnesh Kumar Lalla)
- 3 Ms. Tini Singh (Wife of Mr. Ravinder Singh)

**D. Other related parties with whom Company has transacted**

**Parties in which the Key Management Personnel or the close members of the Key Management Personnel of the Company are deemed to be interested**

- 1 NIIT Institute of Information Technology
- 2 NIIT Foundation
- 3 NIIT University
- 4 Naya Bazaar Novelties Private Limited

**E. Key Management Personnel compensation and Dividend paid\***

**Key Management Personnel compensation**

	Year ended	
	March 31, 2024	March 31, 2023
Short-term employee benefits	59.96	9.58
Post-employment benefits	2.76	1.19
Share based payments	25.65	6.74
Commission, Sitting fees, Remuneration and Other reimbursements paid to Non Executive & Independent Directors	17.95	-
<b>Total compensation</b>	<b>106.32</b>	<b>17.51</b>

\*Further, pursuant to Scheme of Arrangement (Refer note 36), remuneration of Key Management Personnel of NIIT Limited amounting to Rs. 11.50 Million (Previous year Rs. 147.52 Million) allocated to NLSL is not included above.

**Dividend paid**

	Year ended	
	March 31, 2024	March 31, 2023
Promoter and Promoter Group [Refer note 11(f)]	117.23	-
Key Management Personnel and their relatives	2.28	-
<b>Total</b>	<b>119.51</b>	<b>-</b>

**F. Terms and conditions**

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made in ordinary course of business and at arm's length price.

All outstanding balances are unsecured and are repayable in cash.

**Notes to the Standalone Financial Statements for the year ended March 31, 2024** **Contd..**  
 (All Amount in Rs. Millions, unless otherwise stated)

**G. Details of transactions with related parties :**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>Sale of Services</b>		
NIIT (USA) Inc, USA	1,573.03	1,682.31
NIIT (Ireland) Limited	398.10	442.99
NIIT Learning Solutions (Canada) Limited	143.56	193.70
NIIT Limited, U.K.	315.31	212.43
NIIT Limited	23.68	43.60
Stackroute Learning Inc, USA	9.69	4.97
NIIT Malaysia Sdn Bhd, Malaysia	2.18	0.99
Eagle Training Spain, S.L.U	-	0.02
	<b>2,465.55</b>	<b>2,581.01</b>
<b>Purchase of Services</b>		
<b>Professional Technical &amp; Outsourcing expenses</b>		
NIIT (USA) Inc, USA	279.90	162.78
NIIT Limited, U.K.	190.51	237.32
RPS Consulting Private Limited	22.43	35.12
Eagle Training Spain, S.L.U	63.97	21.24
NIIT (Ireland) Limited	114.59	59.01
NIIT Learning Solutions (Canada) Limited	26.29	5.08
NIIT China (Shanghai) Limited, Shanghai	-	4.08
	<b>697.69</b>	<b>524.63</b>
<b>Corporate and Management Support Services</b>		
NIIT (USA) Inc, USA	155.55	177.26
NIIT Learning Solutions (Canada) Limited	48.89	56.59
NIIT (Ireland) Limited	40.36	43.49
NIIT Limited, U.K.	56.55	48.67
Eagle Training Spain, S.L.U	4.55	2.94
Stackroute Learning Inc, USA	3.23	1.87
NIIT Malaysia Sdn Bhd, Malaysia	1.23	0.90
	<b>310.36</b>	<b>331.72</b>
<b>Recovery of Expense from</b>		
<b>Corporate Guarantee Charges</b>		
NIIT Limited, U.K.	0.56	2.10
NIIT (Ireland) Limited	0.35	-
NIIT Learning Solutions (Canada) Limited	-	0.60
	<b>0.91</b>	<b>2.70</b>
<b>Dividend Income</b>		
NIIT (Ireland) Limited	335.53	-
	<b>335.53</b>	<b>-</b>
<b>Recovery of Share Based Payment from</b>		
NIIT (USA) Inc, USA	61.48	89.96
NIIT Limited, U.K.	1.08	8.66
NIIT (Ireland) Limited	2.15	3.37
NIIT Limited	20.29	-
	<b>85.00</b>	<b>101.99</b>
<b>Recovery of Share Based Payment by</b>		
NIIT Limited	59.56	-
	<b>59.56</b>	<b>-</b>

Details of transactions with related parties (Contd.):

	Year ended	
	March 31, 2024	March 31, 2023
<b>Other Recovery through Other income</b>		
NIIT (USA) Inc, USA	22.04	22.19
NIIT Limited	16.56	-
NIIT Learning Solutions (Canada) Limited	5.21	4.98
NIIT (Ireland) Limited	4.03	4.15
NIIT Limited, U.K.	4.94	3.05
NIIT Malaysia Sdn Bhd, Malaysia	0.04	0.02
	<b>52.82</b>	<b>34.39</b>
<b>Other Recovery through Other expense</b>		
NIIT Limited, U.K.	12.77	5.23
NIIT (USA) Inc, USA	3.10	3.08
NIIT Learning Solutions (Canada) Limited	0.17	1.51
NIIT (Ireland) Limited	2.50	2.01
NIIT Malaysia Sdn Bhd, Malaysia	0.68	0.94
Eagle Training Spain, S.L.U	0.14	0.78
NIIT Limited	4.70	-
	<b>24.06</b>	<b>13.55</b>
<b>Recovery of Expenses by</b>		
<b>Professional Technical &amp; Outsourcing expenses</b>		
NIIT Limited, U.K.	20.79	20.11
NIIT (USA) Inc, USA	38.78	14.18
RPS Consulting Private Limited	20.62	10.33
NIIT Malaysia Sdn Bhd, Malaysia	0.30	-
NIIT (Ireland) Limited	-	0.04
	<b>80.49</b>	<b>44.66</b>
<b>Included in other expense</b>		
NIIT (USA) Inc, USA	17.45	3.18
NIIT University	1.23	1.12
Eagle Training Spain, S.L.U	-	0.07
NIIT Limited	59.07	-
NIIT Limited, U.K.	0.99	-
NIIT Malaysia Sdn Bhd, Malaysia	0.44	-
NIIT (Ireland) Limited	39.09	0.04
RPS Consulting Private Limited	-	0.02
	<b>118.27</b>	<b>4.43</b>
<b>Other Expenses (CSR Expenses)</b>		
NIIT Institute of Information Technology	6.60	15.30
	<b>6.60</b>	<b>15.30</b>
<b>Sales of Goods</b>		
NIIT Foundation	0.29	-
	<b>0.29</b>	<b>-</b>
<b>Purchase of Goods</b>		
Naya Bazaar Novelties Private Limited	0.05	-
	<b>0.05</b>	<b>-</b>
<b>Security Deposit Paid</b>		
NIIT Limited	32.83	-
	<b>32.83</b>	<b>-</b>
<b>Rental Expense</b>		
NIIT Limited	56.13	-
	<b>56.13</b>	<b>-</b>

Refer notes 30 and 31 for Guarantees, collaterals and commitments as at the year end.

H. Outstanding Balances :

Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Receivables</b>		
NIIT (USA) Inc, USA	445.78	679.40
NIIT (Ireland) Limited	93.53	120.82
NIIT Limited, U.K.	109.30	111.79
NIIT Learning Solutions (Canada) Limited	48.12	55.39
NIIT Limited	39.06	12.27
Stackroute Learning Inc, USA	3.49	3.56
Eagle Training Spain, S.L.U	2.44	2.13
NIIT Malaysia Sdn Bhd, Malaysia	2.19	1.65
NIIT Mexico, S. DE R.L. DE C.V.	0.00	-
<b>Total</b>	<b>743.91</b>	<b>987.01</b>
<b>Payables</b>		
NIIT Limited, U.K.	59.34	101.85
NIIT (USA) Inc, USA	106.44	36.87
Eagle Training Spain, S.L.U	14.32	11.80
NIIT Limited	85.33	9.60
RPS Consulting Private Limited	7.35	6.25
NIIT (Ireland) Limited	31.43	21.78
NIIT Learning Solutions (Canada) Limited	7.27	2.19
NIIT University	-	0.08
Ms. Leena khokha	-	0.04
NIIT Malaysia Sdn Bhd, Malaysia	0.31	-
Mr. Sanjay Mal	1.30	-
Mr. Deepak Bansal	0.29	-
Mr. Sapnesh Kumar Lalla	0.03	-
Mr. Rajendra S Pawar	0.13	-
Mr. Ravinder Singh	1.84	-
Mr. Ravindra Babu Garikipati	1.71	-
Ms. Sangita Singh	1.80	-
Ms. Leher Vijay Thadani	1.15	-
Mr. Vankipuram Srinivasa Parthasarathy	1.44	-
Mr. Sanjay Kumar Jain	-	0.01
<b>Total</b>	<b>321.48</b>	<b>190.47</b>
<b>Security Deposit Recoverable</b>		
NIIT Limited	32.83	-
<b>Total</b>	<b>32.83</b>	<b>-</b>

Refer notes 30 and 31 for Guarantees, collaterals and commitments as at the year end.

**36 Composite Scheme of Arrangement**

- (A) The Board of Directors of NIIT Limited, in its meeting held on January 28, 2022 approved a Composite Scheme of Arrangement ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited ("Transferor Company" or "NIIT") and NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) ("Transferee Company" or "NLSL") a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme"). The Scheme inter-alia provides for, (i) Transfer and Vesting of Demerged Undertaking by the Transferor Company to Transferee Company, (ii) Reduction and cancellation of Share Capital of Transferee Company held by Transferor Company, (iii) Issuance and allotment of shares by the Transferee Company to the shareholders of Transferor Company in consideration of transfer of Demerged undertaking.

## Notes to the Standalone Financial Statements for the year ended March 31, 2024 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

On May 19, 2023, the National Company Law Tribunal (NCLT), Chandigarh Bench sanctioned/ approved the Composite Scheme of Arrangement which was made effective on May 24, 2023 upon filing of the certified copies of the NCLT Orders sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the Demerged Undertaking ("Demerged Undertaking") is demerged from NIIT and transferred to and vested in NLSL with effect from April 1, 2022 i.e. the Appointed Date as per Scheme.

The transactions pertaining to the Demerged Undertaking of NIIT from the appointed date upto the effective date of the Scheme have been made by NIIT on behalf of NLSL as per the Scheme.

The transfer of the Demerged Undertaking is accounted for in the books of the NLSL using the pooling of interest method in accordance with Appendix C "Business Combinations of entities under common control" of the Indian Accounting Standard (IND- AS) 103-Business Combinations and the financial statements for the year ended March 31, 2022 have been restated in accordance with the requirements of Ind AS 103.

The details of assets and liabilities transferred to the Company are as under :

PARTICULARS	April 1, 2022
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	96.09
Intangible assets	32.80
Right-of-use assets	7.64
Intangible assets under development	24.52
<b>Financial assets</b>	
Investments	940.64
Other financial assets	0.24
Deferred tax assets (net)	117.89
Income tax assets (net)	-
Other non-current assets	16.77
<b>Total non-current assets</b>	<b>1,236.59</b>
<b>Current Assets</b>	
<b>Financial assets</b>	
Investments	925.37
Trade receivables	674.88
Bank balances other than Cash and cash equivalents	785.63
Other financial assets	937.00
Other current assets	101.84
<b>Total current assets</b>	<b>3,424.72</b>
<b>TOTAL ASSETS</b>	<b>4,661.31</b>
<b>LIABILITIES</b>	
<b>Non-current liabilities</b>	
<b>Financial liabilities</b>	
Lease liabilities	4.07
<b>Total non-current liabilities</b>	<b>4.07</b>
<b>Current liabilities</b>	
<b>Financial liabilities</b>	
Lease liabilities	4.20
Trade payables	358.39
Other financial liabilities	257.16
Other current liabilities	77.79
Provisions	190.52
Income tax liabilities (net)	27.61
<b>Total current liabilities</b>	<b>915.67</b>
<b>TOTAL LIABILITIES</b>	<b>919.74</b>
<b>Net Assets Received</b>	<b>3,741.57</b>

Pursuant to the Scheme of Arrangement, the difference between the book value of the assets and liabilities transferred, has been credited to the following reserves of the Company:

PARTICULARS	April 1, 2022
Share based payment reserve	149.50
Cash flow Hedge Reserve	8.29
Retained Earnings	3,583.78
	<b>3,741.57</b>

**(B) Basis of Carve Out Financials with respect to Demerged Undertaking till effective date**

The Financial Information is prepared in accordance with the Guidance Note on 'Combined and Carve-out Financial Statements' ("Guidance Note") issued by the Institute of Chartered accounts of India ("ICAI") which sets out overall framework for the preparation and presentation of the carve-out Financial Information. In preparing the said carve-out Financial Information, principles as set out in the Guidance Note and accounting method prescribed in the Scheme have been applied as below:

- i. The directly identifiable assets, liabilities, income and expenditures of the demerged undertaking are based on the books of accounts and underlying accounting records maintained by the Company.
  - ii. All other assets including Fixed deposits, current investments in mutual funds, liabilities, income and expenditures, (including Common in nature) have been allocated on the basis of Revenue, or any other reasonable basis as approved by the Board. Balance of Share based payment reserve is transferred based on net book value of assets transferred of demerged undertaking over net worth of the NIIT Limited as on the appointed date pre-demergers.
- (C) Pursuant to the Scheme, 115,564,072 equity shares of Rs. 10/- each of the NLSL amounting to Rs. 1,155.64 Million held by NIIT stands cancelled as per the Scheme w.e.f. Appointed Date. Consequently, NLSL has ceased to be subsidiary of NIIT Limited. The amount of equity share capital stands reduced and cancelled and correspondingly adjusted to the retained earnings and securities premium to the extent available and balance equity share capital of Rs. 23.30 Million was transferred to capital reserve in the previous year.
- (D) Pursuant to the Scheme, the Company has issued and allotted equity shares to the shareholders of NIIT Limited whose name appears in the register of members of NIIT as on the record date i.e. June 8, 2023, one equity share of Rs. 2/- each in NLSL as fully paid up for every equity share of Rs. 2/- each held by them in NIIT and the equity share capital of Rs. 269.14 Millions to be issued has been disclosed as Share Suspense Account under the head Equity Share Capital as on March 31, 2023. Scheme Related Expenses post appointed date are allocated equally between NIIT and NLSL, expenses incurred before appointed date are borne by NIIT as per the Scheme and expenses incurred after the effective date are borne by NLSL as per the Scheme.

Prior to effective date of scheme of arrangement, 50,000 equity shares has been issued on account of exercise of employee stock options by employee during the year.

**37 Non- Cash Transactions****Reconciliation of liabilities arising from financing activities**

Particulars	As at March 31, 2023	Cash Flows (Net)	Non-Cash Changes	As at March 31, 2024
Lease Liabilities	3.95	(59.63)	348.87	293.19

**38 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 Company.
- 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, 2024.
- iii. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 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.
- v. Relationship with Struck off Companies

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship with the struck off company, if any, to be disclosed
Assam Computer Services Private Limited	Trade Payables	0.05	0.05	None
Vijaya Lakshmi Softech Private Limited	Trade Receivable	0.03	0.03	None
North East Info Services Private Limited	Trade Payables	0.90	0.90	None

- vi. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- vii. The Company has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.

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

(All Amount in Rs. Millions, unless otherwise stated)

Contd..

### viii) Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	%Change	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	4.5	4.0	13%	
Debt- Equity Ratio	Total Debt = Borrowings + Lease liabilities	Shareholder's Equity	0.05	0.00	100%	Increase in lease liability basis leases taken up during the year resulting in change in ratio
Debt Service Coverage Ratio	Earnings available for debt service=Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service	19.1	228.7	(92%)	Increase in lease liability basis leases taken up during the year resulting in change in ratio
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	19.0%	22.9%	(17%)	
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	5.3	2.0	165%	Impact due to ramp down of school business resulting in decrease in inventory
Trade Receivable Turnover Ratio	Total sales	Trade Receivables	4.7	3.9	21%	
Trade Payable Turnover Ratio	Total purchases	Trade Payables	3.2	3.0	7%	
Net Capital Turnover Ratio	Net Sales	Average Working Capital (i.e. Total current assets less Total current liabilities)	111.2%	139.9%	(21%)	
Net Profit Ratio	Net Profit	Net Sales	25.5%	24.6%	4%	
Return on Capital Employed	Earnings before interest & taxes	Capital employed = Tangible Net worth + Lease liabilities	23.7%	22.9%	3%	
Return on Investment						
Mutual funds	Income generated from invested funds	Weighted average investments	7.11%	4.08%	73%	10 Year Benchmark Yields have moved down by 25 bps in FY 24 (i.e. from 7.31 to 7.06), which has resulted in mark to market capital gains on the portfolios.
Fixed deposits	Income generated from invested funds	Weighted average investments	6.83%	6.29%	8%	



- ix) 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
  - x) 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
  - xi) The Company has not been sanctioned any working capital limit at any point of time during the year from Banks or Financial Institutions.
  - xii) **Audit Trail**  
 The Company have used accounting software and certain other related software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the software, except that:
    - a. At accounting software, there are certain privileged / administrative access rights for which audit trail feature is not enabled at application level.
    - b. audit trail feature is not enabled at the database level insofar as it relates to accounting and other related software. Further no instance of audit trail feature being tampered with was noted in respect of these software.
  - xiii) **Server backup**  
 The Company has kept proper books of account as required by law except backup of the books of account of one particular software in electronic mode has not been maintained on servers physically located in India.
- 39** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited**

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Sapnesh Kumar Lalla**

Executive Director &

Chief Executive Officer

DIN - 06808242

**Sanjay Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024



MANAGED  
TRAINING  
SERVICES

# CONSOLIDATED FINANCIAL STATEMENTS

NIIT Learning Systems Limited

## INDEPENDENT AUDITOR'S REPORT

### To the Members of NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group 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 financial statements under the provisions of the Act and the Rules thereunder, 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 consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
<p><b>Revenue recognition and recoverability from trade receivables and unbilled revenue</b> (refer to the summary of material accounting policies in point 2(d), (i) (iii) and (k) and the disclosure in note 7(ii), 7(iii) and 16 of the consolidated financial statements)</p> <p>The Group derives significant portion of its revenue from training delivery under time and material contracts. The Group recognizes revenue from services over a period of time. We identified revenue recognition as a key audit matter because revenue is one of the Group's key performance indicators and there is an inherent risk around the accuracy of revenue which is dependent upon confirmation of training delivery from customer.</p> <p>Further, the Group has significant amount of trade receivables and unbilled revenue of Rs. 3,043.14 Million (net of provisions) in the balance sheet. The Group has determined the allowance for expected credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. We focused on this risk as the balances are material and there are significant judgements involved in assessing the recoverability of trade receivables and unbilled revenue for calculating expected credit losses.</p>	<p>Our audit procedures included the following:</p> <p>We have performed a walkthrough and obtained an understanding of the process and tested the operating effectiveness of key controls associated with the revenue recognition and accounts receivable process.</p> <p>We made enquiries of management and analysed contracts on sample basis to evaluate revenue recognition in accordance with the terms and conditions of the contract. We have:</p> <ul style="list-style-type: none"> <li>• Assessed the Group's accounting policies relating to revenue recognition;</li> <li>• Checked the revenue recognition from training and material contracts by reading the supporting documents including inspection of contracts/ statement of work/ purchase orders from customers and documents evidencing satisfaction of performance obligation, on a test check basis;</li> <li>• Checked, pre and post-year end, sample of revenue recognized, with supporting documents;</li> <li>• Circulated the confirmations for outstanding trade receivables on sample basis on year-end, and performed alternate procedures for confirmations not received;</li> <li>• Tested the ageing of trade receivables for a sample of invoices;</li> <li>• Checked the subsequent collection made from trade receivables and subsequent billing for unbilled revenue and inquired of management for the reasons of any long outstanding amounts and correspondences with customers;</li> <li>• Checked the calculation of expected credit loss model, based upon the past trend and forward-looking scenarios and ensured that recognition of the calculation of expected credit loss in accordance with the provision of Ind AS 109;</li> <li>• Tested the journal entries impacting revenue, using data extracted from the accounting system, made in the preparation of the consolidated financial statements; and</li> <li>• Checked the adequacy of disclosure given in the consolidated financial statements for compliance with the Accounting Standards;</li> </ul>
<p><b>Impairment of Intangible assets and goodwill</b> (refer to the summary of material accounting policies in point 2(o) and (p) and the disclosure in note 4 of the consolidated financial statements)</p> <p>Annually, the management assess the impairment of internally generated intangible assets for each cash generating unit (CGU) for an impairment test.</p> <p>As at the reporting date, the Group has internally generated intangible assets (including intangible assets under development) for which management has evaluated future economic benefits in accordance with Indian Accounting Standard ('Ind-AS') 36, "Impairment of Assets".</p> <p>Significant judgement is applied by the management in particularly for forecast of CGU cash flows and the key assumptions used in estimating the value-in-use of each cash generating unit (CGU) these intangible assets.</p> <p>Based on the management's assessment, we have identified this matter to be key audit matter in our audit of the Consolidated financial statement.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the Group's valuation methodology applied in determining the value-in-use;</li> <li>• Inspected and assessed management's most recent forecasts and the underlying assumptions/ calculations having considered information on capacity and expected growth rates from recent industry sources;</li> <li>• Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance;</li> <li>• We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth;</li> <li>• Assessed potential changes in key drivers with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were appropriate;</li> <li>• Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used;</li> <li>• Obtained management's most recent financial results, forecasts and liquidity analysis underlying their impairment assessment and tested the integrity of the forecasts, including the mathematical accuracy; and</li> <li>• Checked the disclosure given in the consolidated financial statements for compliance with Accounting Standard.</li> </ul>

Key audit matters	How our audit addressed the key audit matter
<p><b>Recoverability of deferred tax assets</b> (refer to the summary of material accounting policies in point 2(f) and the disclosure in note 8(i) of the consolidated financial statements)</p> <p>The Group has recognized deferred tax assets of Rs. 148.34 Million on timing differences. There is inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized.</p> <p>The analysis of the recoverability of such deferred involves judgement regarding the future profitability and the likelihood of the realization of these assets, in particular whether there will be taxable profits in future periods that support the recognition of these assets.</p> <p>There is an inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized. We have identified this matter to be a key audit matter in our audit of the consolidated financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Checked management's calculation of the deferred tax assets and the key assumptions used;</li> <li>• Evaluated the design and implementation of key controls relating to calculation of deferred tax asset;</li> <li>• Checked the basis for estimating projected future taxable profits and evaluated the assumptions used by the management in these profits forecasts;</li> <li>• Tested the tax adjustments, with the support from tax specialists, which are taken into account to estimate the taxable income, applicable tax legislation and the decisions concerning the possibilities of using applicable benefits with respect to the group entities;</li> <li>• Performed sensitivity analysis on projections used for determining future taxable income to understand and challenge the key assumptions used by the management;</li> <li>• Tested the arithmetical accuracy of the deferred tax calculation; and</li> <li>• Checked the disclosure given in the consolidated financial statements for compliance with the Accounting Standards.</li> </ul>

#### Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

#### Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

- (a) We did not audit the financial statements and other financial information, in respect of 4 subsidiaries, whose financial statements include total assets of Rs. 6,341.68 Million as at March 31, 2024, and total revenues of Rs. 3,794.78 Million and net cash inflows of Rs. 301.07 Million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of such other auditors.

The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 2 subsidiaries whose financial statements and other financial information reflect total assets of Rs 55.51 Million as at March 31, 2024, and total revenues of Rs 3.42 Million and net cash inflows of Rs 26.21 Million for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books except as stated in Note 40(x) to the financial statements.
    - a) w.r.t. one software relating to other books of account for which the backup in electronic mode has not been maintained on servers physically located in India and
    - b) for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g);
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended;
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g);
  - (g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other matter' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 29 to the consolidated financial statements;
- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries, incorporated in India during the year ended March 31, 2024.
- iv.
  - a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, other than as disclosed in the note 40(viii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, other than as disclosed in the note 40(ix) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The interim dividend declared and paid during the year by the Holding Company and until the date of this audit report is in accordance with Section 123 of the Act.  
As stated in Note 31(ii) to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Holding Company has used accounting software and certain related software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in software except that, as mentioned in Note 40 (xi) to the financial statement:
  - a) audit trail feature is not enabled w.r.t. accounting software at application level for direct changes to data when using certain privileged/ administrative access rights.
  - b) Audit trail for accounting and certain related software was not enabled at the database level to log any direct changes to the database.

During the course of our audit, we did not come across any instance of audit trail feature being tampered with respect of the accounting software.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFG4562

Place of Signature: Gurugram

Date: May 22, 2024



## ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE REPORT ON THE OTHER LEGAL AND REGULATORY REQUIREMENTS

Re: NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) ('the Group')

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFG4562

Place of Signature: Gurugram

Date: May 22, 2024

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of NIIT Learning Systems Limited (Formerly Known as Mindchampion Learning Systems Limited) ("the Company") (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements**

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Group which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFG4562

Place of Signature: Gurugram

Date: May 22, 2024

# CONSOLIDATED BALANCE SHEET

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	As at	
		March 31, 2024	March 31, 2023#
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	340.62	349.68
Goodwill	4	4,407.51	4,342.26
Other Intangible assets	4	999.13	1,161.74
Right-of-use assets	6(ii)	385.96	120.33
Intangible assets under development	4	262.71	118.10
<b>Financial assets</b>			
Investments	7(i)	302.79	-
Other financial assets	7(iii)	29.13	27.01
Deferred tax assets (net)	8(i)	148.34	191.71
Income tax assets (net)	8(ii)	230.27	124.23
Other non-current assets	9	1.18	9.65
<b>Total non-current assets</b>		<b>7,107.64</b>	<b>6,444.71</b>
<b>Current assets</b>			
Inventories	10	0.80	1.26
<b>Financial assets</b>			
Investments	7(i)	3,473.87	2,826.13
Trade receivables	7(ii)	2,250.47	2,155.36
Cash and cash equivalents	7(iv)	2,843.04	2,559.70
Bank balances other than above	7(v)	1.11	225.91
Other financial assets	7(iii)	4,356.21	2,654.20
Other current assets	9	298.23	202.29
<b>Total current assets</b>		<b>13,223.73</b>	<b>10,624.85</b>
<b>TOTAL ASSETS</b>		<b>20,331.37</b>	<b>17,069.56</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	11(b)	270.78	269.14
Other equity	12	9,503.69	7,433.74
<b>TOTAL EQUITY</b>		<b>9,774.47</b>	<b>7,702.88</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	13(i)	683.35	916.34
Lease liabilities	6(iii)	319.98	99.53
Other financial liabilities	13(iii)	1,513.16	2,040.36
Deferred tax liabilities (net)	8(i)	43.70	14.03
Provisions	15	4.24	-
Other non-current liabilities	14	3.87	0.86
<b>Total non-current liabilities</b>		<b>2,568.30</b>	<b>3,071.12</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	13(i)	246.73	242.26
Lease liabilities	6(iii)	71.21	30.77
Trade payables	13(ii)		
(a) Total outstanding dues of micro enterprises and small enterprises		9.11	26.15
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		896.41	980.33
Other financial liabilities	13(iii)	4,833.47	3,341.80
Other current liabilities	14	1,533.86	1,333.42
Provisions	15	169.16	264.58
Income tax liabilities (net)	8(ii)	228.65	76.25
<b>Total current liabilities</b>		<b>7,988.60</b>	<b>6,295.56</b>
<b>TOTAL LIABILITIES</b>		<b>10,556.90</b>	<b>9,366.68</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>20,331.37</b>	<b>17,069.56</b>

#Refer note 37.

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

As per our report of even date

For S.R.Batlboi & Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

per Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Learning Systems Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sapnesh Kumar Lalla

Executive Director &

Chief Executive Officer

DIN - 06808242

Place: Gurugram

Date : May 22, 2024

Vijay K Thadani

Vice-Chairman & Managing Director

DIN - 00042527

Sanjay Mal

Chief Financial Officer

Deepak Bansal

Company Secretary

Place: Gurugram

Date : May 22, 2024



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended	
		March 31, 2024	March 31, 2023#
<b>INCOME</b>			
Revenue from operations	16	15,535.08	13,617.87
Other Income	17	319.46	150.81
<b>Total Income</b>		<b>15,854.54</b>	<b>13,768.68</b>
<b>EXPENSES</b>			
Purchase of stock-in-trade		4.99	2.53
Change in inventories of stock-in-trade	10	0.46	4.16
Employee benefit expenses	18	7,532.36	6,942.03
Professional & technical outsourcing expenses		2,925.99	2,468.95
Finance costs	19	327.00	143.50
Depreciation and amortisation expenses	4(ii)	591.78	471.33
Other expenses	20	1,449.09	1,265.39
<b>Total Expenses</b>		<b>12,831.67</b>	<b>11,297.89</b>
<b>Profit before exceptional items and tax</b>		<b>3,022.87</b>	<b>2,470.79</b>
Exceptional items	22	(51.80)	(185.92)
<b>Profit before tax</b>		<b>2,971.07</b>	<b>2,284.87</b>
Tax expense:	23		
- Current tax		776.02	400.71
- Deferred tax charge/ (credit)		62.63	(38.01)
<b>Total tax expense</b>		<b>838.65</b>	<b>362.70</b>
<b>Profit for the year</b>		<b>2,132.42</b>	<b>1,922.17</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
a) Remeasurement of the defined benefit obligation	24	22.86	34.90
b) Income tax effect	8(i)	(5.75)	(8.79)
c) Gain on equity instrument measured at Fair value through other comprehensive income	12(ii)	30.86	-
d) Income tax effect	8(i)	(3.86)	-
		<b>44.11</b>	<b>26.11</b>
<b>Items that will be reclassified subsequently to profit or loss</b>			
a) Fair value changes on cash flow hedges, net	12(ii)	8.61	(18.53)
b) Income tax effect	8(i)	(0.58)	-
c) Exchange differences on translation of foreign operations	12(ii)	37.25	123.59
		<b>45.28</b>	<b>105.06</b>
<b>Total Other comprehensive income for the year (net of tax)</b>		<b>89.39</b>	<b>131.17</b>
<b>Total comprehensive income for the year</b>		<b>2,221.81</b>	<b>2,053.34</b>
<b>Profit attributable to</b>			
Owners of NIIT Learning Systems Limited		2,132.42	1,922.17
		<b>2,132.42</b>	<b>1,922.17</b>
<b>Other comprehensive income attributable to</b>			
Owners of NIIT Learning Systems Limited		89.39	131.17
		<b>89.39</b>	<b>131.17</b>
<b>Total comprehensive income attributable to</b>			
Owners of NIIT Learning Systems Limited		2,221.81	2,053.34
		<b>2,221.81</b>	<b>2,053.34</b>
<b>Earnings per share attributable to equity shareholders of parent (Face Value Rs. 2 each)</b>			
- Basic (in Rs.)	32	15.82	14.31
- Diluted (in Rs.)		15.22	13.97

#Refer note 37 and 38.

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

As per our report of even date

For S.R.Batlboi & Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of NIIT Learning Systems Limited

per Sanjay Bachchani

Partner

Membership No. 400419

Rajendra S Pawar

Chairman

DIN - 00042516

Vijay K Thadani

Vice-Chairman & Managing Director

DIN - 00042527

Sapnesh Kumar Lalla

Executive Director &

Chief Executive Officer

DIN - 06808242

Sanjay Mal

Chief Financial Officer

Deepak Bansal

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All Amount in Rs. Millions, unless otherwise stated)

## a) Equity Share Capital

Particulars	Numbers	Amount
<b>As at April 1, 2022 (Equity shares of Rs. 10 each)</b>	<b>115,564,072</b>	<b>1,155.64</b>
Cancelled Pursuant to Scheme of Arrangement (Equity shares of Rs. 10 each) (Refer note 37)	(115,564,072)	(1,155.64)
<b>Share Suspense Account</b>		
Shares to be issued Pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 37)	134,564,360	269.14
<b>Balance as at March 31, 2023 (Equity shares of Rs. 2 each)</b>	<b>134,564,360</b>	<b>269.14</b>
Reversal of share suspense account (Refer note 37)	(134,564,360)	(269.14)
Issued during the year Pursuant to Scheme of Arrangement (Refer note 11 (b))	134,614,360	269.24
Issued during the year under Employee stock options plan (Refer note 11 (b))	774,361	1.54
<b>Balance as at March 31, 2024 (Equity shares of Rs. 2 each)</b>	<b>135,388,721</b>	<b>270.78</b>

## b) Other Equity

Particulars	Reserves and Surplus					Other Equity			Total other equity
	Capital Reserve	Share Based Payment Reserve	Securities Premium Account	Retained Earnings	Cash Flow Hedge Reserve	Foreign Currency Translation Reserve	Equity Instruments through Other Comprehensive Income		
<b>Balance as at April 1, 2022</b>	-	149.50	-	3,815.50	8.29	372.99	-	4,296.28	
Cancelled Pursuant to Scheme of Arrangement (Refer note 37)	-	-	-	1,152.34	-	-	-	1,152.34	
Creation of Capital Reserve Pursuant to Scheme of Arrangement (Refer note 37)	3.30	-	-	-	-	-	-	3.30	
<b>Total as at April 1, 2022</b>	<b>3.30</b>	<b>149.50</b>	-	<b>4,967.84</b>	<b>8.29</b>	<b>372.99</b>	-	<b>5,451.92</b>	
Profit for the year	-	-	-	1,922.17	-	-	-	1,922.17	
Other comprehensive income (net of tax)	-	-	-	26.11	(18.53)	-	-	7.58	
<b>Total comprehensive income for the year</b>	-	-	-	<b>1,948.28</b>	<b>(18.53)</b>	<b>123.59</b>	-	<b>2,053.34</b>	
Share Based Payment Expense (Refer note 25)	-	225.60	-	-	-	-	-	225.60	
Shares to be issued Pursuant to Scheme of Arrangement (Refer note 37)	-	(68.98)	-	(269.14)	-	-	-	(269.14)	
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	-	-	-	41.00	-	-	-	41.00	
<b>Balance as at March 31, 2023</b>	<b>3.30</b>	<b>306.12</b>	-	<b>6,687.98</b>	<b>(10.24)</b>	<b>446.58</b>	-	<b>7,433.74</b>	
<b>Balance as at April 1, 2023</b>	<b>3.30</b>	<b>306.12</b>	-	<b>6,687.98</b>	<b>(10.24)</b>	<b>446.58</b>	-	<b>7,433.74</b>	
Profit for the year	-	-	-	2,132.42	8.03	37.25	97.00	2,369.70	
Other comprehensive income (net of tax)	-	-	-	17.18	-	-	-	17.18	
<b>Total comprehensive income for the year</b>	-	-	-	<b>2,149.53</b>	<b>8.03</b>	<b>37.25</b>	<b>27.00</b>	<b>2,221.81</b>	
Share Based Payment Expense (Refer note 25)	-	147.26	-	-	-	-	-	147.26	
Additions during the year on account of exercise of Employee Stock Options Transferred to Securities Premium from Share Based Payment Reserve on account of exercise of Employee Stock Options	-	(28.07)	74.29	-	-	-	-	46.22	
Dividend paid to equity shareholders (Refer note 31 (i))	-	(39.27)	-	(336.81)	-	-	-	(376.08)	
Share based payment payable to NIIIT Limited (net) (Refer note 12 (i))	-	(7.26)	-	7.26	-	-	-	-	
Transferred to Retained Earnings from Share Based Payment Reserves for employee stock options lapsed after vesting	-	-	-	(0.10)	-	-	-	(0.10)	
Shares issued Pursuant to Scheme of Arrangement (Refer note 37)	-	2.77	-	-	-	-	-	2.77	
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	-	-	-	-	-	-	-	-	
<b>Balance as at March 31, 2024</b>	<b>3.30</b>	<b>381.55</b>	<b>102.36</b>	<b>8,507.86</b>	<b>(2.21)</b>	<b>483.83</b>	<b>27.00</b>	<b>9,503.69</b>	

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

As per our report of even date.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIIT Learning Systems Limited**

**Vijay K Thedani**

Chairman

DIN - 00042527

**Rejendra S Pooar**

Chairman

DIN - 00042516

**Sapnesh Kumar Lalla**

Executive Director &

Chief Financial Officer

DIN - 06608242

**Sanjoy Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024

## CONSOLIDATED STATEMENT OF CASH FLOWS

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023#
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before exceptional items and tax	3,022.87	2,470.79
<b>Adjustments to reconcile profit before tax to net cash flows</b>		
Depreciation and amortisation expenses	591.78	471.33
Advances from Customers written back	(2.43)	(1.59)
Finance costs	128.00	51.41
Interest income from deposits with Banks and Financial Institutions	(85.45)	(83.25)
Unwinding of interest income on security deposit given	(1.41)	(0.10)
Unwinding of deferred income on advances received	(0.84)	(0.11)
Gain on termination of leases (net)	(0.04)	(0.14)
Gain on sale/ disposal of Property, Plant and Equipment and Intangible assets (net)	(0.48)	(2.74)
Net gain on changes in fair value of investments through profit and loss	(193.15)	(54.02)
Fair value loss on contingent consideration	199.00	92.09
Allowance for expected credit loss (net of reversal)	71.45	(4.63)
Bad Debts written off	0.41	-
Allowance for doubtful advances and other receivables (net of reversal)	0.24	0.69
Allowance for slow/ non-moving inventory (net of reversal)	(1.28)	(0.75)
Liabilities/ Provisions no longer required written back	-	(0.55)
Unrealised Foreign Exchange (Gain)/loss (net)	(7.97)	25.35
Share based payment expense	147.26	225.60
<b>Operating cash flows before working capital changes</b>	<b>3,867.96</b>	<b>3,189.38</b>
<b>Changes in assets and liabilities</b>		
(Decrease)/ Increase in Trade Payables	(58.69)	(36.36)
(Decrease)/ Increase in Other Non Current Financial Liabilities	11.41	(22.88)
(Decrease)/ Increase in Other Current Liabilities	200.44	(104.80)
(Decrease)/ Increase in Other Current Financial Liabilities	1,478.77	892.26
(Decrease)/ Increase in Provisions-Current	(72.56)	41.47
(Increase)/ Decrease in Trade Receivables	(163.25)	(417.55)
(Increase)/ Decrease in Inventories	1.74	4.91
(Increase)/ Decrease in Other Non Current Assets	(0.43)	(0.38)
(Increase)/ Decrease in Other Current Assets	(96.18)	(46.32)
(Increase)/ Decrease in Other Current Financial Assets	(1,505.71)	(1,242.62)
(Increase)/ Decrease in Other Non Current Financial Assets	(37.13)	(1.09)
<b>Net cash flows generated from operations before tax</b>	<b>3,626.37</b>	<b>2,256.02</b>
Direct Tax- (paid including TDS)/ refund received (net)	(729.44)	(624.56)
<b>Net Cash flows generated from Operating activities before Exceptional Items</b>	<b>2,896.93</b>	<b>1,631.46</b>
Exceptional Expenses in relation to Scheme of arrangement, acquisition of Business, Investments and Strategic initiatives	(110.09)	(103.64)
<b>Net Cash flows generated from operating activities (A)</b>	<b>2,786.84</b>	<b>1,527.82</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant and Equipment (including Right of use Assets, internally generated Intangible Assets and capital advances)	(472.52)	(406.58)
Proceeds from sale of Property, Plant and Equipment	4.32	7.07
Encashment of Fixed Deposits from Banks (net)	65.24	1,307.21
Encashment of Deposits from other Financial Institutions (net)	328.90	151.00
Proceeds from sale of mutual funds	2,960.79	122.46
Purchase of mutual funds	(3,744.28)	(2,051.38)
Payment towards Investments in Preferred shares	(265.30)	-
Payment towards acquisition of businesses (net of cash acquired) (Refer Note 38)	(796.71)	(1,803.84)
Interest received from deposits with Banks and Financial Institutions	100.43	123.65
<b>Net Cash flows used in Investing activities (B)</b>	<b>(1,819.13)</b>	<b>(2,550.41)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

Contd...

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023#
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of shares under Employee stock option scheme	75.83	-
Payment of lease liabilities	(61.57)	(34.47)
Payment of interest on lease liabilities	(31.05)	(4.40)
Repayment of long term borrowings	(248.76)	(151.33)
Proceeds from long term borrowings	-	1,240.95
Interest paid	(91.46)	(45.73)
Dividend paid to equity share holders of Parent Company	(335.70)	-
<b>Net Cash flows (used in) / generated from Financing activities (C)</b>	<b>(692.71)</b>	<b>1,005.02</b>
<b>Net Increase / (Decrease) in cash &amp; cash equivalents (A) + (B) + (C)</b>	<b>275.00</b>	<b>(17.57)</b>
Exchange difference on translation of foreign currency cash and cash equivalents	9.45	46.09
<b>Cash and Cash equivalents as at the beginning of the year (Refer note 1 below)</b>	<b>2,559.70</b>	<b>2,531.18</b>
<b>Cash and cash equivalents as at the end of the year (Refer note 1 below)</b>	<b>2,844.15</b>	<b>2,559.70</b>

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

1) Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:</b>		
Cash and cash equivalents as per the balance sheet [Refer note 7(iv)]	2,843.04	2,559.70
Add: Unpaid Dividend accounts [Refer note 7(v)]	1.11	-
<b>Cash and cash equivalents as at the end of the year</b>	<b>2,844.15</b>	<b>2,559.70</b>

2) Figures in parenthesis indicate cash outflow.

3) The Consolidated 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 39.

#Refer note 37.

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

As per our report of even date.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited**

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Sapnesh Kumar Lalla**

Executive Director &

Chief Executive Officer

DIN - 06808242

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Sanjay Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024



### 1 Corporate Information

NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited), (hereinafter referred to as “the Company” or “the Parent Company”) and its subsidiaries (hereinafter collectively referred to as “the Group”) was domiciled in India, set up in 2001 and was involved in the research and development activities for the purpose of discovering the extent to which poor children in rural and slum areas in India can access and learn from web based curriculum using a purpose built ‘Internet Kiosk’. Pursuant to the Scheme of Arrangement dated May 24, 2023, the CLG Business Undertaking of NIIT Limited got transferred to the Company.

The Company has presence in more than 30 countries enabling its customers transform their learning ecosystems while increasing the business value of learning. Trusted by the world’s leading companies, NIIT Learning Systems Limited provides high-impact managed learning solutions that weave together the best of learning theory, technology, operations, and services to enable a thriving workforce.

The Company has comprehensive suite of Managed Training Services includes Custom Content and Curriculum Design, Learning Delivery, Learning Administration, Strategic Sourcing, Learning Technology, and L&D consulting services. The company also offers specialized solutions including immersive learning, customer education, talent pipeline as a service, DE&I training, digital transformation and IT training as well as leadership and professional development programs.

The Company is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The registered place of business of the Company is Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India. During the F.Y. 2021-22, the name of the Company has been changed from “Mindchampion Learning Systems Limited” to “NIIT Learning Systems Limited” w.e.f. January 18, 2022 vide certificate of incorporation issued by Ministry of Corporate Affairs, Government of India.

The Group’s Consolidated financial statements are approved for issuance by the Company’s Board of Directors on May 22, 2024.

The Corporate Identity Number of Holding Company is L72200HR2001PLC099478.

### 2 Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the period presented, unless otherwise stated.

#### a) Basis of preparation

##### (i) Compliance with Ind AS

These consolidated financial statements (‘financial statements’) have been prepared in accordance with the Indian Accounting Standard (‘Ind AS’) notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time by the Ministry of Corporate Affairs (‘MCA’).

The financial statements are based on the classification provisions contained in Ind AS 1, ‘Presentation of Financial Statements’ and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the consolidated financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees (‘Rupees’ or ‘Rs.’) and are rounded to the nearest Million, within two decimals, except per share data and unless stated otherwise.

Reference in these consolidated financial statements to “the Group” shall mean to include NIIT Learning Systems Limited and its subsidiaries, consolidated in these financial statements, unless otherwise stated.

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

##### (ii) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- a) financial assets and liabilities (including derivative instruments) are measured at fair value or amortised cost.
- b) defined benefit plans – plan assets measured at fair value.
- c) share-based payments (ESOP’s) are measured at fair value.

**b) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 March each year. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies. The financial statements of the Subsidiaries are consolidated on a line-by-line basis. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

**c) Foreign currency translation****(i) Functional and presentation currency**

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (Rs.), which is the Group's 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 year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit and loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

**(iii) Foreign operations**

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet

- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, when the gain or loss on disposal is recognised.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

#### d) Revenue recognition

Revenue is measured at the 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. 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 Group 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.

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.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenue recognized but not billed to customers is classified either as contract assets or unbilled receivables in the consolidated balance sheet. Contract assets primarily relate to unbilled amounts on those contracts utilizing the cost to cost method of revenue recognition and right to consideration is not unconditional. Contract assets are recognized where there is excess of revenue over the billings. Unbilled receivables represent contracts where right to consideration is unconditional (i.e. only the passage of time is required before the payment is due).

A contract liability arises when there is excess billing over the revenue recognized.

#### e) Other Income

Other income mainly comprises interest income on bank and other deposits, profit on sale of property, plant and equipments, and mutual fund and exchange differences.

#### f) Income taxes

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, its branches and its subsidiaries in India and overseas. The current tax payable by the Company and its subsidiaries in India is Indian income tax payable on worldwide income after taking credit for tax relief available.

The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

**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.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and branches where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and branches where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised. Deferred tax is recognised on any unrealised profits/losses arising from intra-group transactions.

**g) 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.

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

#### h) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

#### i) Investments and other financial assets

##### (i) Classification

The Group 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 Group'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 Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Group 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 Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group 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 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). Interest income from these financial assets is included in other income using the effective interest rate method.

**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). A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity Instruments**

Where the group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the group's right to receive payments is established. The group subsequently measures all equity instruments at fair value.

**(iii) Impairment of financial assets**

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVOCI, trade receivables and contract assets, financial guarantee contracts, and certain other financial assets measured at amortised cost such as deferred consideration receivable on disposal of subsidiaries. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group 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 Group'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 Group 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 Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

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

**(iv) Derecognition of financial assets**

A financial asset is derecognised only when

- The Group 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 Group 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 Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**j) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**k) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

**l) Inventories**

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis weighted-average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**m) Derivatives and hedging activities**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

**Cash flow hedges that qualify for hedge accounting**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion, if any, is recognised immediately in profit or loss, within other gains/(losses).

Forward contracts are used to hedge forecast transactions, the group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the Group may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

#### n) Property, plant and equipment

The Group had applied for the one-time transition exemption of considering the carrying cost on the transition date i.e. April 01, 2016 as the deemed cost under Ind AS, regarded thereafter as historical cost.

All 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 group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### 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 Equipments including: - Computers, Printers and related accessories	3 Years
- Computer Servers and Networks	5 Years
- Electronic Equipments	8 Years
- Air Conditioners	10 Years
Office Equipments	5 Years
-Solar Power Plant	15 Years
-DG Set	10 Years
Furniture, Fixtures & Electric Fittings	7 Years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Vehicle under Company Car scheme	4-5 years
All other assets (including Vehicles)	Lives prescribed under Schedule II to the Companies Act, 2013

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 Consolidated 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 income/ (expense).

#### o) Intangible Assets

##### Computer software, Educational content/products - Acquired

These Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

##### Software tools, platforms, Courseware and contents-Internally generated including intangible assets 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, and
- the expenditure attributable to the software during its development can be reliably measured.

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

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

##### Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it 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. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

##### Brand, Consultant's Pool and Customer Relationships

Brand, Consultant's Pool and Customer Relationships acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and accumulated impairment losses except the brand of Life Science Business, which is indefinite.

##### Amortisation methods and periods

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

Particulars	Useful Life
a) Internally Generated (Content and products)	
- School based non - IT content	10 Years
- Others	3-5 Years
b) Acquired (Software, contents and products)	3-5 Years
c) Patents	3-5 Years
d) Brand	10 Years
e) Consultant's Pool	7 Years
f) Customer Relationships	3 Years

**p) 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 Group's cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Group'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 annually 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).

**q) 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 Group'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 expired.

**r) Borrowings cost**

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

**s) Provisions and Contingent Liabilities**

Provisions are recognised when the group 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 Group 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 Group recognizes any impairment loss on the assets associated with that contract.

The Group 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 Group 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 the Consolidated financial statements.

#### t) **Cost Recognition**

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the Group are broadly categorised in Professional & technical outsourcing expenses, employee benefit expenses, purchases of stock-in-trade, 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 payments and staff welfare expenses. Other expenses majorly include rental, travelling and conveyance, legal and professional fees, marketing and advertising expenses, allowances for expected credit loss and other expenses.

#### u) **Employee benefits**

##### I. **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

##### II. **Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

##### III. **Post-employment obligations**

The group operates the following post-employment schemes:

- Defined benefit plans such as Gratuity and Compensated absences
- Defined contribution plan such as Provident fund, Superannuation fund, Pension fund, National Pension System, and Overseas plans.

#### **Gratuity**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of changes in equity and in the consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Compensated absences**

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Group has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the Consolidated Statement of profit and loss as income or expense as the case may be.

Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilised entitlement at the year end.

**Provident fund**

The Company's contribution towards Provident Fund is charged to Consolidated statement of profit and loss. Provident fund contributions are made to the Regional Provident Fund Commissioner in accordance with the Employee Provident Fund Rules and are accounted as defined contribution plans and charged to consolidated statement of profit and loss.

**Superannuation fund**

The Group makes defined contribution to the Trust established for the purpose by the Holding company towards superannuation fund maintained with Life Insurance Corporation of India. The Group has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Consolidated Statement of Profit and Loss.

**Pension fund**

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

**Overseas Plans**

In respect of the subsidiaries incorporated outside India, the subsidiaries make defined contributions on a monthly basis towards the respective retirement plans which are charged to Consolidated Statement of Profit and Loss. These subsidiaries have no further obligation towards the respective retirement benefits.

**National Pension System**

The Group makes defined contribution towards National Pension System for certain employees for which Group has no further obligation. Contributions made during the year are charged to Consolidated Statement of Profit and Loss.

**IV. Share based payments - Employee stock option plan (ESOP)**

The Company operates equity settled employee share based employee settled plan. The fair value of options granted under the 'NLSL ESOP 2023-0' is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**v) 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.

**w) Dividends**

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian rupees. Companies are required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

x) **Earnings per share**i. **Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year.

ii. **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

y) **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:

Measurement of defined benefit obligations: key actuarial assumptions- refer note 2 u.

Measurement of useful life and residual values of property, plant and equipment and Intangible assets -refer note 2 n and o.

Significant estimates and Judgement involved for impairment assessments of Goodwill and Brand-refer note 2 o and p.

Determination of lease term and contingent consideration Refer notes 2 g, q and 6.

Judgement required to determine grant date fair value technique -refer notes 2 u(iv) and 25.

Fair value measurement of financial instruments - refer note 26.

Judgement required to determine probability of recognition of deferred tax assets - refer note 2 f.

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

z) **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 year.

Following items are evaluated for disclosure as exceptional items:

- a) **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.
- b) **Fair valuation gains on business combination.**
- c) **Reassessment / Change in life of asset** (in case of re-evaluation of business/product, impact of all assets specific to that business/product to be considered for applying the threshold).
- d) **Disputed regulatory / tax levies including tax rate change having retrospective impact** (other than impact on account of restatement of deferred tax asset / liability for tax rate change) – only impact for the past periods to be disclosed as exceptional.
- e) Provision for other than temporary diminution in the value of non-current investment.
- f) Shareholders' dispute settlement arising out of merger / acquisition transactions.
- g) Write-downs of inventories to net realisable value or of property, plant and equipment to recoverable amount, as well as reversals of such write-downs.
- h) Restructurings of the activities of an entity and reversals of any provisions for the costs of restructuring.

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.

aa) **Standards notified but not yet effective**

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

**Notes to the Consolidated Financial Statements for the year ended March 31, 2024** Contd..  
(All Amount in Rs. Millions, unless otherwise stated)

**3. Property, plant and equipment**

Particulars	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total
<b>Year ended March 31, 2023</b>						
Gross carrying amount	352.17	62.92	43.89	18.58	18.04	495.60
Opening gross carrying amount	10.34	-	-	-	-	10.34
Acquired through business combination (Refer note 38)	103.52	34.50	112.10	39.35	27.01	316.48
Additions	57.22	21.58	26.57	-	0.93	106.30
Disposals/Sale	4.75	1.39	0.91	(0.01)	0.14	7.18
Exchange differences	413.56	77.23	130.33	57.92	44.26	723.30
<b>Closing gross carrying amount (A)</b>						
Accumulated depreciation	258.79	62.79	33.84	2.76	14.66	372.84
Opening accumulated depreciation	9.29	-	-	-	-	9.29
Acquired through business combination (Refer note 38)	60.92	8.90	9.48	7.37	3.14	89.81
Depreciation charge during the year	56.44	21.58	23.17	-	0.89	102.08
Disposals	3.22	0.32	0.15	(0.01)	0.08	3.76
Exchange differences	275.78	50.43	20.30	10.12	16.99	373.62
<b>Closing accumulated depreciation (B)</b>						
<b>Net carrying amount (A-B)</b>	<b>137.78</b>	<b>26.80</b>	<b>110.03</b>	<b>47.80</b>	<b>27.27</b>	<b>349.68</b>
<b>Year ended March 31, 2024</b>						
Gross Carrying amount	413.56	77.23	130.33	57.92	44.26	723.30
Opening gross carrying amount	(26.74)	99.57	(72.40)	-	(0.43)	-
Transferred to Leasehold improvements (Refer footnote (ii))	45.67	1.21	0.98	52.20	22.46	122.52
Additions	23.99	-	-	5.07	0.04	29.10
Disposals/Sale	2.75	2.01	0.53	(0.17)	0.07	5.19
Exchange differences	411.25	180.02	59.44	104.88	66.32	821.91
<b>Closing gross carrying amount (C)</b>						
<b>Accumulated Depreciation</b>						
Opening accumulated depreciation	275.78	50.43	20.30	10.12	16.99	373.62
Transferred to Leasehold improvements (Refer footnote (ii))	(5.45)	16.04	(10.25)	-	(0.34)	-
Depreciation charge during the year	68.18	27.61	9.34	17.13	6.75	129.01
Disposals	23.72	-	-	1.53	0.01	25.26
Exchange differences	2.10	1.68	0.25	(0.17)	0.06	3.92
<b>Closing accumulated depreciation (D)</b>	<b>316.89</b>	<b>95.76</b>	<b>19.64</b>	<b>25.55</b>	<b>23.45</b>	<b>481.29</b>
<b>Net carrying amount (C-D)</b>	<b>94.36</b>	<b>84.26</b>	<b>39.80</b>	<b>79.33</b>	<b>42.87</b>	<b>340.62</b>

**Footnotes:**

- (i) Refer note 13(i) for details of assets pledged.
- (ii) Pursuant to composite scheme of arrangement becoming effective on May 24, 2023, the Group entered into a lease agreement with NIIT Limited and transferred certain assets fixed to building (under the category of furniture and fixtures, plant and equipment and office equipment etc.) to leasehold improvements, as its classification changed to leasehold improvement due to the lease arrangement.

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

Particulars	Internally Generated Contents / Softwares (footnote i)	Softwares Acquired	Brand [Refer note 4(iii)]	Consultant's Pool	Customer Relationships	Total Intangibles Assets other than Goodwill and Intangible assets under development	Goodwill [Refer note 4(iii)]	Intangible assets under development (footnote i)	Total
<b>Year ended March 31, 2023</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	1,927.11	17.92	91.84	-	-	2,036.87	344.17	24.52	2,405.56
Acquired through business combination (Refer note 38)	-	3.59	224.63	101.96	365.19	695.37	4,002.05	-	4,697.42
Additions	119.03	0.08	-	-	-	119.11	-	212.61	331.72
Disposals	-	0.11	-	-	-	0.11	-	-	0.11
Transfer	-	-	-	-	-	-	-	(119.03)	(119.03)
Exchange differences	12.86	0.30	5.72	(0.82)	(2.93)	15.13	(3.96)	-	11.17
<b>Closing gross carrying amount (A)</b>	<b>2,059.00</b>	<b>21.78</b>	<b>322.19</b>	<b>101.14</b>	<b>362.26</b>	<b>2,866.37</b>	<b>4,342.26</b>	<b>118.10</b>	<b>7,326.73</b>
<b>Accumulated amortisation and impairment</b>									
Opening accumulated amortisation and impairment	1,332.65	17.13	-	-	-	1,349.78	-	-	1,349.78
Acquired through business combination (Refer note 38)	-	3.59	-	-	-	3.59	-	-	3.59
Amortisation charge during the year	286.14	0.74	8.98	5.82	36.49	338.17	-	-	338.17
Disposals	-	0.11	-	-	-	0.11	-	-	0.11
Exchange differences	12.96	0.26	-	-	(0.02)	13.20	-	-	13.20
<b>Closing accumulated amortisation and impairment (B)</b>	<b>1,631.75</b>	<b>21.61</b>	<b>8.98</b>	<b>5.82</b>	<b>36.47</b>	<b>1,704.63</b>	<b>-</b>	<b>-</b>	<b>1,704.63</b>
<b>Net carrying amount (A-B)</b>	<b>427.25</b>	<b>0.17</b>	<b>313.21</b>	<b>95.32</b>	<b>325.79</b>	<b>1,161.74</b>	<b>4,342.26</b>	<b>118.10</b>	<b>5,622.10</b>
<b>Year ended March 31, 2024</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	2,059.00	21.78	322.19	101.14	362.26	2,866.37	4,342.26	118.10	7,326.73
Additions	208.51	1.61	-	-	-	210.12	-	353.12	563.24
Disposals	-	-	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-	(208.51)	(208.51)
Exchange differences	18.71	0.12	4.84	1.52	5.44	30.63	65.25	-	95.88
<b>Closing gross carrying amount (C)</b>	<b>2,286.22</b>	<b>23.51</b>	<b>327.03</b>	<b>102.66</b>	<b>367.70</b>	<b>3,107.12</b>	<b>4,407.51</b>	<b>262.71</b>	<b>7,777.34</b>
<b>Accumulated Amortisation and Impairment</b>									
Opening accumulated amortisation and impairment	1,631.75	21.61	8.98	5.82	36.47	1,704.63	-	-	1,704.63
Amortisation charge during the year	253.25	0.56	22.56	14.63	91.71	382.71	-	-	382.71
Disposals	-	-	-	-	-	-	-	-	-
Exchange differences	19.10	0.12	0.25	0.16	1.02	20.65	-	-	20.65
<b>Closing accumulated amortisation and impairment (D)</b>	<b>1,904.10</b>	<b>22.29</b>	<b>31.79</b>	<b>20.61</b>	<b>129.20</b>	<b>2,107.99</b>	<b>-</b>	<b>-</b>	<b>2,107.99</b>
<b>Net carrying amount (C-D)</b>	<b>382.12</b>	<b>1.22</b>	<b>295.24</b>	<b>82.05</b>	<b>238.50</b>	<b>999.13</b>	<b>4,407.51</b>	<b>262.71</b>	<b>5,669.35</b>

**Footnotes:**

- (i) Refer Note 5 for cost incurred during the year on internally generated intangible assets.
- (ii) Refer note 13(i) for details of assets pledged.
- (iii) Subsequent to the fair valuation of assets and liabilities pertaining to acquisition, the group recognised intangible assets (Brand, Consultant's Pool and Customer Relationships) basis the fair valuation report obtained by the Group. The amortization has been carried out based on useful lives assessed by the Group.

(All Amount in Rs. Millions, unless otherwise stated)

4(ii) Reconciliation of Depreciation and Amortisation charged to Consolidated Statement of Profit and Loss	Year ended	
	March 31, 2024	March 31, 2023
(i) Depreciation on Property, plant and equipment (Refer note 3)	129.01	89.81
(ii) Amortisation on Intangible assets (Refer note 4)	382.71	338.17
(iii) Depreciation on Right-of-use assets (Refer note 6)	80.06	43.35
<b>Depreciation/ Amortisation recognised in Consolidated Statement of Profit and Loss</b>	<b>591.78</b>	<b>471.33</b>

#### 4(iii) 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 Group at which goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment. Goodwill is tested for impairment at least annually in accordance with the Group's procedure for determining the recoverable value of each CGU.

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

Particulars	St. Charles Consulting Group	Life Sciences Practice		Total
	Goodwill	Goodwill	Brand	
As at March 31, 2024	4,029.57	377.94	100.85	4,508.36
As at March 31, 2023	3,969.92	372.34	99.36	4,441.61

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 Group is expected to generate based on board approved budget and projections of next five years approved by the senior management including terminal value.

#### St. Charles Consulting Group

The recoverable amount of the St. Charles Consulting Group 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 Group has not recognised any impairment charge against goodwill in the consolidated statement of profit and loss for the year ended March 31, 2024.

#### 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 Group has not recognised any impairment charge against goodwill and brand in the consolidated statement of profit and loss for the year ended March 31, 2024.

#### 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 Group 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 Group's investors. The cost of debt is based on the interest-bearing borrowings the Group 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, 2024	March 31, 2023
St. Charles Consulting Group	7.31%	9.50%
Life Sciences Practice	7.31%	9.50%

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, 2024	March 31, 2023
St. Charles Consulting Group	4%	4%
Life Sciences Practice	4%	4%

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



(All Amount in Rs. Millions, unless otherwise stated)

- 5 The Group is internally developing new software tools, platforms, Courseware and contents. The investments would further expand the business of the Group 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 Group is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development is as follows:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Opening Balance	118.10	24.52
<b>Add:-Expenses capitalised during the year</b>		
Employee Benefits Expenses (Refer note 18)	164.04	88.88
Professional & technical outsourcing expenses	182.20	103.62
Other expenses (Refer note 20)	6.88	20.11
<b>Less:-Intangible assets capitalised during the year</b>	(208.51)	(119.03)
Closing Balance	262.71	118.10

## Ageing of projects as at:

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2024	176.33	61.86	22.35	2.17	262.71
March 31, 2023	93.58	19.44	5.08	-	118.10

## Completion schedule for Projects whose completion schedule is overdue or has exceeded its cost compared to its original plan as at March 31, 2024

Project in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1 (152)	19.92	-	-	-
Project 2 (153)	24.32	-	-	-
Project 3 (154)	18.53	-	-	-
Project 4 (155)	8.76	-	-	-
Project 5 (157)	34.71	-	-	-
Project 6 (162)	13.52	-	-	-
Project 7 (163)	38.01	-	-	-
Project 8 (164)	22.05	-	-	-
Project 9 (169)	29.11	-	-	-
Project 10 (170)	23.48	-	-	-
Project 11 (006)	30.30	-	-	-

No projects were overdue or has exceeded its cost compared to its original plan as at March 31, 2023.

## 6 Leases

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

The Group has entered into leases for Vehicles, Equipment and Premises which are cancellable at the option of the Group by giving the requisite notice. Aggregate payments during the year under short term leases are as shown hereunder:

Particulars (Refer note 20)	Year ended	
	March 31, 2024	March 31, 2023
Equipment Hiring	3.00	2.32
Rent in respect of Premises and Vehicles	55.98	21.32
	<b>58.98</b>	<b>23.64</b>

- 6(ii) Right-of-use assets

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

Particulars	Building	Vehicle	Total
<b>As at April 1, 2022</b>	<b>29.13</b>	<b>7.95</b>	<b>37.08</b>
Acquired through business combination (Refer note 38)	10.51	-	10.51
Additions/Modification	115.21	-	115.21
Deletion	(7.36)	(0.24)	(7.60)
Depreciation	(39.19)	(4.16)	(43.35)
Translation difference	8.48	-	8.48
<b>As at March 31, 2023</b>	<b>116.78</b>	<b>3.55</b>	<b>120.33</b>
Additions/Modification	343.86	0.30	344.16
Deletion	-	(0.28)	(0.28)
Depreciation	(77.82)	(2.24)	(80.06)
Translation difference	1.81	-	1.81
<b>As at March 31, 2024</b>	<b>384.63</b>	<b>1.33</b>	<b>385.96</b>

(All Amount in Rs. Millions, unless otherwise stated)

## 6(iii) Lease liabilities

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

Particulars	Total
<b>As at April 1, 2022</b>	<b>37.74</b>
Acquired through business combination (Refer note 38)	10.95
Additions/Modification	115.22
Deletion	(7.60)
Accretion of interest	4.40
Payments (Including interest of Rs. 4.40 Million)	(38.87)
Translation difference	8.46
<b>As at March 31, 2023</b>	<b>130.30</b>
Additions/Modification	322.85
Deletion	(0.32)
Accretion of interest	31.05
Payments (Including interest of Rs. 31.05 Million)	(92.62)
Translation difference	(0.07)
<b>As at March 31, 2024</b>	<b>391.19</b>

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

Particulars	As at	
	March 31, 2024	March 31, 2023
Lease liabilities (Non-current)	319.98	99.53
Lease liabilities (Current)	71.21	30.77
<b>Total liabilities</b>	<b>391.19</b>	<b>130.30</b>

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

Particulars	As at	
	March 31, 2024	March 31, 2023
Less than one year	101.94	34.94
One to Two years	97.47	34.35
More than Two years	283.45	69.75
<b>Total Amount</b>	<b>482.86</b>	<b>139.04</b>

## 6(iv) The following are the amounts recognised in Consolidated Statement of Profit and Loss:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Depreciation expense [Refer note 4(ii)]	80.06	43.35
Interest expense on lease liabilities (Refer note 19)	31.05	4.40
Gain on termination of lease assets (Net) (Refer note 17)	(0.04)	(0.14)
<b>Total</b>	<b>111.07</b>	<b>47.61</b>

## 7 Financial assets

7(i) Investment	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non Current		Current	
<b>Carried at Fair Value through statement of profit and loss [Quoted]</b>				
Investment in Mutual Funds*	-	-	3,103.77	2,127.13
<b>Carried at amortised cost [Unquoted]</b>				
Investment in term deposits with Financial Institution	-	-	370.10	699.00
<b>Carried at Fair Value through statement of other Comprehensive income [Unquoted]</b>				
<b>KIC InnoEnergy, SE#</b>				
122,200 (Previous year : NIL) Preferred shares face value of EUR 0.01	271.93	-	-	-
Add: Gain on measurement through FVOCI	30.86	-	-	-
	<b>302.79</b>	-	-	-
<b>Total</b>	<b>302.79</b>	-	<b>3,473.87</b>	<b>2,826.13</b>
<b>*Market Value of Quoted Investments</b>	-	-	<b>3,103.77</b>	<b>2,127.13</b>

#During the year, the Group has made a strategic investment of long term nature for Rs. 265.30 Million (Euro 3 Million) in 122,200 Preferred Shares of KIC InnoEnergy (Nominal value EUR 0.01), SE ("EIT InnoEnergy") on July 26, 2023 through NIIT (Ireland) Limited, a wholly owned subsidiary. This has been fair valued through other comprehensive income as at the year end amounting to Rs. 302.79 Million.

(All Amount in Rs. Millions, unless otherwise stated)

7(ii) Trade Receivables	As at	
	March 31, 2024	March 31, 2023
	Current	
Unsecured, considered good		
Trade Receivables	2,246.57	2,141.65
Receivables from related parties (Refer note 33)	3.90	13.71
Unsecured - which has significant increase in credit risk	89.50	89.19
Unsecured - credit impaired	288.32	218.79
Less: Allowance for expected credit loss [Refer note 27(A) ]	(377.82)	(307.98)
<b>Total</b>	<b>2,250.47</b>	<b>2,155.36</b>

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(ii) Refer note 13(i) for details of assets pledged.

(iii) For amount due and terms and conditions of related party receivables (Refer note 33).

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

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	1,444.21	790.63	0.29	0.69	1.90	12.75	2,250.47
Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	89.50	89.50
Undisputed Trade Receivables – credit impaired	-	7.81	21.75	48.00	1.17	209.59	288.32
<b>Total</b>	<b>1,444.21</b>	<b>798.44</b>	<b>22.04</b>	<b>48.69</b>	<b>3.07</b>	<b>311.84</b>	<b>2,628.29</b>
Less: Allowance for expected credit loss							(377.82)
<b>Total</b>							<b>2,250.47</b>

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

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	1,462.98	548.36	3.93	79.63	60.46	-	2,155.36
Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	89.19	89.19
Undisputed Trade Receivables – credit impaired	-	-	0.04	5.34	77.02	136.39	218.79
<b>Total</b>	<b>1,462.98</b>	<b>548.36</b>	<b>3.97</b>	<b>84.97</b>	<b>137.48</b>	<b>225.58</b>	<b>2,463.34</b>
Less: Allowance for expected credit loss							(307.98)
<b>Total</b>							<b>2,155.36</b>

# There are no disputed trade receivables.

7(iii) Other financial assets	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
<b>a) Security Deposits</b>				
Unsecured, considered good	29.13	5.68	6.80	0.81
Unsecured, credit impaired	0.80	0.81	-	-
Less: Allowance for expected credit loss	(0.80)	(0.81)	-	-
	<b>29.13</b>	<b>5.68</b>	<b>6.80</b>	<b>0.81</b>
<b>b) Contract Assets - Unbilled Revenue*</b>				
Unsecured, considered good (Refer note 16.1) [Refer footnote (ii)]	-	-	792.67	817.09
Unsecured, credit impaired	-	-	-	2.89
Less: Allowance for expected credit loss of unbilled revenue [Refer note 27(A) ]	-	-	-	(2.89)
	-	-	<b>792.67</b>	<b>817.09</b>

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

Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current	
<b>c) Interest receivable</b>				
Interest Accrued on bank and other deposits	-	1.32	16.60	30.26
<b>d) Derivative asset (refer note 27 D)</b>	-	-	8.54	-
<b>e) Other Receivables [Refer footnote (iii)]</b>				
Unsecured, considered good				
Other Receivables	-	-	3,223.19	1,715.71
Receivables from related parties (Refer note 33)	-	-	37.40	-
<b>f) Bank deposits</b>				
With remaining maturity of more than 12 months [Refer footnote (iv)]	-	20.01	-	-
With remaining maturity of less than 12 months [Refer footnote (v), (vi) & (vii)]	-	-	271.01	90.33
<b>Total</b>	<b>29.13</b>	<b>27.01</b>	<b>4,356.21</b>	<b>2,654.20</b>

**Footnotes:**

(i) Refer note 13(i) for details of assets pledged.

(ii) Includes unbilled revenue from related parties Rs. 1.73 Million (Previous year Rs. Nil) (Refer note 33).

(iii) Includes receivable on account of Strategic sourcing Rs. 3,016.47 Million (Previous year Rs. 1,693.47 Million).

(iv) Deposit of Rs. Nil (Previous year Rs. 20.01 Million) pledged as margin money with bank for issuance of bank guarantees.

(v) Deposit of Rs. 20.01 Million (Previous year Rs. Nil) pledged as margin money with bank for issuance of bank guarantees.

(vi) Deposit of Rs. 5.00 Million (Previous year Rs. Nil) pledged as margin money with bank for issuance of ICICI Corporate Credit card.

(vii) Deposit of Rs. 97.00 Million (Previous year Rs. 90.33 Million) Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 [Refer note 13(i)].

**\*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	792.67	-	-	-	-	792.67
Undisputed Unbilled revenue - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>792.67</b>	-	-	-	-	<b>792.67</b>
Less: Allowance for expected credit loss						-
<b>Total</b>						<b>792.67</b>

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

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Unbilled revenue - considered good	800.01	17.08	-	-	-	817.09
Undisputed Unbilled revenue - credit impaired	-	-	-	-	2.89	2.89
<b>Total</b>	<b>800.01</b>	<b>17.08</b>	-	-	<b>2.89</b>	<b>819.98</b>
Less: Allowance for expected credit loss						(2.89)
<b>Total</b>						<b>817.09</b>

# There are no disputed unbilled revenue.

7(iv) Cash and cash equivalents	As at	
	March 31, 2024	March 31, 2023
	Current	
Balance with banks		
- On Current Accounts	2,003.92	2,559.70
- Deposits with original maturity of less than 3 months*	839.12	-
	<b>2,843.04</b>	<b>2,559.70</b>

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

7(v) Bank balances other than above	As at	
	March 31, 2024	March 31, 2023
	Current	
Bank deposits*		
-With original maturity of more than 3 months and upto 12 months#	-	225.91
Unpaid Dividend Accounts	1.11	-
	<b>1.11</b>	<b>225.91</b>

\*Deposits are made with banks for varying periods, depending on the immediate cash requirements of the Group and to earn interest at the respective term deposit rates.  
# Deposit of Rs. Nil (Previous year Rs. 225.91 Million) Pledged as a collateral for letter of credit arranged by the NIIT USA Inc, USA on behalf of its affiliate NIIT Learning Solutions (Canada) Limited.

## 8 Tax Assets (Net)

## 8(ii) Deferred Tax Assets/ Liabilities

Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Deferred Tax Assets</b>		
<b>The balance comprises temporary differences attributable to:</b>		
Tax impact of difference between carrying amount of property, plant and equipments and Intangible assets in the financial statements and as per Income Tax	(30.84)	10.79
Difference between carrying value of right of use of assets and lease liabilities as per Ind AS 116 in the financial statements and as per the Income Tax	5.93	2.51
Provision for employee benefits	42.93	65.76
Provision for expected credit loss, doubtful advances and others	76.26	54.54
Carry forward losses	53.19	52.40
Others	7.26	3.40
<b>Total deferred tax assets (A)</b>	<b>154.73</b>	<b>189.40</b>
<b>Deferred Tax Liabilities</b>		
Unrealised gain on investment carried at fair value through profit and loss	(48.52)	(11.71)
Cash flow hedges	(0.58)	-
Others	(0.99)	(0.01)
<b>Total deferred tax liabilities (B)</b>	<b>(50.09)</b>	<b>(11.72)</b>
<b>Net deferred tax assets (A-B)</b>	<b>104.64</b>	<b>177.68</b>
Deferred tax assets recognised in Consolidated Balance Sheet	148.34	191.71
Deferred tax liabilities recognised in Consolidated Balance Sheet	(43.70)	(14.03)

## Movement in Deferred Tax Assets/ (Liabilities)

Particulars	Property, Plant and Equipments and Intangibles Assets	Provision for Employee Benefits	Provision for expected credit loss, doubtful advances and others	Others including unabsorbed business losses and unrealized gain	Cash flow hedges	Right-of-use assets/ (Lease Liabilities)	Total
<b>As at April 1, 2022</b>	<b>51.95</b>	<b>62.83</b>	<b>30.04</b>	<b>-</b>	<b>-</b>	<b>0.08</b>	<b>144.90</b>
(charged)/credited:							
- to profit or loss	(40.10)	10.71	24.41	40.66	-	2.33	38.01
- to other comprehensive income	-	(8.79)	-	-	-	-	(8.79)
- Exchange differences	(1.06)	1.01	0.09	3.42	-	0.10	3.56
<b>As at March 31, 2023</b>	<b>10.79</b>	<b>65.76</b>	<b>54.54</b>	<b>44.08</b>	<b>-</b>	<b>2.51</b>	<b>177.68</b>
(charged)/credited:							
- to profit or loss	(40.17)	(17.26)	22.32	(30.93)	-	3.41	(62.63)
- to other comprehensive income	-	(5.75)	-	(3.86)	(0.58)	-	(10.19)
- Exchange differences	(1.46)	0.18	(0.60)	1.65	-	0.01	(0.22)
<b>As at March 31, 2024</b>	<b>(30.84)</b>	<b>42.93</b>	<b>76.26</b>	<b>10.94</b>	<b>(0.58)</b>	<b>5.93</b>	<b>104.64</b>

## Note :

- 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.
- Deferred tax assets and liabilities have been determined by applying the income tax rates of respective countries. Deferred tax assets and liabilities in relation to taxes payable under different tax jurisdictions have not been offset in consolidated financial statements.
- During the previous year, Pursuant to Scheme of Arrangement, the Holding Company had reassessed utilization of absorption plan of timing differences including carry forward business losses and recognised Deferred Tax Assets accordingly.

## 8(ii) Income Tax Assets/ (Liabilities)(net)

Taxes recoverable	As at			
	March 31, 2024		March 31, 2023	
	Non-Current	Current	Non-Current	Current
Advance Income Tax	405.77	148.52	475.89	331.37
Less : Provision for Income Tax	(175.50)	(24.29)	(704.54)	(407.62)
	<b>230.27</b>	<b>124.23</b>	<b>(228.65)</b>	<b>(76.25)</b>

(All Amount in Rs. Millions, unless otherwise stated)

9	Other assets	As at			
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		Non-Current		Current	
i)	<b>Capital Advances</b>				
	Unsecured, considered good	-	8.90	-	-
		-	<b>8.90</b>	-	-
ii)	<b>Advances recoverable in cash or in kind [Refer footnote (ii)]</b>				
	Unsecured, considered good	0.48	0.15	39.73	76.32
	Unsecured, considered doubtful	-	-	0.20	0.03
	Less: Provision for doubtful advances	-	-	(0.20)	(0.03)
		<b>0.48</b>	<b>0.15</b>	<b>39.73</b>	<b>76.32</b>
iii)	<b>Prepaid expenses</b>	0.70	0.60	122.53	125.03
		<b>0.70</b>	<b>0.60</b>	<b>122.53</b>	<b>125.03</b>
iv)	<b>Balances with Government Authorities (net) [Refer footnote (iii)]</b>	-	-	135.97	0.94
		-	-	<b>135.97</b>	<b>0.94</b>
		<b>1.18</b>	<b>9.65</b>	<b>298.23</b>	<b>202.29</b>

**Notes:-**

(i) Refer note 13(i) for details of assets pledged.

(ii) Includes Recoverable from related parties Rs. 1.60 Million (Previous year Rs. Nil) (Refer note 33).

(iii) Net of provision of Rs. 2.94 Million (Previous year Rs. Nil).

10	Inventories (valued at lower of cost or net realisable value)	As at	
		March 31, 2024	March 31, 2023
	<b>As at the end of the year</b>		
	Stock-in-trade		
	Education and Training Material*	0.80	1.26
		<b>0.80</b>	<b>1.26</b>
	<b>As at the beginning of the year</b>		
	Stock-in-trade		
	Education and Training Material*	1.26	5.42
		<b>1.26</b>	<b>5.42</b>
	<b>Decrease in Inventories</b>	<b>0.46</b>	<b>4.16</b>

\* Net of provision for non-moving inventories of Rs. 20.04 Million (Previous year - Rs. 21.32 Million).

**11 Share Capital [Refer note 37]****a) Authorised Equity Share Capital**

Particulars	Number of Shares	Amount
<b>As at April 1, 2022 (Equity shares of Rs. 10 each)</b>	<b>120,000,000</b>	<b>1,200.00</b>
Authorised Share Capital reclassified/reorganised by reducing the face value of equity shares to Rs. 2 (Rupees Two only pursuant to Scheme of Arrangement)	600,000,000	1,200.00
Addition during the year	-	-
<b>As at March 31, 2023 (Equity shares of Rs. 2 each)</b>	<b>600,000,000</b>	<b>1,200.00</b>
Addition during the year	-	-
<b>As at March 31, 2024 (Equity shares of Rs. 2 each)</b>	<b>600,000,000</b>	<b>1,200.00</b>

Pursuant to the Scheme of Arrangement, the authorised equity share capital of the Company got reclassified/reorganized from 120,000,000 equity shares of Rs. 10/- each aggregating to Rs. 1,200 Million to 600,000,000 equity shares of Rs. 2/- each aggregating to Rs. 1,200 Million by reducing the face value of equity shares from Rs. 10/- to Rs. 2/- each.

## b) Movement in Equity Share Capital

Subscribed and paid up share capital	Equity Shares	
	Number of Shares	Amount
<b>As at April 1, 2022 (Equity shares of Rs. 10 each)</b>	<b>115,564,072</b>	<b>1,155.64</b>
Cancelled Pursuant to Scheme of Arrangement	(115,564,072)	(1,155.64)
<b>Share Suspense Account</b>		
Shares to be issued Pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 37)	134,564,360	269.14
<b>As at March 31, 2023 (Equity shares of Rs. 2 each)</b>	<b>134,564,360</b>	<b>269.14</b>
Reversal of share suspense account	(134,564,360)	(269.14)
Issued during the year Pursuant to Scheme of Arrangement (Refer note 37)	134,614,360	269.24
Issued during the year under Employee stock options plan (Refer note 25)	774,361	1.54
<b>As at March 31, 2024 (Equity shares of Rs. 2 each)</b>	<b>135,388,721</b>	<b>270.78</b>

## c) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend (excluding interim dividend) proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## d) Shares reserved for issue under options

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in Note 25.

## e) Details of Shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of holding	No. of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	16.58%	22,445,644	16.68%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	16.98%	22,994,229	17.09%
Nippon Life India Trustee Ltd - A/c Nippon India Small Cap Fund	11,420,240	8.44%	11,095,416	8.25%
Massachusetts Institute of Technology	7,741,830	5.72%	7,741,830	5.75%
<b>Total</b>	<b>64,601,943</b>	<b>47.72%</b>	<b>64,277,119</b>	<b>47.77%</b>

## f) Details of shares held by Promoter and Promoter Group

As at March 31, 2024

Particulars	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
<b>Promoters</b>					
Rajendra Singh Pawar and Neeti Pawar*	155,000	-	155,000	0.11%	0.00%
Vijay Kumar Thadani and Renuka Vijay Thadani*	155,000	-	155,000	0.11%	0.00%

(All Amount in Rs. Millions, unless otherwise stated)

Particulars	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
<b>Promoter Group#</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	-	22,445,644	16.58%	0.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	-	22,994,229	16.98%	0.00%
Arvind Thakur	566,829	-	566,829	0.42%	0.00%
Neeti Pawar and Rajendra Singh Pawar	427,326	(57,481)	369,845	0.27%	(13.45%)
Urvashi Pawar	56,250	3,750	60,000	0.04%	6.67%
Unnati Pawar	56,242	3,758	60,000	0.04%	6.68%
Udai Pawar	7,500	52,500	60,000	0.04%	700.00%
Pawar and Family HUF	2,527	(2,527)	-	0.00%	(100.00%)
Thadani and Family HUF	2,527	(2,527)	-	0.00%	(100.00%)
Renu Kanwar and Vandana Katoch	2,339	-	2,339	0.00%	0.00%
Santosh Dogra	1,687	-	1,687	0.00%	0.00%
Renuka Vijay Thadani and Vijay Kumar Thadani	1,000	2,527	3,527	0.00%	252.70%
Kailash K Singh and Yogesh Singh	750	-	750	0.00%	0.00%
Janki Jamwal and Neeti Pawar	652	-	652	0.00%	0.00%
Janki Jamwal and Pramod Singh Jamwal	562	-	562	0.00%	0.00%
Janki Jamwal and Keerti Katoch	562	-	562	0.00%	0.00%
Rasina Uberoi	15,464	-	15,464	0.01%	0.00%
Rubika Vinod Chablani	1,687	-	1,687	0.00%	0.00%

**Note:**

\*For Promoter:

- Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
- In the joint holdings of
  - (a) Rajendra Singh Pawar and Neeti Pawar;
  - (b) Neeti Pawar & Rajendra Singh Pawar;
  - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
  - (d) Renuka Vijay Thadani & Vijay Kumar Thadani, the second holder is for purpose of convenience only and do not hold any beneficial interest.

#During the year following changes took place in Promoter/ Promoter Group shareholding :

- (i) Neeti Pawar has gifted :
  - 49,973 equity shares to Udai Singh Pawar (son);
  - 3,750 equity shares to Urvashi Pawar (daughter);
  - 3,758 equity shares to Unnati Pawar (daughter), part of Promoter Group and existing shareholders of the Company. This was an off-market inter-se transfer within Promoter Group, without any consideration.
- (ii) Pawar and Family HUF is being dissolved. 2,527 equity shares of the Company held by HUF, were distributed/ transferred to Udai Singh Pawar, one of the members of the HUF, Part of Promoter Group and existing shareholder of the Company.
- (iii) Thadani and Family HUF is being dissolved. 2,527 equity shares of the Company held by HUF, were distributed/ transferred to Renuka Vijay Thadani, one of the members of the HUF, part of Promoter Group and existing shareholder of the Company.



As at March 31, 2023

Particulars	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
<b>Promoters</b>					
NIIT Limited	115,564,072	(115,564,072)	-	0.00%	(100.00%)
Rajendra Singh Pawar and Neeti Pawar**	-	155,000	155,000	0.11%	100.00%
Vijay Kumar Thadani and Renuka Vijay Thadani**	-	155,000	155,000	0.11%	100.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	-	22,445,644	22,445,644	16.58%	100.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	-	22,994,229	22,994,229	16.98%	100.00%
Arvind Thakur	-	566,829	566,829	0.42%	100.00%
Neeti Pawar and Rajendra Singh Pawar	-	427,326	427,326	0.32%	100.00%
Urvashi Pawar	-	56,250	56,250	0.04%	100.00%
Unnati Pawar	-	56,242	56,242	0.04%	100.00%
Udai Pawar	-	7,500	7,500	0.01%	100.00%
Pawar and Family HUF	-	2,527	2,527	0.00%	100.00%
Thadani and Family HUF	-	2,527	2,527	0.00%	100.00%
Renu Kanwar and Vandana Katoch	-	2,339	2,339	0.00%	100.00%
Santosh Dogra	-	1,687	1,687	0.00%	100.00%
Renuka Vijay Thadani and Vijay Kumar Thadani	-	1,000	1,000	0.00%	100.00%
Kailash K Singh and Yogesh Singh	-	750	750	0.00%	100.00%
Janki Jamwal and Neeti Pawar	-	652	652	0.00%	100.00%
Janki Jamwal and Pramod Singh Jamwal	-	562	562	0.00%	100.00%
Janki Jamwal and Keerti Katoch	-	562	562	0.00%	100.00%
Rasina Uberoi	-	15,464	15,464	0.01%	100.00%
Rubika Vinod Chablani	-	1,687	1,687	0.00%	100.00%

\*Six Equity Shares were registered in the names of nominee individuals, the beneficial interest of which lied with NIIT Limited.

# Shares to be issued pursuant to the Scheme of Arrangement [Refer note 37].

\*\*For Promoter:

- Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
- In the joint holdings of
  - (a) Rajendra Singh Pawar and Neeti Pawar;
  - (b) Neeti Pawar & Rajendra Singh Pawar;
  - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
  - (d) Renuka Vijay Thadani & Vijay Kumar Thadani, the second holder is for purpose of convenience only and do not hold any beneficial interest.

(All Amount in Rs. Millions, unless otherwise stated)

12 Other equity		As at	
		March 31, 2024	March 31, 2023
<b>Particulars</b>			
<b>Reserves and Surplus [refer note 12(i)]</b>			
Capital Reserve		3.30	3.30
Securities Premium Account		102.36	-
Share Based Payment Reserve		381.55	306.12
Retained Earnings		8,507.86	6,687.98
		<b>8,995.07</b>	<b>6,997.40</b>
<b>Other Comprehensive Income [Refer note 12(ii)]</b>			
Cash Flow Hedge Reserve		(2.21)	(10.24)
Foreign Currency Translation Reserve		483.83	446.58
Equity instruments through other comprehensive income		27.00	-
		<b>508.62</b>	<b>436.34</b>
<b>Total other equity</b>		<b>9,503.69</b>	<b>7,433.74</b>
		<b>As at</b>	
<b>12(i) Reserves and surplus</b>		<b>March 31, 2024</b>	<b>March 31, 2023</b>
<b>a) Capital Reserve [Refer footnote (i)]</b>			
Opening Balance	3.30	-	
Created pursuant to Scheme of Arrangement (Refer note 37)	-	3.30	3.30
<b>b) Securities Premium Account [Refer footnote (ii)]</b>			
Opening Balance	-	-	
Add/ (Less) :			
Additions during the year on account of exercise of Employee Stock Options	74.29	-	
Transferred from Share Based Payment Reserve on account of exercise of Employee Stock Options	28.07	102.36	-
<b>c) Share Based Payment Reserve [Refer footnote (iii)]</b>			
Opening Balance	306.12	149.50	
Add/ (Less) :			
Transferred to Retained earnings for employee stock options lapsed after vesting [Refer footnote (iii)]	(7.26)	-	
Share Based Payment expenses (Refer note 25)	147.26	225.60	
Transferred to securities premium on account of exercise of Employee Stock Options	(28.07)	-	
Share based payment payable to NIIT Limited	(59.56)	-	
Share based payment recoverable from NIIT Limited	20.29	-	
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	2.77	381.55	(68.98)
<b>d) Retained Earnings [Refer footnote (iv)]</b>			
Opening Balance	6,687.98	3,815.50	
Add/ (Less) :			
Cancelled pursuant to the Scheme of Arrangement (Refer note 37)	-	1,152.34	
Profit for the year	2,132.42	1,922.17	
Dividend [Refer note 31(i)]	(336.81)	-	
Remeasurement of the defined benefit obligation	22.86	34.90	
Income tax effect on above	(5.75)	(8.79)	
Shares issued/to be issued Pursuant to Scheme of Arrangement (Equity shares of Rs. 2 each) (Refer note 37)	(0.10)	(269.14)	
Transferred from Share Based Payment Reserves for employee stock options lapsed after vesting	7.26	-	
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	-	8,507.86	41.00
<b>Total Reserves and Surplus</b>		<b>8,995.07</b>	<b>6,997.40</b>

**Footnotes for Nature and purpose of Reserves:****(i) Capital Reserve**

Capital reserve represents the reserve created on pursuant to scheme of arrangement.

**(ii) Securities Premium Account**

The amount represents the additional amount shareholders paid for their issued shares that was in excess of the par value of those shares. The same can be utilised for the items specified under section 52 of Companies Act, 2013.

**(iii) Share based Payments Reserve**

Share Based Payment Reserve is used to record the fair value of equity settled share based payment transaction with employees. The amounts recorded in share options outstanding account are transferred to securities premium, upon exercise of stock options, and transferred to retained earnings on account of stock options not exercised by employees.

**(iv) Retained Earnings**

Retained earnings are the profit/(loss) that the Group 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 consolidated statement of profit and loss.

	As at			
	March 31, 2024	March 31, 2023		
<b>12(ii) Other Comprehensive Income</b>				
<b>a) Cash Flow Hedge Reserve [Refer footnote (i)]</b>				
Opening Balance	(10.24)	8.29		
Add / (Less):				
Impact of restatement of derivative on term loan	(7.85)	-		
Income tax effect on above	0.99	-		
Impact of restatement of derivative on receivables	16.46	(18.53)		
Income tax effect on above	(1.57)	-	(2.21)	(10.24)
<b>b) Foreign Currency Translation Reserve [Refer footnote (ii)]</b>				
Opening Balance	446.58	322.99		
Add / (Less):				
Increase during the year on translation of balances	37.25	123.59	483.83	446.58
<b>c) Equity instruments through other comprehensive income [Refer footnote (iii)]</b>				
Opening Balance	-	-		
Add / (Less):				
Gain on equity instrument measured at Fair value through other comprehensive income	30.86	-		
Income tax effect on above	(3.86)	-	27.00	-
<b>Total Other Reserves</b>	<b>508.62</b>	<b>436.34</b>		

**Footnotes for Nature and purpose of Reserves:****(i) Cash Flow Hedge Reserve**

The group uses hedging instruments as part of its management of foreign currency risk associated with term loan and highly probable forecasted transactions, i.e., revenue. The group uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the Cash Flow Hedging Reserve. Amount recognised in the Cash Flow Hedging Reserve is reclassified to Consolidated Profit or Loss when the hedged item affects profit and loss.

**(ii) Foreign Currency Translation Reserve**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated statement of profit and loss.

**(iii) Equity instruments through other comprehensive income**

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

(All Amount in Rs. Millions, unless otherwise stated)

**13 Financial liabilities****(i) Borrowings**

	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-Current		Current Maturities	
<b>Secured</b>				
Term Loans from Banks:				
Foreign Currency Term Loans#	683.35	916.34	246.73	242.26
<b>Total</b>	<b>683.35</b>	<b>916.34</b>	<b>246.73</b>	<b>242.26</b>

**#Details of interest rate and security given against Loans**

NIIT USA Inc, a wholly owned subsidiary of NIIT Learning Systems Limited, has availed Term loan for USD 15.00 Million at floating rate of 3M CME Term SOFR with spread of 185 bps 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 in group companies) of the NIIT USA Inc and St. Charles Consulting Group (both present and future). The current outstanding as on March 31, 2024 for Term Loan is USD 11.25 Million (Rs. 930.08 Million) (Previous year : USD 14.25 Million (Rs. 1,158.60 Million)) net of processing fees in relation to the borrowings.

**Terms of repayment**

Term Loan for USD 15.00 Million (Outstanding as at March 31, 2024 USD 11.25 Million, Previous year : USD 14.25 Million) is repayable in 20 quarterly equated installments of USD 0.75 Million each, having first installment due on March 31, 2023 and last installment due on December 31, 2027.

The average effective interest rate of term loan is 7.51% p.a. (Previous year 6.91% p.a.).

**Details of Working Capital & Overdraft Facilities**

- i) ICICI Bank UK Plc has sanctioned the Overdraft and Working Capital Demand Loan (WCDL) facilities for an aggregate value of up to EUR 3.00 Million (Rs. 270.31 Million) (Previous year Rs. Nil). The said credit facilities are secured by Corporate Guarantee from NIIT Learning Systems Limited of EUR 3.15 Million & secured by way of first & exclusive charge over all the fixed assets and current assets (including brands, patents, intangibles, investments in group companies) of the NIIT Ireland Limited (both present and future). The current outstanding as on March 31, 2024 for Overdraft Facility is Rs. Nil (Previous year Rs. Nil) and WCDL Facility is Rs. Nil (Previous year Rs. Nil).

**Terms of Repayment**

Overdraft Facility is repayable on demand and WCDL Facility is repayable within 120 days from the drawdown date.

- ii) ICICI Bank UK Plc has sanctioned the Overdraft and Working Capital Demand Loan (WCDL) facilities for an aggregate value of up to GBP 4.00 Million (Rs. 420.91 Million) (Previous year Rs. 406.24 Million). The said credit facilities are secured by Corporate Guarantee from NIIT Learning Systems Limited of GBP 4.20 Million & secured by way of first & exclusive charge over all the fixed assets and current assets (including brands, patents, intangibles, investments in group companies) of the NIIT UK Limited (both present and future). The current outstanding as on March 31, 2024 for Overdraft Facility is Rs. Nil (Previous year Rs. Nil) and WCDL Facility is Rs. Nil (Previous year Rs. Nil).

**Terms of Repayment**

Overdraft Facility is repayable on demand and WCDL Facility is repayable within 120 days from the drawdown date.

The Group 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.

**13(ii) Trade payables**

	As at	
	March 31, 2024	March 31, 2023
	Current	
Total outstanding dues of micro enterprises and small enterprises	9.11	26.15
Total outstanding dues of creditors other than micro enterprises and small enterprises	866.78	952.12
Trade Payables to related parties (Refer note 33)	29.63	28.21
	<b>905.52</b>	<b>1,006.48</b>

Trade payables are non-interest bearing and are normally settled on 45 day terms.

For amount due and terms and conditions of related party payables (Refer note 33).

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

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed outstanding dues of micro enterprises and small enterprises	9.11	-	-	-	-	9.11
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	118.68	181.38	5.27	0.03	8.57	313.93
<b>Sub Total</b>	<b>127.79</b>	<b>181.38</b>	<b>5.27</b>	<b>0.03</b>	<b>8.57</b>	<b>323.04</b>
Unbilled dues						582.48
<b>Total</b>						<b>905.52</b>

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

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed outstanding dues of micro enterprises and small enterprises	26.15	-	-	-	-	26.15
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	424.44	81.54	16.96	0.07	14.93	537.94
<b>Sub Total</b>	<b>450.59</b>	<b>81.54</b>	<b>16.96</b>	<b>0.07</b>	<b>14.93</b>	<b>564.09</b>
Unbilled dues						442.39
<b>Total</b>						<b>1,006.48</b>

\* There are no disputed trade payables.

13(iii) Other financial liabilities	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-current		Current	
Interest accrued but not due on borrowings	-	-	0.56	0.21
Unpaid dividends *	-	-	1.11	-
Derivative liabilities [Refer note 27(D) ]	-	-	8.80	23.71
Contingent consideration payable (Refer note 38)	1,502.38	2,037.85	867.66	889.13
Other Payables **	10.78	2.51	3,955.34	2,428.75
	<b>1,513.16</b>	<b>2,040.36</b>	<b>4,833.47</b>	<b>3,341.80</b>

\* There are no amounts due for payment to the Investor Protection Fund as at the year end.

\*\*Includes capital creditors Rs. 0.67 Million (Previous year Rs. 2.49 Million), payable to employees Rs. 466.74 Million (Previous year Rs. 421.93 Million), payable on account of Strategic sourcing Rs. 3,389.23 Million (Previous year Rs. 1,967.12 Million) and Payable to related parties Rs. 86.92 Million (Previous year Rs. 0.04 Million) .

14 Other Liabilities	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-current		Current	
<b>Contract Liabilities (Refer note 16.1)</b>				
Deferred Revenue	-	-	1,023.73	927.17
Advances from Customers	-	-	140.47	123.07
Deferred Income	3.87	0.86	-	-
Payable to Government Authorities (net)	-	-	163.19	138.78
Statutory Dues*	-	-	206.47	144.40
	<b>3.87</b>	<b>0.86</b>	<b>1,533.86</b>	<b>1,333.42</b>

\*Statutory dues mainly includes withholding taxes and contribution to provident fund etc.

15 Provisions	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non-current		Current	
Provision for Employee Benefits :				
-Provision for Gratuity (Refer note 24)	-	-	25.65	127.49
-Provision for Compensated Absences	-	-	143.51	137.09
Provision for Asset retirement obligation*	4.24	-	-	-
	<b>4.24</b>	<b>-</b>	<b>169.16</b>	<b>264.58</b>

The movement of provision towards Asset retirement obligation is as below:-

Particulars	As at	
	March 31, 2024	March 31, 2023
Opening balance	-	-
Created during the year	4.24	-
Utilised/(Written back) during the year	-	-
<b>Closing balance</b>	<b>4.24</b>	<b>-</b>

\*A provision has been recognised for decommissioning costs associated with the lease Buildings.

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023
<b>16 Revenue from operations</b>		
Sale of products : Courseware	18.34	25.94
Sale of Services	15,522.47	13,604.08
Less : Discounts & Rebates	(5.73)	(12.15)
	<b>15,535.08</b>	<b>13,617.87</b>

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

Sale of Courseware and Training Material	18.34	25.94
Sale of Services	15,516.74	13,591.93
	<b>15,535.08</b>	<b>13,617.87</b>

**Timing of revenue recognition**

Goods (Courseware and Training Material) transferred at a point in time	18.34	25.94
Services transferred over time	15,516.74	13,591.93
	<b>15,535.08</b>	<b>13,617.87</b>

**b. Contract Balances**

Trade Receivables [Refer note 7(ii)]	2,250.47	2,155.36
Contract Assets [Refer note 7(iii)]	792.67	817.09
Contract Liabilities [Refer note 14]	(1,164.20)	(1,050.24)

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days. A sum of Rs. 71.45 Million (Previous year Rs. (4.63) Million ) is recognised as allowance for expected credit loss (net of reversal) on trade receivables during the year.

Unbilled revenues are billed in a terms of 30 - 90 days.

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

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

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

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

**c. Reconciliation of revenue recognised in the statement of profit and loss with the contracted price**

	Year ended	
	March 31, 2024	March 31, 2023
Revenue as per contracted price	15,540.81	13,630.02
<b>Adjustments</b>		
Discount and Rebates	(5.73)	(12.15)
	<b>15,535.08</b>	<b>13,617.87</b>

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

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

	Year ended	
	March 31, 2024	March 31, 2023
<b>17 Other income</b>		
<b>Interest Income</b>		
Deposits with banks & other financial institutions	85.45	83.25
Interest on income tax refund	3.90	0.27
Unwinding of interest income on security deposit given	1.41	0.10
Unwinding of deferred income on advances received	0.84	0.11
<b>Total (A)</b>	<b>91.60</b>	<b>83.73</b>
<b>Other non-operating income</b>		
Net gain on investment carried at fair value through profit and loss	193.15	54.02
Provision / Other liabilities written back	-	0.55
Gain on disposal of property, plant and equipment and intangible assets (net)	0.48	2.74
Gain on termination of lease assets (net) [Refer note 6(iv)]	0.04	0.14
Allowance for expected credit loss (net of reversal)	-	4.63
Advances from customers written back	2.43	1.59
Common resources cost recovery (Refer note 33)	16.56	-
Others	15.20	3.41
<b>Total (B)</b>	<b>227.86</b>	<b>67.08</b>
<b>Total (A+B)</b>	<b>319.46</b>	<b>150.81</b>

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

Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023
<b>18 Employee benefits expenses#</b>		
Salary, wages and bonus	6,894.98	6,266.68
Contribution to provident and other funds* (Refer note 24)	405.47	355.41
Share based payment expenses (Refer note 25)	147.26	225.60
Staff welfare expenses	84.65	94.34
	<b>7,532.36</b>	<b>6,942.03</b>

# Net of Rs. 164.04 Million (Previous year Rs. 88.88 Million) capitalised in intangible assets and intangible assets under development [Refer note 5].

\*There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident fund dated February 28, 2019. As a matter of caution, the company has implemented the provisions on a prospective basis from the date of the SC order. The Company will assess its position, on receiving further clarity on the subject.

	Year ended	
	March 31, 2024	March 31, 2023
<b>19 Finance costs</b>		
Interest expense	83.02	32.38
Interest on lease liabilities [Refer note 6(iv)]	31.05	4.40
Other borrowing costs	13.93	14.63
Fair value loss on contingent consideration (Refer note 38)	199.00	92.09
	<b>327.00</b>	<b>143.50</b>

	Year ended	
	March 31, 2024	March 31, 2023
<b>20 Other Expenses*</b>		
Equipment Hiring [Refer note 6(i)]	3.00	2.32
Software Subscriptions	115.87	70.21
Royalties	-	0.04
Freight and Cartage	3.84	3.52
Rent [Refer note 6(i)]	55.98	21.32
Rates and Taxes	9.40	17.18
Power & Fuel	19.07	18.43
Communication	52.44	55.09
Legal and Professional	332.60	269.07
Travelling and Conveyance	242.41	167.56
Allowance for expected credit loss (net of reversal) [Refer note 27(A)]	71.45	-
Bad Debts Written off	0.41	-
Allowance for doubtful advances and other receivables (net of reversal)	0.24	0.69
Insurance	42.13	34.26
Repairs and Maintenance		
- Plant and Machinery	15.36	17.33
- Buildings	1.64	14.57
- Others	24.09	27.45
Consumables	7.26	18.89
Loss on foreign currency translation and transactions (net)	41.19	61.73
Security and Administration Services	11.12	12.53
Bank Charges	25.74	22.79
Marketing & Advertising Expenses	310.04	306.31
Sales Commission	4.43	2.75
Donation	0.50	0.40
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 21)	6.60	15.30
Asset usage charges	3.24	22.78
Subscription and Membership	35.01	65.02
Sundry Expenses	14.03	17.85
	<b>1,449.09</b>	<b>1,265.39</b>

\* Net of Rs. 6.88 Million (Previous year Rs. 20.11 Million) capitalised in intangible assets and intangible assets under development (Refer note 5).

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2024	March 31, 2023
<b>21 Corporate Social Responsibility Expenditure*</b>		
a) Gross amount required to be spent by the Group during the year	6.53	15.25
b) Amount approved by the board to be spent during the year	6.60	15.30
c) Amount spent during the year:		
-Construction/acquisition of any asset	-	-
-On purposes other than above	6.60	15.30
d) Details of related party transactions in relation to CSR expenditure		
-Contribution to NIIT Institute of Information Technology	6.60	15.30
e) The amount of shortfall at the end of the year out of the amount required to be spent by the Group during the year	-	-
f) Total of previous years shortfall	-	-
g) Reason for above shortfall	-	-
h) Nature of CSR activities:		Education
		(Grant of Scholarship to meritorious students at NIIT University during the financial year 2023-24 and 2022-23)

\* During previous year, the CSR related compliances were done by NIIT Limited, however the entire amount was allocated to CLG Business Undertaking pursuant to Scheme of Arrangement (Refer note 37).

	Year ended	
	March 31, 2024	March 31, 2023
<b>22 Exceptional Items</b>		
Legal and professional cost towards acquisition of business (Refer note 38)	-	(150.10)
Legal and professional cost towards strategic initiatives [Refer footnote (i)]	-	(3.84)
Legal and professional cost towards scheme of arrangement (Refer note 37)	(51.80)	(31.98)
	<b>(51.80)</b>	<b>(185.92)</b>

**Footnote:**

i) The Holding Company has signed a definitive agreement to make a strategic investment of USD 2 million in Compulsorily Convertible Preference Shares (CCPS) of KNOLSKAPE Solutions PTE LTD, Singapore (Knolskape) as approved by Board of Directors on September 30, 2022. The Holding Company shall make the said investment under the automatic route as per applicable regulations of RBI for overseas investment by Indian parties, post completion of certain Conditions Precedents by Knolskape. Expenses related to this investment amounting to Rs. 3.84 Million have been recognised as an exceptional item.

	Year ended	
	March 31, 2024	March 31, 2023
<b>23 Tax expense</b>		
<b>Particulars</b>		
<b>Current tax</b>		
Current tax on profits for the year	719.82	404.76
Adjustments for tax relating to earlier years	(58.19)	(4.61)
Foreign tax credit written off	114.39	0.56
<b>Total current tax</b>	<b>776.02</b>	<b>400.71</b>
<b>Deferred tax</b>		
Decrease/ (Increase) in deferred tax assets	62.63	(38.01)
<b>Total deferred tax charge/ (credit)</b>	<b>62.63</b>	<b>(38.01)</b>
<b>Total tax expense</b>	<b>838.65</b>	<b>362.70</b>

**Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Profit before tax	2,971.07	2,284.87
<b>Tax at the Indian tax rate of 25.17%</b>	<b>747.82</b>	<b>575.10</b>
<b>Adjustments for:</b>		
Expenditure towards CSR to the extent disallowable	1.66	4.92
Tax impact of Deferred Tax not recognised on account of prudence	(12.28)	(3.17)
Taxes relating to earlier years	(58.19)	(4.61)
Foreign tax credit written off	114.39	0.56
Deferred Tax (Asset) / Liability created on temporary differences	(45.20)	-
Effect due to difference in tax rates	(4.29)	0.15
Tax Impact of Adjustments due to Scheme of Arrangement	-	(263.19)
Tax Impact of other adjustments	94.74	52.94
<b>Income tax expense</b>	<b>838.65</b>	<b>362.70</b>



**24 Employee benefits****A) Defined Contribution Plans**

The Group makes contribution towards Provident Fund, Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Group has charged the following costs in Contribution to Provident and Other Funds in the Consolidated Statement of Profit and Loss:-

**Particulars**

	Year ended	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund & Other Fund	239.09	184.62
Employer's Contribution to Superannuation Fund	14.57	15.82
Employer's Contribution to Employees Pension Scheme	114.35	108.70
Employer's Contribution to Employee National Pension System	3.44	2.72
<b>Total</b>	<b>371.45</b>	<b>311.86</b>

The Group has charged the following costs in Contribution to Provident and Other Funds in the Consolidated Statement of Profit and Loss for Key Management Personnel:

**Particulars**

	Year ended	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund	1.25	0.32
Employer's Contribution to Superannuation Fund	0.27	0.30
Employer's Contribution to Employees Pension Scheme	0.03	0.05
Employer's Contribution to Employee National Pension System	0.02	0.15
<b>Total</b>	<b>1.57</b>	<b>0.82</b>

**B) Defined Benefit Plans****Gratuity Fund - Funded**

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

**Particulars**

	Year ended	
	March 31, 2024	March 31, 2023
<b>i) Change in Present value of Obligation:-</b>		
Present value of obligation as at beginning of the year	274.26	266.64
Interest cost	18.11	18.82
Current service cost	28.88	34.70
Benefits paid	(9.63)	(11.72)
Acquisition adjustment	-	(0.14)
Scheme related adjustment	(19.58)	-
Actuarial gain on experience	(6.13)	(9.98)
Actuarial gain on financial assumption	(16.94)	(24.06)
<b>Present value of obligation as at the end of the year</b>	<b>268.97</b>	<b>274.26</b>
<b>ii) Change in fair value of plan assets:-</b>		
<b>Particulars</b>	<b>Year ended</b>	
	<b>March 31, 2024</b>	<b>March 31, 2023</b>
<b>Fair value of Plan Assets as at the beginning of the year</b>	<b>146.77</b>	<b>138.60</b>
Expected return on Plan Assets	12.97	9.97
Contributions	113.00	9.20
Acquisition adjustment	-	(0.14)
Scheme related adjustment	(19.58)	-
Benefits Paid	(9.63)	(11.72)
Return on plan assets greater / (lesser) than discount rate	(0.21)	0.86
<b>Fair value of Plan Assets as at the end of the year</b>	<b>243.32</b>	<b>146.77</b>

Estimated contributions for the year ended on March 31, 2025 is Rs. 25.65 Million (Previous year Rs. 127.49 Million).

The weighted average duration of the defined benefit obligation is 7 years and 7 years as at March 31, 2024 and March 31, 2023 respectively.

## iii) Amount of Asset/ (Liability) recognised in the Balance Sheet:-

Particulars	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Liability recognised in Balance Sheet
	As at March 31, 2024	243.32	268.97
As at March 31, 2023	146.77	274.26	(127.49)

## iv) Net Gratuity Cost recognised in Consolidated Statement of Profit and Loss:-

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Current service cost	28.88	34.70
Net interest on net defined benefit liability / (asset)	5.14	8.85
<b>Expense recognised in Consolidated Statement of Profit and Loss (under contribution to provident and other funds)</b>	<b>34.02</b>	<b>43.55</b>

## v) Gratuity Cost recognised through Other Comprehensive Income:-

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Actuarial (gain)/ loss - experience	(6.13)	(9.98)
Actuarial (gain)/ loss - financial assumptions	(16.94)	(24.06)
Return on plan assets (greater) / less than discount rate	0.21	(0.86)
<b>Expense recognised through other comprehensive income</b>	<b>(22.86)</b>	<b>(34.90)</b>

## vi) Assumptions used in accounting for gratuity plan:-

Particulars	As at	
	March 31, 2024	March 31, 2023
Discount Rate (Per Annum)	7.00%	7.25%
Future Salary Increase	9.00%	10.00%
Expected Rate of return on plan assets	7.42%	7.37%

Estimates of future salary increase considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

## vii) Investment details of Plan Assets:-

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Group and have not been disclosed.

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

**Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2024	March 31, 2024	March 31, 2024
Discount rate	0.50%	(10.72)	11.49
Salary growth rate	0.50%	11.22	(10.58)
Withdrawal rate	5.00%	(14.07)	14.23

(All Amount in Rs. Millions, unless otherwise stated)

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2023	March 31, 2023	March 31, 2023
Discount rate	0.50%	(10.86)	11.63
Salary growth rate	0.50%	11.17	(10.51)
Withdrawal rate	5.00%	(17.06)	18.55

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied for calculating the defined benefit liability recognised in the balance sheet.

#### Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc. The Group ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Group's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

## 25 Share Based Payments

### (a) Employee option plan

Pursuant to Scheme of Arrangement, with respect to the stock options granted already by the Transferor Company prior to the Effective Date to its employees or that of its subsidiaries (irrespective of whether they are employees of the Transferor Company or its subsidiaries or become employees of the Transferee Company or its subsidiaries pursuant to this Scheme) under the Existing ESOP Scheme, and upon the Scheme becoming effective, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Transferee Company under the New ESOP Scheme, in accordance with the share entitlement ratio of 1:1 as per the Scheme.

During the Financial year 2023-24, NIIT Learning Systems Limited ESOP 2023-0 is established pursuant to the Composite Scheme of Arrangement between NIIT Limited (NIIT) and NIIT Learning Systems Limited ("NLSL") and their respective shareholders and creditors ("Composite Scheme"), as approved by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench vide its Order dated May 19, 2023. This plan is solely to provide NLSL stock options to NIIT Option Grantees, who hold unexercised NIIT stock options as on the Effective Date of the Composite Scheme i.e., May 24, 2023.

### i) Summary of options granted under plan:

Particulars	March 31, 2024		March 31, 2023	
	Average exercise price per share option	Number of options	Average exercise price per share option*	Number of options
<b>Opening balance</b>	<b>137.87</b>	<b>9,325,107</b>	<b>103.95</b>	<b>7,188,894</b>
Granted during the year	-	-	201.35	3,070,000
Exercised during the year**	93.43	824,361	49.83	697,113
Forfeited/ Lapsed during the year	168.54	252,004	190.37	236,674
<b>Closing balance</b>	<b>141.38</b>	<b>8,248,742</b>	<b>137.87</b>	<b>9,325,107</b>
<b>Vested and Exercisable</b>		<b>5,158,740</b>		<b>3,846,773</b>

\*\*Includes 50,000 shares issued against the options exercised prior to effective date of scheme of arrangement.

### ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Vests	Grant date	Vesting date	Expiry date	Exercise price*	Share options outstanding	
						31-Mar-24	31-Mar-23
Grant 12	Vest I	24-Jun-15	24-Jun-16	24-Jun-21	23.75	-	-
	Vest II	24-Jun-15	24-Jun-17	24-Jun-22	23.75	-	-
	Vest III	24-Jun-15	24-Jun-18	24-Jun-23	23.75	-	50,000
Grant 13	Vest I	17-Jul-15	17-Jul-16	17-Jul-21	29.77	-	-
	Vest II	17-Jul-15	17-Jul-17	17-Jul-22	29.77	-	-
	Vest III	17-Jul-15	17-Jul-18	17-Jul-23	29.77	-	48,846

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Grant date	Vesting date	Expiry date	Exercise price*	Share options outstanding	
						31-Mar-24	31-Mar-23
Grant 16	Vest I	16-Jun-16	16-Jun-17	16-Jun-22	47.56	-	-
	Vest II	16-Jun-16	16-Jun-18	16-Jun-23	47.56	-	13,332
	Vest III	16-Jun-16	16-Jun-19	16-Jun-24	47.56	13,336	13,338
Grant 17	Vest I	05-Feb-17	05-Feb-18	05-Feb-23	42.02	-	-
	Vest II	05-Feb-17	05-Feb-19	05-Feb-24	42.02	-	6,666
	Vest III	05-Feb-17	05-Feb-20	05-Feb-25	42.02	6,668	6,668
Grant 18	Vest I	23-Jun-17	23-Jun-18	23-Jun-23	52.84	-	63,332
	Vest II	23-Jun-17	23-Jun-19	23-Jun-24	52.84	68,330	123,664
	Vest III	23-Jun-17	23-Jun-20	23-Jun-25	52.84	176,672	179,340
Grant 19	Vest I	27-Jul-17	27-Jul-18	27-Jul-23	50.72	-	88,333
	Vest II	27-Jul-17	27-Jul-19	27-Jul-24	50.72	13,333	93,333
	Vest III	27-Jul-17	27-Jul-20	27-Jul-25	50.72	93,334	93,334
Grant 21	Vest I	25-Jun-18	25-Jun-19	25-Jun-24	54.89	50,000	115,000
	Vest II	25-Jun-18	25-Jun-20	25-Jun-25	54.89	115,000	115,000
	Vest III	25-Jun-18	25-Jun-21	25-Jun-26	54.89	115,000	115,000
Grant 22	Vest I	19-Jul-18	19-Jul-19	19-Jul-24	51.18	60,660	63,660
	Vest II	19-Jul-18	19-Jul-20	19-Jul-25	51.18	81,658	91,334
	Vest III	19-Jul-18	19-Jul-21	19-Jul-26	51.18	103,898	120,027
Grant 23	Vest I	23-Jan-19	23-Jan-20	23-Jan-25	53.46	-	-
	Vest II	23-Jan-19	23-Jan-21	23-Jan-26	53.46	-	-
	Vest III	23-Jan-19	23-Jan-22	23-Jan-27	53.46	-	20,000
Grant 24	Vest I	16-Jul-19	16-Jul-20	16-Jul-25	56.52	140,000	140,000
	Vest II	16-Jul-19	16-Jul-21	16-Jul-26	56.52	140,000	140,000
	Vest III	16-Jul-19	16-Jul-22	16-Jul-27	56.52	140,000	140,000
Grant 25	Vest I	10-Jul-20	10-Jul-21	10-Jul-26	53.89	345,000	345,000
	Vest II	10-Jul-20	10-Jul-22	10-Jul-27	53.89	425,000	425,000
	Vest III	10-Jul-20	10-Jul-23	10-Jul-28	53.89	425,000	425,000
Grant 26	Vest I	28-Sep-20	28-Sep-21	28-Sep-26	72.88	55,000	55,000
	Vest II	28-Sep-20	28-Sep-22	28-Sep-27	72.88	55,000	55,000
	Vest III	28-Sep-20	28-Sep-23	28-Sep-28	72.88	55,000	55,000
Grant 27	Vest I	07-Dec-20	07-Dec-21	07-Dec-26	99.45	-	-
	Vest II	07-Dec-20	07-Dec-22	07-Dec-27	99.45	-	25,000
	Vest III	07-Dec-20	07-Dec-23	07-Dec-28	99.45	-	25,000
Grant 28	Vest I	03-Jun-21	03-Jun-22	03-Jun-27	107.24	25,000	35,000
	Vest II	03-Jun-21	03-Jun-23	03-Jun-28	107.24	25,000	50,000
	Vest III	03-Jun-21	03-Jun-24	03-Jun-29	107.24	50,000	50,000
Grant 29	Vest I	18-Jun-21	18-Jun-22	18-Jun-27	150.86	336,666	356,666
	Vest II	18-Jun-21	18-Jun-23	18-Jun-28	150.86	336,666	356,666
	Vest III	18-Jun-21	18-Jun-24	18-Jun-29	150.86	356,668	356,668
Grant 30	Vest I	23-Aug-21	23-Aug-22	23-Aug-27	177.09	546,453	669,900
	Vest II	23-Aug-21	23-Aug-23	23-Aug-28	177.09	565,000	650,000
	Vest III	23-Aug-21	23-Aug-24	23-Aug-29	177.09	600,000	650,000
Grant 31	Vest I	19-Jul-22	19-Jul-23	19-Jul-28	201.36	636,066	736,666
	Vest II	19-Jul-22	19-Jul-24	19-Jul-29	201.36	716,666	736,666
	Vest III	19-Jul-22	19-Jul-25	19-Jul-30	201.36	716,668	736,668
Grant 32	Vest I	19-Jul-22	15-May-25	15-May-30	201.36	20,000	20,000
Grant 33	Vest I	19-Jul-22	23-Aug-25	23-Aug-30	201.36	610,000	640,000
Grant 34	Vest I	26-Aug-22	26-Aug-23	26-Aug-28	200.90	10,000	10,000
	Vest II	26-Aug-22	26-Aug-24	26-Aug-29	200.90	10,000	10,000
	Vest III	26-Aug-22	26-Aug-25	26-Aug-30	200.90	10,000	10,000

## iii) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Vests	Market price*	Volatility**	Average life of the option	Risk less interest rate	Dividend yield rate	Fair value*
Grant 12	Vest I	23.75	42.73%	3.50	7.95%	3.50%	7.68
	Vest II	23.75	41.13%	4.50	7.93%	3.50%	8.21
	Vest III	23.75	39.89%	5.50	7.92%	3.50%	8.60
Grant 13	Vest I	29.77	43.53%	3.50	7.79%	3.50%	9.71
	Vest II	29.77	41.89%	4.50	7.86%	3.50%	10.40
	Vest III	29.77	40.55%	5.50	7.90%	3.50%	10.89
Grant 16	Vest I	47.56	48.89%	3.50	7.52%	3.01%	17.30
	Vest II	47.56	45.98%	4.50	7.52%	3.01%	18.20
	Vest III	47.56	44.05%	5.50	7.52%	3.01%	18.94
Grant 17	Vest I	42.02	48.75%	3.50	6.41%	3.01%	14.77
	Vest II	42.02	45.93%	4.50	6.41%	3.01%	15.49
	Vest III	42.02	44.36%	5.50	6.41%	3.01%	16.15
Grant 18	Vest I	52.84	47.76%	3.50	6.45%	2.35%	19.11
	Vest II	52.84	46.09%	4.50	6.45%	2.35%	20.60
	Vest III	52.84	43.93%	5.50	6.45%	2.35%	21.47
Grant 19	Vest I	50.72	47.64%	3.50	6.45%	2.35%	18.30
	Vest II	50.72	45.78%	4.50	6.45%	2.35%	19.67
	Vest III	50.72	43.85%	5.50	6.45%	2.35%	20.01
Grant 21	Vest I	54.89	44.86%	3.50	7.80%	1.43%	21.00
	Vest II	54.89	47.55%	4.50	7.80%	1.43%	24.44
	Vest III	54.89	46.15%	5.50	7.80%	1.43%	26.12
Grant 22	Vest I	51.18	45.06%	3.50	7.77%	1.43%	19.62
	Vest II	51.18	47.63%	4.50	7.77%	1.43%	22.79
	Vest III	51.18	46.30%	5.50	7.77%	1.43%	24.38
Grant 23	Vest I	53.46	43.80%	3.50	7.53%	1.43%	19.97
	Vest II	53.46	45.29%	4.50	7.53%	1.43%	22.90
	Vest III	53.46	46.75%	5.50	7.53%	1.43%	25.42
Grant 24	Vest I	56.52	42.39%	3.50	6.53%	1.10%	20.43
	Vest II	56.52	44.87%	4.50	6.53%	1.10%	23.91
	Vest III	56.52	47.04%	5.50	6.53%	1.10%	26.90
Grant 25	Vest I	53.89	43.86%	3.50	5.82%	2.67%	17.50
	Vest II	53.89	42.96%	4.50	5.82%	2.67%	19.02
	Vest III	53.89	44.66%	5.50	5.82%	2.67%	21.03
Grant 26	Vest I	72.88	45.58%	3.50	6.00%	3.07%	23.89
	Vest II	72.88	43.43%	4.50	6.00%	3.07%	25.26
	Vest III	72.88	45.53%	5.50	6.00%	3.07%	27.99
Grant 27	Vest I	99.45	46.55%	3.50	5.92%	3.07%	33.07
	Vest II	99.45	44.09%	4.50	5.92%	3.07%	34.77
	Vest III	99.45	45.80%	5.50	5.92%	3.07%	38.24
Grant 28	Vest I	107.24	46.77%	3.50	6.01%	3.15%	35.70
	Vest II	107.24	45.32%	4.50	6.01%	3.15%	38.17
	Vest III	107.24	44.62%	5.50	6.01%	3.15%	40.28

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Market price*	Volatility**	Average life of the option	Risk less interest rate	Dividend yield rate	Fair value*
Grant 29	Vest I	150.86	48.34%	3.50	6.01%	3.15%	51.58
	Vest II	150.86	46.57%	4.50	6.01%	3.15%	54.84
	Vest III	150.86	45.60%	5.50	6.01%	3.15%	57.59
Grant 30	Vest I	177.09	48.68%	3.50	6.23%	3.52%	59.85
	Vest II	177.09	47.25%	4.50	6.23%	3.52%	63.73
	Vest III	177.09	45.32%	5.50	6.23%	3.52%	65.59
Grant 31	Vest I	201.36	53.29%	3.50	7.45%	3.48%	75.79
	Vest II	201.36	51.29%	4.50	7.45%	3.48%	80.26
	Vest III	201.36	49.66%	5.50	7.45%	3.48%	83.27
Grant 32	Vest I	201.36	50.10%	5.30	7.45%	3.48%	82.92
Grant 33	Vest I	201.36	49.40%	5.60	7.45%	3.48%	83.38
Grant 34	Vest I	200.90	52.92%	3.50	7.23%	3.48%	74.78
	Vest II	200.90	51.09%	4.50	7.23%	3.48%	79.34
	Vest III	200.90	49.54%	5.50	7.23%	3.48%	82.38

\*Pursuant to Scheme of arrangement, Market price, exercise price and fair value of options has been split between the transferee and transferor company based on the net book value of the assets transferred in a demerger bears to the net worth of the transferor company immediately before such demerger (Refer note 37).

\*\*Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. Each vest has been considered as a separate grant. The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Company's stock price on NSE over these years has been considered.

(b) **Expense arising from share-based payment transactions**

Particulars	March 31, 2024	March 31, 2023
Expenses charged to Consolidated Statement of Profit and Loss during the year based on fair value of options (Refer note 18)	147.26	225.60

(c) **ESOP New Scheme**

The Board of Directors, on January 31, 2024 has approved the institution of new 'Employee Stock Option Plan 2024' ("ESOP 2024" "Plan"), subject to approval of shareholders and any other regulatory approval(s), to cover all eligible employees of the Holding Company and its subsidiaries (existing and future) with an objective to reward them for their performance as well as to attract and retain talent in the Group. The shareholders have approved the Plan by passing the special resolutions on May 10, 2024 through postal ballot. The Holding Company has submitted application for in principle listing approval of ESOP 2024 with stock exchanges and the same is awaited. The Holding Company has not granted any new Employee Stock Options under this Plan till May 22, 2024.

**Financial instruments and risk management**

**26. Fair value measurements**

(i) **Fair value hierarchy**

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

**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 fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. 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.

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(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

Particulars	March 31, 2024						March 31, 2023				
	FVTPL Level 1	FVTPL Level 2	FVTPL Level 3	FVOCI Level 2	FVOCI Level 3	Amortised cost	FVTPL Level 1	FVTPL Level 2	FVTPL Level 3	FVOCI Level 2	Amortised cost
<b>Financial assets</b>											
Investments	3,103.77	-	-	-	302.79	370.10	2,127.13	-	-	-	699.00
Trade receivables	-	-	-	-	-	2,250.47	-	-	-	-	2,155.36
Cash and cash equivalents	-	-	-	-	-	2,843.04	-	-	-	-	2,559.70
Bank balances other than above	-	-	-	-	-	1.11	-	-	-	-	225.91
Other Financial Assets	-	-	-	-	-	4,376.80	-	-	-	-	2,681.21
Derivative assets	-	2.32	-	6.22	-	-	-	-	-	-	-
<b>Total financial assets</b>	<b>3,103.77</b>	<b>2.32</b>	<b>-</b>	<b>6.22</b>	<b>302.79</b>	<b>9,841.52</b>	<b>2,127.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,321.18</b>
<b>Financial liabilities</b>											
Borrowings	-	-	-	-	-	930.08	-	-	-	-	1,158.60
Lease liabilities	-	-	-	-	-	391.19	-	-	-	-	130.30
Trade payables	-	-	-	-	-	905.52	-	-	-	-	1,006.48
Other Financial Liabilities	-	-	-	-	-	3,967.79	-	-	-	-	2,431.47
Contingent Consideration	-	-	2,370.04	-	-	-	-	-	2,926.98	-	-
Derivative liabilities	-	-	-	8.80	-	-	-	13.47	-	10.24	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>2,370.04</b>	<b>8.80</b>	<b>-</b>	<b>6,194.58</b>	<b>-</b>	<b>13.47</b>	<b>2,926.98</b>	<b>10.24</b>	<b>4,726.85</b>

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

## 27 Financial risk management

The Group'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 Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The finance committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group'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 Group'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:

## (A) 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 Rs. 2,250.47 Million and Rs. 2,155.36 Million as of March 31, 2024 and March 31, 2023 respectively and unbilled revenue (net) amounting to Rs. 792.67 Million and Rs. 817.09 Million as of March 31, 2024 and March 31, 2023 respectively.

Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through government customers and other corporate customers. The Group 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, 2024:

## Reconciliation of loss allowance provision.

Particulars	Trade Receivables	Unbilled Revenue
<b>Loss allowance as on April 01, 2022</b>	<b>307.68</b>	<b>2.89</b>
Less: Reversal of Allowance for Expected credit loss	(4.63)	-
Add: Translation difference	4.93	-
<b>Loss allowance as on March 31, 2023</b>	<b>307.98</b>	<b>2.89</b>
Less: Bad Debts/ Unbilled Revenue written off	(0.41)	(2.89)
Add: Bad Debts created during the year	0.41	-
Add: Allowance for Expected credit loss	71.45	-
Less: Translation difference	(1.61)	-
<b>Loss allowance as on March 31, 2024</b>	<b>377.82</b>	<b>-</b>

**(B) Liquidity risk**

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

**(i) 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
<b>March 31, 2024</b>				
Borrowings	250.04	250.04	437.57	937.65
Trade payables	905.52	-	-	905.52
Other financial liabilities	3,957.01	0.15	14.65	3,971.81
Contingent Consideration	914.16	806.49	959.07	2,679.72
Lease liabilities	101.94	97.47	283.45	482.86
	<b>6,128.67</b>	<b>1,154.15</b>	<b>1,694.74</b>	<b>8,977.56</b>
<b>March 31, 2023</b>				
Borrowings	246.34	246.34	677.43	1,170.11
Trade payables	1,006.48	-	-	1,006.48
Other financial liabilities	2,428.96	-	3.39	2,432.35
Contingent Consideration	943.21	1,156.75	1,280.31	3,380.27
Lease liabilities	34.94	34.35	69.75	139.04
	<b>4,659.93</b>	<b>1,437.44</b>	<b>2,030.88</b>	<b>8,128.25</b>
<b>Particulars</b>	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>More than 2 years</b>	<b>Total</b>
<b>March 31, 2024</b>				
Derivative Liabilities	8.80	-	-	8.80
	<b>8.80</b>	<b>-</b>	<b>-</b>	<b>8.80</b>
<b>March 31, 2023</b>				
Derivative Liabilities	23.71	-	-	23.71
	<b>23.71</b>	<b>-</b>	<b>-</b>	<b>23.71</b>

The Group has undrawn committed facilities as at March 31, 2024 of Rs. 691.22 Million (Previous year Rs. 406.24 Million ) with maturities within One Year.

**(C) 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.

**(i) 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. The Group's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. The Group has mitigated the interest rate risk on foreign currency term loan by converting it from floating rate to fixed rate through currency swap. Hence, there is no significant challenge of interest rate risk.

**(ii) Foreign currency risk**

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the SGD, USD, EUR, NOK, GBP, AUD and CHF. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rs.). The Group 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.



(All Amount in Rs. Millions, unless otherwise stated)

The Group's exposure to foreign currency risk at the end of the reporting year expressed in Rs., are as follows

Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Financial assets</b>		
Trade receivables & Bank balances		
SGD	46.96	66.29
USD	232.77	147.27
EUR	624.03	805.32
NOK	217.66	10.42
GBP	7.82	6.78
AUD	123.41	31.69
CHF	13.63	24.31
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,266.28</b>	<b>1,092.08</b>
<b>Financial liabilities</b>		
Trade payables		
SGD	2.92	2.70
USD	72.71	95.11
EUR	64.57	180.15
NOK	8.64	1.73
GBP	124.42	12.79
AUD	18.30	17.50
CHF	67.10	5.47
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>358.66</b>	<b>315.45</b>

**Sensitivity**

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

Particulars	Impact on Profit and Loss for the year ended March 31, 2024		Impact on Profit and Loss for the year ended March 31, 2023	
	Gain/ (Loss) on Appreciation	Gain/ (Loss) on Depreciation	Gain/ (Loss) on Appreciation	Gain/ (Loss) on Depreciation
1% appreciation / depreciation in Indian Rupees against following foreign currencies*:				
SGD	0.44	(0.44)	0.64	(0.64)
USD	1.60	(1.60)	0.52	(0.52)
EUR	5.59	(5.59)	6.25	(6.25)
NOK	2.09	(2.09)	0.09	(0.09)
GBP	(1.17)	1.17	(0.06)	0.06
AUD	1.05	(1.05)	0.14	(0.14)
CHF	(0.53)	0.53	0.19	(0.19)
<b>Total</b>	<b>9.07</b>	<b>(9.07)</b>	<b>7.77</b>	<b>(7.77)</b>

\*Holding all other variables constant

SGD : Singapore Dollar, USD : United States Dollar, EUR : Euro, NOK : Norwegian Krone, GBP : Great Britain Pound Sterling, AUD : Austrian Dollar, CHF : Swiss Franc.

(All Amount in Rs. Millions, unless otherwise stated)

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

(All Amount in Rs. Millions, unless otherwise stated)

Contd..

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
<b>March 31, 2024</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	2,016.43	-	8.54	-	April 2024 to March 2025	1:1	EUR:- 92.75 USD:- 84.19 GBP:- 106.23 CAD:- 63.31	14.89	(14.89)
(ii) Foreign currency inter company loan**	833.73	-	-	8.80	March 5, 2024 to March 4, 2027	1:1	EUR:- 1.1457	(6.86)	6.86
<b>March 31, 2023</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	2,387.75	-	-	23.71	April 2023 to March 2024	1:1	EUR:- 89.64 USD:- 82.73 GBP:- 96.77 CAD:- 61.79	(18.53)	18.53

\*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1. The entire amount of foreign currency Inter Company loan is designated as hedge and hence the hedge ratio is 1:1.

\*\* NIIT Ireland limited (Wholly owned Subsidiary), has given loan to NIIT (USA) Inc, USA (Wholly owned Subsidiary) amounting to USD 10 Million which has been hedged by NIIT Ireland Limited through forward contract. This loan has been eliminated in the consolidated financial statements.

**28 Capital management**

The primary objective of the management of the Group'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. Management also monitors the return on equity.

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

For the purpose of the Group's capital management, capital includes issued share capital, securities premium and all other equity reserves. Debt includes, foreign currency term loan and lease liabilities.

Loans availed by the Group are subject to certain financial covenants and the Group is compliant with these financial covenants on the reporting date as per the terms of the loan agreement.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2024.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

Particulars	As at	
	March 31, 2024	March 31, 2023
Borrowings [Refer note 13(i)]	930.08	1,158.60
Lease liabilities [Refer note 6(iii)]	391.19	130.30
<b>Total Debt (A)</b>	<b>1,321.27</b>	<b>1,288.90</b>
Equity share capital (Refer note 11)	270.78	269.14
Other Equity (Refer note 12)	9,503.69	7,433.74
<b>Total Equity (B)</b>	<b>9,774.47</b>	<b>7,702.88</b>
<b>Profit after tax (C)</b>	<b>2,132.42</b>	<b>1,922.17</b>
Opening Shareholders equity	7,702.88	5,451.92
Closing Shareholders equity	9,774.47	7,702.88
<b>Average Shareholder's Equity (D)</b>	<b>8,738.68</b>	<b>6,577.40</b>
<b>Debt equity ratio (A/B)</b>	<b>0.14</b>	<b>0.17</b>
<b>Return on equity Ratio (%) (C/D)</b>	<b>24.40%</b>	<b>29.22%</b>

**29 Contingent liabilities****a) Claims against the Group not acknowledged as debts:-**

Particulars	As at	
	March 31, 2024	March 31, 2023
Customers	0.59	6.41
VAT	19.42	19.42
Goods and Services Tax	0.34	-
Income Tax	43.26	45.98
<b>Total</b>	<b>63.61</b>	<b>71.81</b>

**b) Guarantees**

- i) Financial Guarantees issued by bankers outstanding at the end of the year Rs. 20.01 Million (Previous year Rs. 20.01 Million).
- ii) The Performance Bank Guarantee of USD 2.75 Million [Previous year Rs. 225.81 Million (USD 2.75 Million)] given by NIIT USA Inc. on behalf of NIIT Learning Solutions (Canada) Limited, in terms of Registration Education Services renewal Agreement between NIIT Learning Solutions (Canada) Limited, Real Estate Council of Ontario, Registrar appointed under the Real Estate and Business Brokers Act, 2002 and Humber College Institute of Technology & Advanced Learning, was closed during the year. A new performance bank guarantee of Rs. 184.64 Million (CAD 3 Million) [Previous year Nil] has now been issued by NIIT Learning Solutions (Canada) Limited in terms of Registration Education Services renewal Agreement dated October 16, 2023 between NIIT Learning Solutions (Canada) Limited, Real Estate Council of Ontario, Registrar appointed under the Real Estate and Business Brokers Act, 2002 and Humber College Institute of Technology & Advanced Learning.
- iii) Corporate Guarantee issued to ICICI Bank UK for availing working capital limit on behalf of NIIT Limited, UK up to GBP 4.20 Million, Amount Outstanding at the end of the year is Rs. Nil.
- iv) Corporate Guarantee issued to ICICI Bank UK for availing working capital limit on behalf of NIIT Ireland Limited, up to EUR 3.15 Million, Amount Outstanding at the end of the year is Rs. Nil.

**30 Capital and other Commitments**

- a) Estimated amount of contracts to be executed on capital account (net of advances) as at March 31, 2024 Rs. 10.72 Million (Previous year Rs. 7.67 Million) for purchase of property, plant and equipment.
- b) For commitments related to lease arrangements, Refer note 6.
- c) During the year, the NIIT USA Inc, USA has issued need based financial support letter to its wholly owned Subsidiary (Stackroute Learning Inc, USA).

**31 Dividend****Cash dividends on equity shares declared and paid:**

Interim dividend for the F.Y. 2023-24 Rs. 2.50 per share (Previous year Rs. Nil)

	Year ended	
	March 31, 2024	March 31, 2023
	336.81	-
	<b>336.81</b>	<b>-</b>

**(ii) Proposed Dividend**

The Board of Directors of the Holding Company in their meeting held on May 22, 2024, proposed a final dividend of Rs. 2.75 (Previous year Rs. Nil) per equity share in respect of the year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting and are not recognised as a liability as at March 31, 2024.

**32 Earnings per share**

	Year ended	
	March 31, 2024	March 31, 2023
Profit attributable to Equity Shareholders (Rs. Million) (A)	2,132.42	1,922.17
Weighted average number of Equity Shares outstanding during the year (Nos.) – (B)	134,834,522	134,309,442
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	5,263,418	3,253,292
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (C)	140,097,940	137,562,734
Nominal Value of Equity Shares (Rs.)	2	2
Basic Earnings per Share attributable to equity shareholders of parent (Rs.) (A/B)	15.82	14.31
Diluted Earnings per Share attributable to equity shareholders of parent (Rs.) (A/C)	15.22	13.97

**33 Related Party Transactions :****(A) Related parties with whom the Group has transacted:****Key Management Personnel**

- 1 Mr. Rajendra S Pawar (Non-Executive Chairman-w.e.f. May 24, 2023)
- 2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director w.e.f. May 24, 2023) (Non-Executive Director till May 23, 2023)
- 3 Mr. P Rajendran (Non-Executive Director- resigned w.e.f. May 24, 2023)
- 4 Mr. Sapnesh Kumar Lalla (Executive Director & Chief Executive Officer w.e.f. May 24, 2023) (Non-Executive Director till May 23, 2023)
- 5 Mr. Ravinder Singh (Non-Executive Independent Director-w.e.f. May 20, 2023)
- 6 Ms. Sangita Singh (Non-Executive Independent Director- w.e.f. May 20, 2023)
- 7 Ms. Leher Vijay Thadani (Non-Executive Director - w.e.f. May 24, 2023)
- 8 Mr. Ravindra Babu Garikipati (Non-Executive Independent Director-w.e.f. May 24, 2023)
- 9 Mr. Sanjay Kumar Jain (Chief Financial Officer- resigned w.e.f. May 24, 2023)
- 10 Mr. Sanjay Mal (Chief Financial Officer-w.e.f. May 24, 2023)
- 11 Mr. Siddharth Nath (Company Secretary-Resigned w.e.f. May 24, 2023)
- 12 Mr. Deepak Bansal (Company Secretary-w.e.f. May 24, 2023)
- 13 Ms. Leena Khokha (Manager-resigned w.e.f. April 30, 2023)
- 14 Ms. Mita Brahma (Non-Executive Director-resigned w.e.f. May 24, 2023)
- 15 Dr. Parthasarathy Vankipuram Srinivasa (Non-Executive Independent Director-w.e.f. June 16, 2023)

**Relatives of Key Management Personnel**

- 1 Mr. Shailesh Kumar Lalla (Brother of Mr. Sapnesh Kumar Lalla)
- 2 Mr. Madan Mohan Lalla (Father of Mr. Sapnesh Kumar Lalla)
- 3 Ms. Tini Singh (Wife of Mr. Ravinder Singh)

**(B) Entities in which Key Management Personnel of the Company and NIIT Limited are same**

- 1 NIIT Limited (Erstwhile Holding Company till March 31, 2022)
- 2 NIIT Institute of Process Excellence Limited (Liquidated on August 11, 2023)
- 3 NIIT Institute of Finance Banking and Insurance Training Limited

(All Amount in Rs. Millions, unless otherwise stated)

- 4 NIIT GC Limited, Mauritius
- 5 PT NIIT Indonesia, Indonesia (under liquidation)
- 6 NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 4)
- 7 Chengmai NIIT Information Technology Company Limited, China (Closed w.e.f. August 18, 2022, subsidiary of entity at serial no. 6)
- 8 Chongqing NIIT Business Consulting Limited, China (subsidiary of entity at serial no. 6) (Formerly Known as Chongqing An Dao Education Consulting Limited)
- 9 NingXia NIIT Education Technology Company Limited, China (Closed w.e.f. December 6, 2022, subsidiary of entity at serial no. 6)
- 10 Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no. 6)
- 11 NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 6)
- 12 RPS Consulting Private Limited

**(C) Other related parties with whom Group has transacted**

**Parties in which the Key Management Personnel or the close members of the Key Management Personnel of the Holding Company are deemed to be interested**

- 1 NIIT Institute of Information Technology
- 2 NIIT University
- 3 Naya Bazaar Novelities Private Limited
- 4 NIIT Foundation

**(D) Key Management Personnel compensation and Dividend paid\*****Key Management Personnel compensation**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Short-term employee benefits	59.96	9.58
Post-employment benefits	2.76	1.19
Share based payments	25.65	6.74
Commission, Sitting fees, Remuneration and Others reimbursements to Non Executive & Independent Directors	17.95	-
<b>Total compensation</b>	<b>106.32</b>	<b>17.51</b>

\*Further, pursuant to Scheme of Arrangement (Refer note 37), remuneration of Key Management Personnel of NIIT Limited amounting to Rs. 11.50 Million (Previous year Rs. 147.52 Million) allocated to NLSL is not included above.

**Remuneration paid through NIIT USA Inc, USA (wholly owned Subsidiary of Holding Company)**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Mr. Sapnesh Kumar Lalla	56.46	60.68
Mr. Shailesh Kumar Lalla	52.71	63.33
<b>Total compensation</b>	<b>109.17</b>	<b>124.01</b>

**Dividend Paid**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Promoter and Promoter Group [Refer note 11 (f)]	117.23	-
Key Management Personnel and their relatives	2.28	-
<b>Total</b>	<b>119.51</b>	<b>-</b>

**(E) Terms and conditions**

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made in ordinary course of business and at arm's length price.

All outstanding balances are unsecured and are repayable in cash.

(All Amount in Rs. Millions, unless otherwise stated)

## (F) Details of transactions with related parties :

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>Sales of Goods</b>		
NIIT Foundation	0.29	-
	<b>0.29</b>	-
<b>Sale of Services</b>		
NIIT Limited	27.88	-
NIIT China (Shanghai) Limited, Shanghai	1.71	-
	<b>29.59</b>	-
<b>Corporate and management support services</b>		
NIIT Limited	16.56	-
	<b>16.56</b>	-
<b>Purchase of Goods</b>		
Naya Bazaar Novelties Private Limited	0.05	-
	<b>0.05</b>	-
<b>Purchase of Services</b>		
<b>(Included in Professional &amp; Technical Outsourcing Services and others)</b>		
RPS Consulting Private Limited	37.31	58.95
NIIT China (Shanghai) Limited, Shanghai	35.80	18.27
NIIT Limited	28.97	-
	<b>102.08</b>	<b>77.22</b>
<b>Rental Expense*</b>		
NIIT Limited	56.13	-
	<b>56.13</b>	-
<b>Other Expenses (CSR Expenses)</b>		
NIIT Institute of Information Technology	6.60	15.30
	<b>6.60</b>	<b>15.30</b>
<b>Recovery of Expenses By</b>		
<b>Other Services (Included in Other Expenses)</b>		
NIIT University	1.23	1.12
NIIT China (Shanghai) Limited, Shanghai	0.07	-
NIIT Limited	31.35	-
	<b>32.65</b>	<b>1.12</b>
<b>Other Services (Included in Professional Technical &amp; Outsourcing expenses)</b>		
RPS Consulting Private Limited	20.62	-
	<b>20.62</b>	-
<b>Recovery of Expenses from</b>		
<b>Other Services (Included in Professional Technical &amp; Outsourcing expenses)</b>		
NIIT Limited	4.62	-
	<b>4.62</b>	-
<b>Other Services (Included in Other Expenses)</b>		
NIIT China (Shanghai) Limited, Shanghai	1.37	-
NIIT Limited	0.76	-
	<b>2.13</b>	-
<b>Corporate Guarantee Charges</b>		
NIIT Limited	1.17	-
	<b>1.17</b>	-
<b>Recovery of Share Based Payment from</b>		
NIIT Limited	20.29	-
	<b>20.29</b>	-
<b>Recovery of Share Based Payment by</b>		
NIIT Limited	59.56	-
	<b>59.56</b>	-
<b>Security deposit paid</b>		
NIIT Limited	32.83	-
	<b>32.83</b>	-

\*Rent pertaining to lease classified as Right of Use Assets.

Note: Refer Notes 29 and 30 for Guarantees, collaterals and commitments as at the year end.

(All Amount in Rs. Millions, unless otherwise stated)

**(G) Outstanding Balances:**

Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Receivables</b>		
NIIT Limited	39.72	12.27
NIIT China (Shanghai) Limited, Shanghai	4.91	1.44
<b>Total</b>	<b>44.63</b>	<b>13.71</b>
<b>Payables</b>		
NIIT Limited	85.33	9.60
RPS Consulting Private Limited	9.49	15.31
NIIT China (Shanghai) Limited, Shanghai	12.04	3.22
NIIT University	-	0.08
Mr. Sanjay Kumar Jain	-	0.01
Ms. Leena Khokha	-	0.04
Mr. Sanjay Mal	1.30	-
Mr. Deepal Bansal	0.29	-
Mr. Sapnesh Kumar Lalla	0.03	-
Mr. Rajendra S Pawar	0.13	-
Mr. Ravinder Singh	1.84	-
Mr. Ravindra Babu Garikipati	1.71	-
Ms. Sangita Singh	1.80	-
Ms. Leher Vijay Thadani	1.15	-
Dr. Parthasarathy Vankipuram Srinivasa	1.44	-
<b>Total</b>	<b>116.55</b>	<b>28.26</b>
<b>Security Deposit Recoverable</b>		
NIIT Limited	32.83	-
<b>Total</b>	<b>32.83</b>	<b>-</b>

Note:- Refer Notes 29 and 30 for guarantees, collaterals and commitments as at the year end.

**34 Segment information**

The Group is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments, The Chief Executive Officer & Chief Financial Officer of the Holding Company are considered as Chief Operating Decision Makers (CODM) who evaluates the performance and allocates resources based on the analysis of performance of the Group as a whole. Its operations are, therefore, considered to constitute a single segment.

The Holding Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in table below :

Particulars	Year ended	
	March 31, 2024	March 31, 2023
India	251.26	308.80
America	12,031.50	10,443.11
Europe	3,068.00	2,762.23
Rest of the World	184.32	103.73
<b>Total</b>	<b>15,535.08</b>	<b>13,617.87</b>

The revenue information above is based on the location of the Customers.

Revenue from two customers of Rs. 3,567.84 Million [Previous year: Rs. 1,677.85 Million from one customer], that exceeds 10% of the Group's total revenue.

The total of non-current assets other than financial instruments, deferred tax assets and income tax assets broken down by location of assets, is shown below :

Particulars	As at	
	March 31, 2024	March 31, 2023
India	1,032.28	473.11
America	5,334.79	5,598.69
Europe	29.92	29.77
Rest of the World	0.12	0.19
<b>Total</b>	<b>6,397.11</b>	<b>6,101.76</b>

**35 Interests in other entities****(a) Subsidiaries**

The group's subsidiaries as at March 31, 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is their principal place of business.

S. No	Name of entity	Place of business/ country of incorporation	Ownership interest held by the group (in %)		Principal activities
			March 31, 2024	March 31, 2023	
1	NIIT USA Inc, USA	United States	100	100	Education and Training
2	Stackroute Learning Inc, USA (subsidiary of entity at serial no. 1)	United States	100	100	Education and Training
3	NIIT Limited, UK	United Kingdom	100	100	Education and Training
4	NIIT Malaysia Sdn. Bhd, Malaysia	Malaysia	100	100	Education and Training
5	NIIT West Africa Limited	Nigeria	100	100	Education and Training
6	NIIT (Ireland) Limited	Ireland	100	100	Education and Training
7	NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 6)	Canada	100	100	Education and Training
8	Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 1)	Spain	100	100	Education and Training
9	St. Charles Consulting Group, LLC (subsidiary of entity at serial no. 1 w.e.f. November 04, 2022)	United States	100	100	Education and Training
10	NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 1) - incorporated on February 23, 2023	Mexico	100	100	Education and Training
11	NIIT Brazil LTDA (subsidiary of entity at serial no. 1)-incorporated on March 23, 2023	Brazil	100	100	Education and Training

**36 Disclosures mandated by Schedule III by way of additional information**

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs. Million)	As % of Consolidated profit or loss	Amount (Rs. Million)	As % of Consolidated Other comprehensive income	Amount (Rs. Million)	As % of Consolidated total comprehensive income	Amount (Rs. Million)
<b>Parent Company</b>									
1. NIIT Learning Systems Limited	2024	47.72	5,820.94	20.50	1,020.74	61.37	32.00	20.91	1,052.74
	2023	49.63	4,917.05	46.52	992.63	100.00	7.58	46.71	1,000.21
<b>Foreign Subsidiaries</b>									
1. NIIT (USA) Inc., USA	2024	25.67	3,131.54	24.15	1,203.44	-	-	23.91	1,203.44
	2023	19.97	1,979.58	17.56	374.63	-	-	17.50	374.63
2. NIIT Limited, UK	2024	5.73	699.10	5.01	249.42	-	-	4.96	249.42
	2023	4.38	433.97	8.24	175.86	-	-	8.21	175.86
3. NIIT Malaysia Sdn. Bhd	2024	1.13	137.34	0.15	7.33	-	-	0.15	7.33
	2023	1.38	136.70	0.33	7.08	-	-	0.33	7.08



(All Amount in Rs. Millions, unless otherwise stated)

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs. Million)	As % of Consolidated profit or loss	Amount (Rs. Million)	As % of Consolidated Other comprehensive income	Amount (Rs. Million)	As % of Consolidated total comprehensive income	Amount (Rs. Million)
4. NIIT West Africa Limited	2024	0.01	1.12	0.02	0.97	-	-	0.02	0.97
	2023	0.02	1.94	(0.01)	(0.20)	-	-	(0.01)	(0.20)
5. NIIT Ireland Limited	2024	15.68	1,913.14	32.25	1,606.30	38.63	20.14	32.32	1,626.44
	2023	6.24	618.83	6.55	139.66	-	-	6.52	139.66
6. NIIT Learning Solutions (Canada) Limited	2024	6.15	749.80	12.38	616.73	-	-	12.25	616.73
	2023	17.11	1,696.07	26.63	568.17	-	-	26.54	568.17
7. Eagle Training, Spain S.L.U	2024	0.30	37.04	0.29	14.42	-	-	0.29	14.42
	2023	0.23	22.51	0.34	7.20	-	-	0.34	7.20
8. Stackroute Learning, Inc	2024	(4.65)	(567.74)	(7.08)	(352.73)	-	-	(7.01)	(352.73)
	2023	(3.76)	(372.20)	(18.15)	(387.35)	-	-	(18.09)	(387.35)
9. St. Charles Consulting Group, LLC	2024	2.25	273.84	12.42	618.48	-	-	12.29	618.48
	2023	4.80	475.93	11.99	255.92	-	-	11.95	255.92
10. NIIT Mexico, S. DE R.L. DE C.V.	2024	(0.01)	(1.68)	(0.03)	(1.64)	-	-	(0.03)	(1.64)
	2023	-	-	-	-	-	-	-	-
11. NIIT Brazil LTDA	2024	0.02	1.99	(0.06)	(3.04)	-	-	(0.06)	(3.04)
	2023	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2024</b>	<b>100.00</b>	<b>12,196.43</b>	<b>100.00</b>	<b>4,980.42</b>	<b>100.00</b>	<b>52.14</b>	<b>100.00</b>	<b>5,032.56</b>
	<b>2023</b>	<b>100.00</b>	<b>9,910.38</b>	<b>100.00</b>	<b>2,133.60</b>	<b>100.00</b>	<b>7.58</b>	<b>100.00</b>	<b>2,141.18</b>
Adjustments arising out of Consolidation including dividend	2024		(2,421.96)		(2,848.00)		37.25		(2,810.75)
	2023		(2,207.50)		(211.43)		123.59		(87.84)
<b>Total</b>	<b>2024</b>		<b>9,774.47</b>		<b>2,132.42</b>		<b>89.39</b>		<b>2,221.81</b>
	<b>2023</b>		<b>7,702.88</b>		<b>1,922.17</b>		<b>131.17</b>		<b>2,053.34</b>

**Note:-** The above financial information is prepared from the standalone financial statements of the respective subsidiary Companies.

### 37 Composite Scheme of Arrangement

- (A) The Board of Directors of NIIT Limited, in its meeting held on January 28, 2022 approved a Composite Scheme of Arrangement ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited ("Transferor Company" or "NIIT") and NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) ("Transferee Company" or "NLSL") a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme"). The Scheme inter-alia provides for, (i) Transfer and Vesting of CLG Business Undertaking by the Transferor Company to Transferee Company, (ii) Reduction and cancellation of Share Capital of Transferee Company held by Transferor Company, (iii) Issuance and allotment of shares by the Transferee Company to the shareholders of Transferor Company in consideration of transfer of CLG Business undertaking.

On May 19, 2023, the National Company Law Tribunal (NCLT), Chandigarh Bench sanctioned/ approved the Composite Scheme of Arrangement which was made effective on May 24, 2023 upon filing of the certified copies of the NCLT Orders sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the CLG Business Undertaking ("Demerged Undertaking") is demerged from NIIT and transferred to and vested in NLSL with effect from April 1, 2022 i.e. the Appointed Date as per Scheme.

The transactions pertaining to the Demerged Undertaking of NIIT from the appointed date upto the effective date of the Scheme have been made by NIIT on behalf of NLSL as per the Scheme.

The transfer of the Demerged Undertaking is accounted for using the pooling of interest method in accordance with Appendix C "Business Combinations of entities under common control" of the Indian Accounting Standard (IND- AS) 103- Business Combinations and the financial statements for the year ended March 31, 2022 have been prepared in accordance with the requirements of Ind AS 103.

The details of assets and liabilities transferred are as under :

PARTICULARS	April 1, 2022
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	122.76
Goodwill	344.17
Other intangible assets	687.09
Right-of-use assets	37.08
Intangible assets under development	24.52
<b>Financial assets</b>	
Other financial assets	24.51
Deferred tax assets (net)	160.28
Income tax assets (net)	7.65
Other non-current assets	60.13
<b>Total non-current assets</b>	<u>1,468.19</u>
<b>Current assets</b>	
Inventories	5.42
<b>Financial assets</b>	
Investments	994.19
Trade receivables	1,394.30
Cash and cash equivalents	2,531.18
Bank balances other than above	994.45
Other financial assets	1,941.63
Other current assets	153.33
<b>Total current assets</b>	<u>8,014.50</u>
<b>TOTAL ASSETS</b>	<u>9,482.69</u>
<b>LIABILITIES</b>	
<b>Non-current liabilities</b>	
<b>Financial liabilities</b>	
Lease liabilities	7.88
Deferred tax liabilities (net)	15.38
<b>Total non-current liabilities</b>	<u>23.26</u>
<b>Current liabilities</b>	
<b>Financial liabilities</b>	
Borrowings	80.37
Lease liabilities	29.86
Trade payables	882.47
Other financial liabilities	1,477.86
Provisions	257.86
Income tax liabilities (net)	179.96
Other current liabilities	1,099.13
<b>Total current liabilities</b>	<u>4,007.51</u>
<b>TOTAL LIABILITIES</b>	<u>4,030.77</u>
<b>Net Assets Received</b>	<u>5,451.92</u>

Pursuant to the Scheme of Arrangement, the difference between the book value of the assets and liabilities transferred, has been credited to the following reserves of the Group:

PARTICULARS	April 1, 2022
Share based payment reserve	149.50
Cash Flow Hedge Reserve	8.29
Foreign Currency Translation Reserve	322.99
Retained Earnings	4,971.14
	<u>5,451.92</u>

(All Amount in Rs. Millions, unless otherwise stated)

**(B) Basis of Carve Out Financials with respect to Demerged Undertaking till effective date**

The Financial Information is prepared in accordance with the Guidance Note on 'Combined and Carve-out Financial Statements' ("Guidance Note") issued by the Institute of Chartered accounts of India ("ICAI") which sets out overall framework for the preparation and presentation of the carve-out Financial Information. In preparing the said carve-out Financial Information, principles as set out in the Guidance Note and accounting method prescribed in the Scheme have been applied as below:

- i. The directly identifiable assets, liabilities, income and expenditures of the demerged undertaking are based on the books of accounts and underlying accounting records maintained by the Company.
- ii. All other assets including Fixed deposits, current investments in mutual funds, liabilities, income and expenditures, (including Common in nature) have been allocated on the basis of Revenue, or any other reasonable basis as approved by the Board. Balance of Share based payment reserve is transferred based on net book value of assets transferred of demerged undertaking over net worth of the NIIT Limited as on the appointed date pre-demerger.

**(C)** Pursuant to the Scheme, 115,564,072 equity shares of Rs. 10/- each of the NLSL amounting to Rs. 1,155.64 Million held by NIIT stands cancelled as per the Scheme w.e.f. Appointed Date. Consequently, NLSL has ceased to be subsidiary of NIIT Limited. The amount of equity share capital stands reduced and cancelled and correspondingly adjusted to the retained earnings to the extent available and balance equity share capital of Rs. 3.30 Million was transferred to capital reserve in the previous year.

**(D)** Pursuant to the Scheme, the Holding Company has issued and allotted equity shares to the shareholders of NIIT Limited whose name appears in the register of members of NIIT as on the record date i.e. June 8, 2023, one equity share of Rs. 2/- each in NLSL as fully paid up for every equity share of Rs. 2/- each held by them in NIIT and the equity share capital of Rs. 269.14 Million to be issued had been disclosed as Share Suspense Account under the head Equity Share Capital as on March 31, 2023. Scheme Related Expenses post appointed date are allocated equally between NIIT and NLSL, expenses incurred before appointed date are borne by NIIT as per the Scheme and expenses incurred after the effective date are borne by NLSL as per the Scheme. Prior to effective date of scheme of arrangement, 50,000 equity shares has been issued on account of exercise of employee stock options by employee during the year.

**38 Business combinations****(a) Summary of acquisition**

During the previous year, NIIT (USA), Inc, a wholly owned subsidiary of NLSL had acquired 100% membership interest in St. Charles Consulting Group LLC ("St. Charles") on November 04, 2022 and executed Membership Interest Purchase Agreement ("MIPA") and other definitive agreements ("Transaction Documents").

The acquisition helps the Group add significant presence in the professional services and management consulting sectors while strengthening Group's rapidly growing learning consulting practice. St Charles's deep experience in Strategic Learning Programs that are aimed towards advancing overall strategy, addressing strategic business priorities, and key initiatives at large organizations are in high demand across large, global organizations.

The aggregate purchase price of USD 66.49 Million. As per the definitive agreements an amount of USD 25.56 Million was paid in previous year. The Group has subsequently paid contingent consideration amounting to USD 9.60 Million during the year ended March 31, 2024 on achievement of certain specified performance obligations as set out in the agreement and balance earnout amount of USD 31.33 Million will be paid based on annual performance over the next 3 years.

The Group recorded identifiable assets in accordance with Ind AS 103-'Business Combinations'. Balance contingent consideration (performance based earnout) has been recorded at fair value. Change in the fair value measurement of contingent consideration had been recorded as finance cost in the consolidated statement of profit and loss. Legal, Professional and other costs towards acquisition had been recognised as an exceptional item in the consolidated statement of profit and loss.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration	March 31, 2024		March 31, 2023	
	Amount (USD Mn)	Amount (INR Mn)	Amount (USD Mn)	Amount (INR Mn)
Cash paid	9.60	795.48	25.56	2,116.07
Contingent Consideration at fair value	27.69	2,307.87	33.83	2,800.37
<b>Total purchase consideration</b>	<b>37.29</b>	<b>3,103.35</b>	<b>59.39</b>	<b>4,916.44</b>

(All Amount in Rs. Millions, unless otherwise stated)

The assets and liabilities recognised as on November 05, 2022 as a result of the acquisition are as follows:

Particulars	Amount in USD (Million)	Amount in INR (Million)
Property, plant and equipment	0.01	1.05
Right-of-use assets	0.13	10.51
Security deposits non current	0.00	0.30
Unbilled revenue	0.32	26.73
Prepaid expenses	0.03	2.64
Trade receivables	4.42	365.80
Cash and cash equivalents	4.19	346.94
Provision for compensated absences	(0.01)	(0.78)
Deferred revenue	(3.85)	(318.98)
Trade payables	(1.90)	(157.05)
Lease liabilities	(0.13)	(10.95)
Other financial liabilities	(0.53)	(43.60)
<b>Net identifiable assets acquired (A)</b>	<b>2.69</b>	<b>222.61</b>
<b>Intangible assets recognised pursuant to PPA</b>		
Brand	2.71	224.63
Consultant pool	1.23	101.96
Customer relationships	4.41	365.19
<b>Total Intangible assets recognised (B)</b>	<b>8.36</b>	<b>691.78</b>
<b>Total Assets acquired (A+B)</b>	<b>11.05</b>	<b>914.39</b>
<b>Calculation of goodwill</b>		
Purchase consideration as per SPA	59.39	4,916.44
Less : Total assets acquired as above	(11.05)	(914.39)
<b>Goodwill</b>	<b>48.34</b>	<b>4,002.05</b>

## (b) Significant judgements

## (i) Contingent Consideration

The obligation to pay contingent consideration to the promoters of the St. Charles has been recorded as financial liability at fair value. The Group recorded transferred identifiable assets (tangible and intangible) basis a fair valuation. Consequent to this business acquisition, St. Charles were consolidated effective November 5, 2022. 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.

Contingent Consideration Payable	Amount (USD Mn)	Amount (INR Mn)
Contingent Consideration Payable to promoters	33.83	2,800.37
Contingent Liability towards acquisition related expenses	0.70	57.53
Fair Value Loss on contingent consideration charged as finance cost in statement of profit and loss	1.12	92.09
Exchange differences	-	(23.01)
<b>Contingent Consideration Payable as on March 31, 2023</b>	<b>35.65</b>	<b>2,926.98</b>
Contingent Consideration Paid to promoters and others	(9.61)	(796.71)
Fair Value Loss on contingent consideration charged as finance cost in statement of profit and loss	2.40	199.00
Exchange differences	-	40.77
<b>Contingent Consideration Payable as on March 31, 2024</b>	<b>28.44</b>	<b>2,370.04</b>

(All Amount in Rs. Millions, unless otherwise stated)

## (ii) The acquired business contributed revenues and profits to the Company as follows:

Particulars	April 1, 2023 to March 31, 2024	November 05, 2022 to March 31, 2023
Revenue	2,421.69	1,043.84
Profit	618.48	255.92

## (iii) Purchase consideration - cash flow

Particulars	November 05, 2022 to March 31, 2023	
	(In USD)	(In INR)
<b>Outflow of cash to acquire subsidiary, net of cash acquired</b>		
Cash consideration	25.56	2,116.07
<b>Less: balances acquired</b>		
Cash and Bank	(4.19)	(346.94)
<b>Net outflow of cash - investing activities</b>	<b>21.37</b>	<b>1,769.13</b>

Acquisition related costs of Rs. 150.10 Million included in Consolidated Statement of Profit or Loss as exceptional items in the previous year (Refer note 22).

## 39 Non-Cash Transactions

## Reconciliation of liabilities arising from investing and financing activities

Particulars	As at March 31, 2023	Cash Flows (net)	Non-cash changes	As at March 31, 2024
Borrowings (including current maturities and interest on borrowings)	1,158.81	(340.22)	112.05	930.64
Contingent Consideration payable	2,926.98	(796.71)	239.77	2,370.04
Lease Liabilities	130.30	(92.62)	353.51	391.19

## 40 Additional Regulatory Information

- There are no immovable properties included in Property Plant and Equipment, whose title deeds are not held in the name of the Group.
- The Group has not revalued its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year ended March 31, 2024.
- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority, as per the available information.
- Relationship with Struck off Companies

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship with the struck off company, if any, to be disclosed
Assam Computer Services Private Limited	Trade Payables	0.05	0.05	None
Vijaya Lakshmi Softech Private Limited	Trade Receivables	0.03	0.03	None
North East Info Services Private Limited	Trade Payables	0.90	0.90	None

- The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- The Group has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.

(All Amount in Rs. Millions, unless otherwise stated)

- viii) The Holding 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:
- 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
  - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ix) The Holding 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:
- 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
  - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- x) **Audit Trail**
- The Holding Company has used accounting software and certain other related software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the software, except that:
- At accounting software, there are certain privileged / administrative access rights for which audit trail feature is not enabled at application level.
  - Audit trail feature is not enabled at the database level in so far as it relates to accounting and other related software.
- Further no instance of audit trail feature being tampered with was noted in respect of these software.
- xi) **Server backup**
- The Holding Company and its subsidiaries have kept proper books of account as required by law except backup of the books of accounts of one particular software in electronic mode has not been maintained on servers physically located in India.
- 41 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership No. 400419

**For and on behalf of the Board of Directors of NIIT Learning Systems Limited****Rajendra S Pawar**

Chairman

DIN - 00042516

**Sapnesh Kumar Lalla**

Executive Director &amp;

Chief Executive Officer

DIN - 06808242

**Vijay K Thadani**

Vice-Chairman &amp; Managing Director

DIN - 00042527

**Sanjay Mal**

Chief Financial Officer

**Deepak Bansal**

Company Secretary

Place: Gurugram

Date : May 22, 2024

Place: Gurugram

Date : May 22, 2024



MANAGED  
TRAINING  
SERVICES

# NLSL GLOBAL OFFICES

NIIT Learning Systems Limited

## GLOBAL OFFICES

<p><b>AMERICAS</b>  <b>UNITED STATES OF AMERICA</b>  <b>Principal Office:</b>  <b>NIIT (USA) Inc.</b>  3 Ravinia Drive, 1930  Atlanta, GA 30346, USA  Phone: +1 770-450-6777  Fax: 16786233493</p>	<p><b>NIIT Limited, UK, Germany Branch</b>  (Niederlassung Deutschland)  Am Seedamm 44  60489 Frankfurt am  Main Germany  Phone: +0049 0 69 174871  Fax: +0049 0 69 174872</p>
<p><b>St. Charles Consulting Group LLC, USA</b>  320 Cardinal Drive Suite 400  St. Charles, IL 60175  Phone: (630) 377-5555  Email: <a href="mailto:info@stccg.com">info@stccg.com</a>  Website: <a href="http://www.stccg.com">www.stccg.com</a></p>	<p><b>NIIT (Ireland) Limited</b>  SEAI Building, DCU Alpha Innovation Campus, Old Finagles  Road, Glasnevin,  Dublin 11, Ireland  Phone: +353 0 1699 3450</p>
<p><b>StackRoute Learning Inc., USA</b>  1225 Jefferson Road  Suite D01A  Rochester New York 14623  USA</p>	<p><b>NIIT (Ireland) Limited, Korea Branch</b>  396, Seocho-daero,  Seocho-gu, 137-857, Seoul,  South Korea</p>
<p><b>NIIT Brazil LTDA</b>  Rua Ezequiel Ramos  345, Bairro Mooca, Room 12, Sao Paulo City  Zip Code 03111-030, Brazil</p>	<p><b>NIIT (Ireland) Limited - Italy Branch</b>  Stabile Organizzazione Italiana,  Via Renato Hirsch, 14,  44124 Ferrara, Italy</p>
<p><b>NIIT Mexico S.de.R.L de.C.V</b>  Av. Insurgentes Centro 64 Oficina B-601  Col. Juárez, Alcaldía Cuauhtémoc  Ciudad de México C.P. 06600</p>	<p><b>NIIT (Ireland) Limited, Belgium Branch</b>  RSM, Lozenberg 22,  1932 Zaventem,  Belgium</p>
<p><b>NIIT Learning Solutions (Canada) Limited</b>  7003 Steeles Avenue West Toronto,  Ontario, M9W0A2  Registered address:  1200, Waterfront Center, 200  Burrard Street, Vancouver BC V6C 3L6  Canada Phone: +1 888 454 6448</p>	<p><b>NIIT (Ireland) Limited, France Branch</b>  26, Rue Cambaceres,  75008 Paris 08  France</p>
<p><b>EUROPE</b>  <b>UNITED KINGDOM</b>  <b>NIIT Limited</b>  Dawson House, 5 Jewry St.  Suite 302, London EC3N 2EX,  United Kingdom  Phone: +44 207 002 0700  Fax: +44 207 002 0701  Registered Address-  100 New Bridge Street London EC4V 6JA</p>	<p><b>NIIT (Ireland) Limited, Dublin, Basel Branch</b>  c/o Findea AG,  Zweigniederlassung Basel  Steinenvorstadt 33  4051 Basel  Switzerland</p>
<p><b>NIIT Limited, UK, Norway Branch</b>  C/o Econ Partner AS,  Postboks 2006 Vika  0125 OSLO  Phone: +44-20700-20700  Fax: +44-20700-20701</p>	<p><b>NIIT (Ireland) Limited, Denmark Branch</b>  Københavnsvej 4, 4000 Roskilde  Denmark</p>
<p><b>NIIT Limited, UK, Netherlands Branch</b>  Kingsfordweg 151  1043GR, Netherlands  Phone: +44-20700-20700  Fax: +44-20700-20701</p>	<p><b>Eagle Training, Spain S.L.</b>  Málaga TechPark,  C/Marie Curie 10, 1º Izda.,  29590 Campanillas (Málaga) Spain  Phone: +34 951 403 184</p>



<p><b>MIDDLE EAST</b>  <b>NIIT (Ireland) Limited, Turkey Branch</b>          Mustafa Kemal Mah. 2152 Sok.No 2/18          Çankaya Ankara          Turkey</p>	<p><b>ASIA</b>  <b>MALAYSIA</b>  <b>NIIT Malaysia Sdn Bhd</b>          6th Floor, Plaza See Hoy Chan          Jalan Raja Chulan          50200 Kuala Lumpur, Malaysia          DID: +603 2050 1955          Tel: +603 2050 1888          Fax: +603 2031 8618</p>
<p><b>NIGERIA</b>  <b>NIIT West Africa Limited</b>          27, Ogunlowo Street,          Off Obafemi Awolowo Way,          Ikeja, Lagos.          Nigeria.          Phone: +234 803 673 6270</p>	<p><b>NIIT (USA) Inc., Singapore Branch</b>          60 Paya Lebar Road          #09-43 Paya Lebar Square Singapore 409051          Phone: +65 63372472          Fax: +65 63382844</p>
<p><b>AUSTRALIA</b>  <b>NIIT (USA) Inc., Australia Branch</b>          Mitchell and Partners, Suite 3, Level 2,          66 Clarence Street,          Sydney NSW 2000,          Australia          Mailing address          GPO Box 5460 Sydney NSW 2001,          Australia</p>	<p><b>INDIA</b>  <b>Registered Office</b>          Plot No. 85, Sector 32, Institutional Area,          Gurgaon 122 001          India          Phone: +91 124 4293000          Fax: +91 124 4293333  <b>Email:</b> <a href="mailto:info@niitmts.com">info@niitmts.com</a>  <b>Website:</b> <a href="http://www.niitmts.com">www.niitmts.com</a></p> <p><b>Corporate Office</b>          Infocity, A-24, Sector 34          Gurugram 122 001, Haryana, India          Tel: +91 (124) 4916500  <b>Email:</b> <a href="mailto:info@niitmts.com">info@niitmts.com</a>  <b>Website:</b> <a href="http://www.niitmts.com">www.niitmts.com</a></p>



# MANAGED TRAINING SERVICES

## **NIIT LEARNING SYSTEMS LIMITED**

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[info@niitmts.com](mailto:info@niitmts.com)

## **NIIT LEARNING SYSTEMS LIMITED**

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