



**NIIT**  
LIMITED

Helping people  
realize their

# TRUE POTENTIAL

ANNUAL REPORT 2022-23

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# OUR VISION

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## VALUES, MOTIVES AND BELIEFS

- ◉ We, NIIT, 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

## NIIT 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 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.

## NIIT IS QUALITY AND VALUE

- ◉ Each of us will ensure that in any association with the society, society benefits substantially more than
  - What society gives to us.
  - 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.

## NIIT 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 and deployment of technology and know-how for the benefit of mankind.

# CHAIRMAN'S MESSAGE



## Dear Shareholders,

After a sharp rebound in FY22, the global economy faced severe headwinds during FY23. The continuing war in Europe, high inflation and coordinated tightening by central banks across the world led to increasing economic uncertainty around the world. The International Monetary Fund (IMF) now forecasts 3 percent growth in both 2023 and 2024.

In comparison to many countries, India emerged as a bright spot and maintained growth momentum in FY23. GDP grew at a robust 7.2 percent in FY23 and the RBI expects the economy to grow at 6.5 percent in FY24.

While India's economy was resilient, it did face challenges in certain sectors. Having actively hired during the pandemic years due to rapid growth in digitalization, the IT-ITES industry, (and global tech majors in particular), reversed this trend with mass layoffs that were engineered to adjust talent inventory in the face of a near term uncertain demand outlook. Global monetary tightening also impacted funding prospects for startups across various sectors that tempered their growth plans and led to sharp cuts in hiring and layoffs.

The prevailing uncertainty impacted the demand for training especially in the second half of the financial year.

Despite these headwinds your Company achieved growth in FY23 driven by strong momentum carried forward from the previous year.

However, the pivotal development since we met last is the completion of the strategic demerger of NIIT which was announced in January 2022 and completed in accordance with timelines in May 2023. The demerger has led to the establishment of two separate companies—NIIT Ltd. and NIIT Learning Systems Ltd. (NLSL). Both companies are focused on their distinctive businesses, offerings and geographies and armed with necessary growth capital to take advantage of the large opportunities opening up.

I am happy to share that post the demerger, all shareholders of NIIT Limited on the Record Date of June 8, 2023 were allotted equal number of shares of NIIT Learning Systems Limited. These shares are now separately listed on both the Bombay Stock Exchange and the National Stock Exchange with the trading symbol NIITMTS.

# CHAIRMAN'S MESSAGE

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## Business performance

As I discuss the business performance, please note that the accounts for FY23 and for FY22 have been recast as per the applicable accounting standards for the demerger and exclude the Corporate Learning Business undertaking that has been transferred to NIIT Learning Systems Limited from the Appointed Date of April 1, 2022.

For the financial year FY23, your Company reported a revenue of Rs. 341.3 crore—up 36 percent YoY. Organic growth was 13 percent YoY.

The business saw a revenue dip towards the end of the year due to a temporary hiring freeze by IT services firms on account of near-term uncertainty in demand for technology outsourcing.

Your company has transitioned from a traditional brick mortar business to a digital learning platform over the past three years, NIIT provides a wide range of programs that deliver digital talent transformation for early career and working professionals looking for career advancement in Technology and BFSI sectors.

NIIT continues to make a significant contribution to talent development in its areas of focus.

NIIT-trained early career professionals constituted about 19 percent share of the estimated net hiring by the IT-ITES Industry and about 8 percent of the net hiring by the Banking Industry in India in FY23. In addition, NIIT trained over 90,000 technology professionals through its B2B offerings for working professionals.

## Awards and recognitions

NIIT Ltd. distinguished itself during the year, winning key industry acknowledgements and accolades.

Prestigious awards were conferred on NIIT Ltd. by reputed industry bodies in India. At Dataquest's Digital Leadership Conclave 2022, NIIT was recognized as a 'Transformational platform for professional learning in new-age technologies'. It received the "Institutions with excellent Training and Placements" award at the BW Education-Top Education Brand Awards 2022. The Associated Chambers of Commerce & Industry of India (ASSOCHAM) lauded NIIT Ltd. for offering the best e-learning platform and its contribution to the technology training sector.

# CHAIRMAN'S MESSAGE

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## Future Outlook

Technology continues to disrupt old ways of working across multiple sectors. This is expected to drive demand for digital skills not only in Technology but across user industries including BFSI, Manufacturing, Supply Chain, ER&D etc creating strong demand for professionals with deep skills in new ways of working.

Despite the near term challenges, NIIT is looking ahead at a significant growth opportunity ahead. With its proven pedagogy and digital learning platform that creates predictable outcomes at scale, strong balance sheet, and clear focus post the demerger, the company is well poised to accelerate growth and be the talent builder for the nation.

Clearly, NIIT has primed itself for its next stage of growth that will enable it to be a global leader in the skills and careers space. Your Company is now set to deliver a fresh and more powerful value proposition to customers. Our focus will be on helping people and businesses realize their true potential and ensuring that every citizen can participate purposefully in the emerging Digital India.

We invite you to be a part of this exhilarating journey. You are, as always, the wind beneath our wings.

## **RAJENDRA S. PAWAR**

Chairman and Co-Founder,  
NIIT Group

# CORPORATE INFORMATION

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● **CIN**

L74899HR1981PLC107123

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● **CHIEF FINANCIAL OFFICER**

Sanjeev Bansal

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● **COMPANY SECRETARY**

Arpita B Malhotra

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● **AUDITORS**

S R Batliboi & Associates LLP

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● **BANKS**

Citi Bank NA | ICICI Bank Limited |  
Indian Overseas Bank | Standard  
Chartered Bank | Yes Bank |  
SPD Bank | China Construction Bank |  
Industrial and Commercial Bank of China |  
China Merchants Bank | Standard Chartered  
Bank | Bank of China | Guiyang Bank

● **REGISTERED OFFICE**

Plot No. 85, Sector 32, Institutional Area  
Gurugram - 122 001, Haryana, India

E-mail: [info@niit.com](mailto:info@niit.com)

Phone: +91124 429 3000

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**REGISTRAR AND SHARE**

● **TRANSFER AGENT**

Alankit Assignments Limited  
Unit - NIIT Limited Alankit House, 4E/2,  
Jhandewalan Extn. New Delhi 110 055, India

E-mail: [rta@alankit.com](mailto:rta@alankit.com)

Phone: +9111 4254 1960, 4254 1234

Fax: +9111 2355 2001

# BOARD OF DIRECTORS



**RAJENDRA S PAWAR**  
Executive Chairman



**VIJAY K THADANI**  
Vice Chairman &  
Managing Director



**PARAPPIL RAJENDRAN**  
Joint Managing Director



**SAPNESH LALLA**  
Non-Executive Director



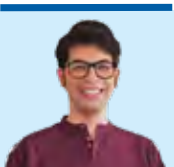
**ANAND SUDARSHAN**  
Non-Executive  
Independent Director



**GEETA MATHUR**  
Non-Executive  
Independent Director



**AVANI VISHAL DAVDA**  
Non-Executive  
Independent Director



**UDAI SINGH PAWAR**  
Non-Executive  
Non-Independent Director



**RAVINDRA BABU GARIKIPATI**  
Non-Executive  
Independent Director



**SRIKANTH VELAMAKANNI**  
Non-Executive  
Independent Director



# NIIT StackRoute Conducted its First Edition of **Digital Architect Conclave**



# NIIT AT A GLANCE

## 2022-23

NIIT Ltd. is a leading skills & talent development corporation, set up in 1981 to help the nascent IT industry overcome its human resource challenges. The company today ranks amongst the world's leading training organizations owing to its vast and comprehensive array of talent development programs.

NIIT Ltd. delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in futuristic domains through its various businesses including NIIT Digital, StackRoute, RPS Consulting, Institute of Finance Banking & Insurance (IFBI), TPaaS and Sales & Service Excellence (SSE).

NIIT Digital platform enables distinctive learning experiences for corporate and individual learners. IFBI is a leading provider of learning services for

early career as well as working professionals for the BFSI sector in India.

NIIT StackRoute is a digital transformation partner for corporates to build multi-skilled full stack professionals in advanced technologies at scale.

RPS Consulting is a leading provider of training programs on emerging digital technologies for experienced technology professionals.

Talent Pipeline as a Service (TPaaS) helps organizations address the challenge of securing mid to long term talent across Technology, Marketing, and Sales roles.

NIIT SSE has deep expertise in empowering businesses in creating an eco-system for talent development to enhance key competencies & elevate performance to achieve higher business outcomes.



# NIIT AT A GLANCE 2022-23

## Other Highlights:

NIIT-StackRoute conducted the first edition of Digital Architect Conclave 2023 which provided a unique opportunity for digital architects across organizations to meet, exchange knowledge and experiences, and interact with experts and thought leaders to gain insights and develop perspectives.

The 6th edition of **NIIT India Confluence**, a 3-days exclusive, by-invitation only summit held on February 1-3, 2023 in Goa, saw representation from around 45 companies and over 50 industry participants. Industry mavens, including CEOs, CHROs, and Business Leaders came together to deliberate on the conference's theme of **'Thrive: Accelerating growth in a 'broken' talent environment.'**

Over the last one year, leading Global Capability Centres (GCCs) have partnered with StackRoute, an NIIT initiative, for building high-quality workforce across technology, digital, data, and related roles.

NIIT introduced the "LEAP" Programme in November 2022, designed for future leaders within the organization. Participants were selected based on their roles and seniority. The program includes an objective assessment called "CALIPER" to measure personality traits and motivations. Additionally, there is an executive development program in collaboration with IIT Delhi's Department of Management Studies. Its goals include fostering a global perspective, awareness of contemporary issues, diverse skills, and an innovative and inclusive mindset among participants.



# The 6th Edition of NIIT India Confluence 2023



# AWARDS AND ACKNOWLEDGEMENTS

- NIIT-StackRoute won 15 Brandon Hall Group HCM Excellence Awards, 2023 for its premier transformative, bootcamp, data science and deep skilling programs jointly with our client partners CGI, Dell Technologies, DXC Technology, Harman International, HDFC Bank, Natwest, Persistent Systems, Philips, Tredence Inc, and Zensar Technologies.
- NIIT Limited has been recognized as a Best Education Brand of 2023 at the 6th Edition of The Economic Times Best Education Brands awards and summit, for its commitment and contribution towards strengthening the upskilling and reskilling landscape through its innovative learning solutions.
- NIIT Limited has been awarded with the Gold award at the Economic Times Human Capital Awards summit 2023 under the “Excellence in Rewards & Recognition Strategy” category.
- RPS Consulting, an NIIT Limited subsidiary has been recognized as a finalist of 2023 Microsoft Learning Partner of the Year.
- NIIT Limited Bagged 'Best Digital Adoption Partner for Indian Enterprises' Award at the 11th Edition Future of L&D Summit & Awards 2023.
- NIIT-StackRoute won 6 Brandon Hall Group HCM Excellence Awards, 2022 for its premier 'Transformative Programs', jointly with our client partners Dell Technologies, Philips, Happiest Minds, Persistent Systems and Zensar.



# AWARDS AND ACKNOWLEDGEMENTS



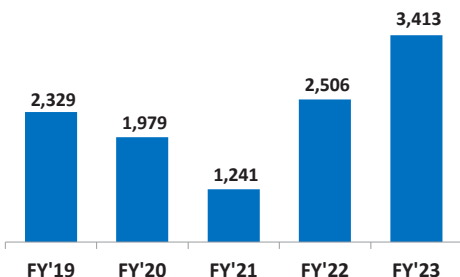
- NIIT Limited was awarded the 'Transformational platform for professional learning in new-age technologies' at the Digital Leadership Conclave 2022 by Dataquest.
- NIIT Digital has been recognized as the "Institutions with excellent Training and Placements" award at the BW Education- Top Education Brand Awards 2022.
- NIIT Digital has been recognized as the Best E-Learning Platform by the Associated Chambers of Commerce & Industry of India (ASSOCHAM) for its contribution to the technology training sector.
- NIIT Digital was recognized as the 'Transformational platform for professional learning in new-age technologies' by India's leading IT magazine, Dataquest. NIIT won this award under the education category at the 29th edition of the Digital Leadership Conclave 2022 held by the publication.



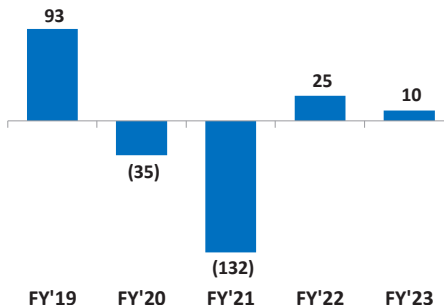
- The Federation of Indian Chambers of Commerce & Industry (FICCI), felicitated Rajendra Singh Pawar, Chairman & Founder, NIIT with 'Lifetime Achievement Award 2022' at the 8th FICCI Higher Education Excellence Awards ceremony held in the capital on November 17, 2022.
- RPS Consulting, an NIIT Limited subsidiary, upgraded to Premium Partnership in FY23 by ISACA based on their FY22 performance.
- RPS Consulting, an NIIT Limited subsidiary, was awarded the "India Partner of the Year" by Vmware based on their FY22 Performance.

**FINANCIAL HISTORY**

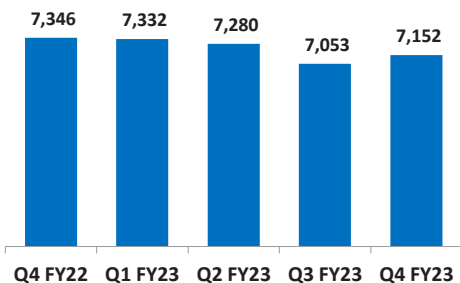
**Revenue (Rs. Mn)**



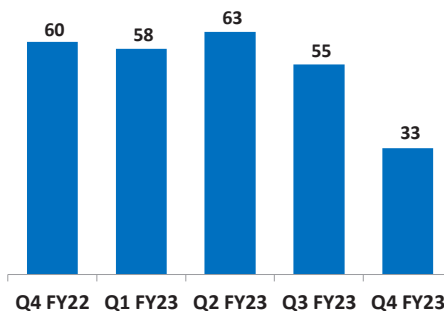
**EBITDA (Rs. Mn)**



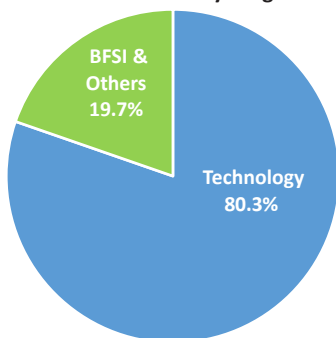
**Net Cash (Rs. Mn)**



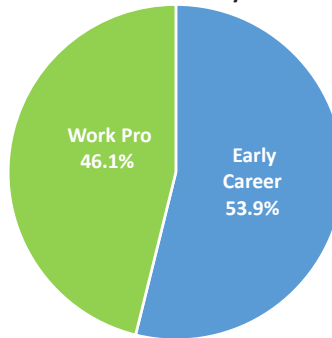
**DSO Days**



**FY 23 Revenue Mix - By Program**



**FY 23 Revenue Mix - By Learner**



**Note:**

The Corporate Learning business undertaking of NIIT Limited has been demerged through the Composite Scheme of Arrangement from the Appointed Date of April 1, 2022. The Figures of prior years have been restated for a like for like comparison.

## NOTICE

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting (“AGM”) of the Members of NIIT Limited (“the Company”) will be held on Wednesday, 27<sup>th</sup> day of September 2023 at 11:30 A.M. (IST) through Video Conferencing / Other Audio Visual Means 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

1. To receive, consider and adopt:
  - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.
2. To appoint Mr. Parappil Rajendran (DIN: 00042531) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **To ratify the remuneration of Cost Auditor for the financial year 2022-23 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. 3,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to 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 2022-23.

**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.”

5. **To re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as Vice-Chairman and Managing Director of the Company, for a period of five years commencing from April 1, 2024 on the terms and remuneration as mentioned in the explanatory statement annexed hereto, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director, upto the limits specified in explanatory statement as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2024 till March 31, 2027.

**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 increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

**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,



## NOTICE (Contd.)

proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

6. **To re-appoint Mr. Parappil Rajendran as Joint Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Parappil Rajendran (DIN: 00042531) as Joint Managing Director of the Company, for a period of five years commencing from April 1, 2024 on the terms and remuneration as mentioned in the explanatory statement annexed hereto, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Parappil Rajendran, Joint Managing Director, upto the limits specified in explanatory statement as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2024 till March 31, 2027.

**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 are hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

**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.”

7. **To approve the payment of remuneration to Non-Executive Directors of the Company 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 Section 197, 198 read with the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to pay remuneration upto Rs. 24,00,000 (Rupees Twenty Four Lacs) to each non-executive director including independent directors of the Company in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of two financial years commencing from April 1, 2023 till March 31, 2025.

**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 decide the manner of payment of remuneration and other benefits, 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 Limited

Arpita B Malhotra  
Company Secretary

Place: Gurugram

Date : August 11, 2023

Membership No. FCS 9670

## NOTICE (Contd.)

### NOTES:

1. 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.

2. Pursuant to the General Circular 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), 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 40<sup>th</sup> AGM shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note nos. 17 to 21 hereinafter.

3. The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

4. 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.

5. 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.

6. 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 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 [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [investors@niit.com](mailto:investors@niit.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 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at [www.niit.com](http://www.niit.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:

a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company alongwith copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at [investors@niit.com](mailto:investors@niit.com) or to RTA, Alankit Assignments Limited at [ra@alankit.com](mailto:ra@alankit.com)

b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

8. In terms of Section 152 of the Act, Mr. Parappil Rajendran and Mr. Sapnesh Kumar Lalla, Directors of the Company, retires by rotation at the AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the 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 seeking re-appointment at AGM is annexed to the Notice as Annexure - I.

Mr. Parappil Rajendran and Mr. Sapnesh Kumar Lalla and their relatives shall be deemed to be interested in Item No. 2 and 3 of the Notice, to the extent of their shareholding, if any, in the Company. 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 Wednesday, September 20, 2023, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice

## NOTICE (Contd.)

and attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

10. Members who would like to express their views or ask questions during the AGM may register themselves till Friday, September 22, 2023, by sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at [investors@niit.com](mailto:investors@niit.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@niit.com](mailto:investors@niit.com). The same will be replied by the Company suitably.

(b) Members who will participate in the AGM through VC/OAVM can also post question/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 NIIT Employees Stock Option Plan 2005 of the Company is being implemented in accordance with the Securities and Exchange Board of India (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@niit.com](mailto:investors@niit.com).

13. Members holding shares in physical mode are advised to:

(a) get these shares converted to the demat form as no transfer of Physical share is allowed from April 1, 2019.

(b) submit their Permanent Account Number (PAN) and bank account details to the RTA/Company, if not registered with the Company, as mandated by SEBI.

(c) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.

(d) register / update their e-mail address with the RTA/Company for receiving communications electronically. Registration Form (ISR-1) is available on the Company's website.

(e) write to the Company for any change in address and bank mandate. Registration Form (ISR-1) is available on the Company's website.

(f) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.

14. Members holding shares in electronic mode 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.

15. 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.

16. 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

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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 as on March 31, 2023 is available on the website of the Company and on MCA's website.

Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), since no dividend was declared by the Company for the financial year 2014-15, no unclaimed/unpaid dividends/shares were liable to transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the financial year 2022-23, upon completion of seven years.

Further, no dividend was declared by the Company for the financial year 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2015-16 are not applicable on the Company.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/india/investors/Pages/disclosures-under-regulation-46-lodr> under Section Details of Unpaid/ Unclaimed Dividend.

Members, whose shares and unclaimed dividends have already been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website <http://www.iepf.gov.in/IEPF/refund.html>. and sending a physical version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules alongwith complete documents in support of their claim.

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/india/investors/Pages/disclosures-under-regulation-46-lodr> under Section Details of Unpaid/ Unclaimed Dividend.

### JOINING AGM THROUGH VC / OAVM:

17. 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.

18. 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.
19. 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.
20. 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.
21. 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, 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 herein below.
  - II. The remote e-voting period shall commence on Friday, September 22, 2023 (9:00 A.M.) (IST) and ends on Tuesday, September 26, 2023 (5:00 P.M.) (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 20, 2023, 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 can not 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.

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### 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:

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

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 <b>IDeAS</b> 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> 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 “<b>Register Online for IDeAS Portal</b>” 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="725 1371 987 1527" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 is 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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="http://www.cdslindia.com">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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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 holding securities in demat mode 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.co.in">evoting@nsdl.co.in</a> or call 022 - 4886 7000 and 022 - 2499 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 22 55 33

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### 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.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Tour 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*****
c) For Members who hold shares in demat account with Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001** and EVEN is 101456 then your user ID is 101456001***

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, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. 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.

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.nsd.com](http://www.evoting.nsd.com).

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) 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. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@niit.com](mailto:investors@niit.com).

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- In case shares are held in demat mode, please 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@niit.com](mailto:investors@niit.com). If you are an Individual shareholders holding securities in demat mode, 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.co.in](mailto:evoting@nsdl.co.in) 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 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VII. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. 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. Wednesday, September 20, 2023.
- IX. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 20, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rt@alankit.com](mailto:rt@alankit.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 20, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- X. Mr. Nityanand Singh, Company Secretary (Membership No. FCS - 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- XI. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate:
- Physical shareholding: Send a request to the Registrar and Transfer Agents ("RTA") of the Company, Alankit Assignments Limited at [rt@alankit.com](mailto:rt@alankit.com) providing Folio No., Name, self-attested scanned copy of the share certificate (front and back), PAN Card, AADHAAR Card for registering email address. After due verification, RTA will forward your login credentials to your registered email address.
- Following additional details need to be provided in case of updating Bank Account Details:
- a) Name and Branch of the Bank in which you wish to receive the dividend,
  - b) the Bank Account type,
  - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
  - d) 9 digit MICR Code Number, and
  - e) 11 digit IFSC Code
  - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
- Demat shareholding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.
- After due verification, the depository will forward your login credentials to your registered email address.



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### XII. 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.niit.com](http://www.niit.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., Wednesday, September 27, 2023.

#### **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.

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### AGM – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Wednesday, September 27, 2023 at 11:30 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 11:00 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 IDs/ Helpline numbers	Email at the designated email id – <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call on: 022 - 4886 7000 / 022 - 2499 7000
6.	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Wednesday, September 20, 2023
7.	Remote E-voting start time and date	9.00 A.M. (IST), Friday, September 22, 2023
8.	Remote E-voting end time and date	5.00 P.M. (IST), Tuesday, September 26, 2023
9.	Remote E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
10.	Emails: Company/documents/ AGM Speaker registration  Registrar & Share Transfer Agent  NSDL	<a href="mailto:investors@niit.com">investors@niit.com</a>  <a href="mailto:rta@alankit.com">rta@alankit.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.	Email & Contact updation	<u>Demat shareholders:</u> through Depository Participant.  <u>Physical Shareholders:</u> Contact Company or its Registrar and Transfer Agents, Alankit Assignments Limited at given address/ or email.

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### STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

#### ITEM NO. 4

The Board had, at its Meeting held on July 28, 2022, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2022-23 at a remuneration of Rs. 3,50,000/- (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, 2023 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 4 of this Notice.

#### ITEM NO. 5

The members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolution at the Annual General Meeting held on September 28, 2018 and approved the re-appointment and remuneration of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company for a period of 5 years i.e., from April 1, 2019 up to March 31, 2024.

In continuation to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company at their Annual General Meeting held on August 5, 2022 had approved that Mr. Vijay Kumar Thadani shall be paid remuneration upto Rs. 24 million in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2022 till March 31, 2024. The approved amount was within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time).

The Board of Directors at its meeting held on August 11, 2023, had unanimously approved the re-appointment and following remuneration of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company for a period of 5 years, commencing from April 1, 2024 up to March 31, 2029, as recommended by the Nomination and Remuneration Committee at its meeting held on August 10, 2023 :

- I. Basic salary Rs. 814,000 p.m. in the scale of Rs.800,000 to Rs.1,600,000 p.m. payable monthly.
- II. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee.
- III. Perquisites, allowances and retiral :
  - (a) House rent allowance of 80% of the basic salary
  - (b) Contribution by Company to Superannuation fund and Provident fund
  - (c) Medical expenses reimbursements
  - (d) Leave Travel Concession for self and family
  - (e) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (f) Medical insurance cover as per company's policy.
  - (g) Club fees for upto two clubs.
  - (h) Employee Disability & Life Insurance Policy
  - (i) Group Term Life Insurance cover as per applicable company policy.
  - (j) and any other which may be applicable based on company's policy.

A flexible basket with value upto Rs. 2 million per annum may be fixed by the Nomination & Remuneration Committee to cover items at (c) to (j) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

#### Other benefits:

- (a) Usage of Company Car and Driver
- (b) Telephone expenses including mobile phone, for company use
- (c) Internet/broadband facility at home for office work
- (d) Engagement of security/caretaker services at the residence

## NOTICE (Contd.)

- IV. Leave and encashment of leave, Gratuity – as per policy of the Company
- V. Notice period for severance of employment : Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors.
- VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.

The Overall remuneration for I to III above shall be within Rs. 15 million per annum.

The Company intends to pay remuneration upto Rs. 15 million per annum (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. Vijay K Thadani, Vice-Chairman & Managing Director, as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2024 till March 31, 2027, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force).

The Members may note that upon Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (“NLSL”) becoming effective, the CLG business undertaking, has been transferred to NLSL. NLSL at its meeting held on May 24, 2023 had appointed Mr. Thadani as Vice-Chairman & Managing Director, in order to ensure continuity of management participation and benefit NLSL with the vast experience and knowledge of Mr. Thadani. Mr. Thadani is also Director /Chairman on the Board of foreign subsidiaries of NLSL, which have been transferred to NLSL as part of the Scheme.

As Vice Chairman & Managing Director, Mr. Thadani’s role in NIIT will mitigate risks in the demerger and provide the impetus to the management team to accelerate the growth of the Company, leading to increased shareholder value.

The Board of Directors of the Company at its meeting held on August 11, 2023 has unanimously approved the re-appointment of Mr. Thadani as Vice-Chairman & Managing Director of NIIT Limited.

Pursuant to Section 203 (3) of the Act, a Key Managerial Personnel could become a director of any other company with the permission of the Board. Further any company might appoint a person as its managing director, who is already a managing director of another company, if such appointment is approved by a resolution passed at a meeting of the Board of such company with the consent of all the directors present at the meeting.

The Members may note that he shall continue to be Vice-Chairman & Managing Director of NLSL and Director of NLSL’s subsidiaries. He shall draw remuneration from NIIT and NLSL, which shall be within the applicable limits of the Act. At the same time, his combined remuneration from NIIT & NLSL post demerger, shall be within the overall applicable statutory limits as well as limits in NIIT Limited, pre demerger, while his role and responsibilities have doubled due to his involvement in both the entities.

Pursuant to Section 196 of the Act, no company shall appoint a person or continue the employment of any person as Managing Director who has attained the age of seventy years unless a special resolution is passed to that effect. The approval of member is sought in terms of aforesaid provisions.

Approval of the members is also sought by passing of special resolution pursuant to Regulation 17(6)(e) of the Listing Regulations.

A brief profile of Mr. Vijay Kumar Thadani, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in Annexure-I of this Notice.

Mr. Vijay Kumar Thadani has provided the Company (i) his consent in writing to act as Vice Chairman & Managing Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act.

The relevant details of Mr. Vijay Kumar Thadani, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in Annexure – I to the Notice.

## NOTICE (Contd.)

### Information about Mr. Vijay Kumar Thadani, as required under Section II of Part II of Schedule V of the Act:

<b>Past remuneration</b>	2022-23 – Rs. 32,721,576/- 2021-22 – Rs. 49,793,681/- 2020-21 – Rs. 4,149,663/- {Considering the unprecedented circumstances under COVID-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid major part of his remuneration [basic salary + house rent allowance] from April 1, 2020 to January 31, 2021 and full performance linked bonus for FY 2020-21 }
<b>Recognition or Awards</b>	Under the leadership of Mr. Thadani, the Company has received many prestigious awards and accolades.  Mr. Thadani received the recognition of ‘Distinguished Alumnus’ from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. In addition, he was honoured with the position of ‘Economic Consultant’ to Chongqing, world’s largest city in the People’s Republic of China.  He has also featured as an Industry expert in number of webinars, panel discussions at business TV channels, industry seminars and magazines.
<b>Job profile and his suitability</b>	Mr. Vijay K Thadani has extensive experience in IT and education and Training industry. He shall control the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in leading NIIT’s strategic alliance initiative, the technology partnership initiative and leveraging growth opportunities in addition to overseeing the Finance, Legal, Secretarial, Investor Relations functions and Business.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement of this Notice.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The proposed remuneration has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company and Board of Directors at their meeting held on August 10, 2023 and August 11, 2023, respectively.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Thadani has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company.
<b>Other Information</b>	The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

Except Mr. Vijay K Thadani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the special resolution set out at Item no. 5 of this Notice.

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

The above may also be treated as an abstract of the terms of appointment of Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

## NOTICE (Contd.)

### ITEM NO. 6

The members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolution at the Annual General Meeting held on September 28, 2018 and approved the re-appointment and remuneration of Mr. Parappil Rajendran as Joint Managing Director of the Company for a period of 5 years i.e., from April 1, 2019 up to March 31, 2024.

In continuation to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company at their Annual General Meeting held on August 5, 2021 had approved that Mr. Parappil Rajendran shall be paid remuneration upto Rs. 24 million in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2021 till March 31, 2024. The approved amount was within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time).

The Board of Directors at its meeting held on August 11, 2023, had unanimously approved the re-appointment and following remuneration of Mr. Parappil Rajendran as Joint Managing Director of the Company for a period of 5 years, commencing from April 1, 2024 up to March 31, 2029, as recommended by the Nomination and Remuneration Committee at its meeting held on August 10, 2023 :

- I. Basic salary Rs. 550,000 p.m. in the scale of Rs.500,000 to Rs.1,100,000 p.m. payable monthly.
- II. Performance Bonus payable annually in the form of cash and/or stock options to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee upto a limit of Rs. 15.30 million per annum.
- III. Perquisites, allowances and retivals :
  - (a) House rent allowance of 80% of the basic salary
  - (b) Contribution by Company to Superannuation fund and Provident fund
  - (c) Medical expenses reimbursements
  - (d) Leave Travel Concession for self and family
  - (e) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (f) Medical insurance cover as per company's policy.
  - (g) Club fees for upto two clubs.
  - (h) Employee Disability & Life Insurance Policy
  - (i) Group Term Life Insurance cover as per applicable company policy.
  - (j) and any other which may be applicable based on company's policy.

A flexible basket with value upto Rs. 2 million per annum may be fixed by the Nomination & Remuneration Committee to cover items at (c) to (j) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

#### Other benefits:

- (a) Usage of Company Car and Driver
- (b) Telephone expenses including mobile phone, for company use
- (c) Internet/broadband facility at home for office work
- (d) Engagement of security/caretaker services at the residence
- IV. Leave and encashment of leave, Gratuity – as per policy of the Company
- V. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors.
- VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.
- VII. In addition, the perquisites value from stock options granted/to be granted and exercised from time to time shall be over and above of the aforesaid remuneration in any case. The perquisite value of stock option shall not be considered for the purpose of calculation of limit of managerial remuneration payable to him in any situation/event.

The Overall remuneration for I-III above shall be within Rs. 30 million per annum.

The Company intends to pay remuneration upto Rs. 24 million per annum or the earned total remuneration whichever is lower, (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. P Rajendran, Joint Managing Director, as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2024 till March 31, 2027, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force).

Pursuant to Section 196 of the Act, no company shall appoint a person or continue the employment of any person as Managing Director who has attained the age of seventy years unless a special resolution is passed to that effect. The approval of member is sought in terms of aforesaid provisions.

## NOTICE (Contd.)

A brief profile of Mr. P Rajendran, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in Annexure-I of this Notice.

The Board believes that Mr. P Rajendran's skills, experience, mentoring ability, industry networking could be crucial to accelerate the expansion of NIIT Limited in the coming years.

Mr. P Rajendran has provided the Company (i) his consent in writing to act as Joint Managing Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act.

The relevant details of Mr. P Rajendran, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in Annexure – I to the Notice.

### Information about Mr. P Rajendran, as required under Section II of Part II of Schedule V of the Act:

<b>Past remuneration</b>	2022-23 – Rs. 24,213,727/- 2021-22 – Rs. 39,788,213/- 2020-21 - Rs. 7,220,957/- <i>{including Rs. 39,90,070/- towards perquisite value of ESOP exercised during the financial year; Considering the unprecedented circumstances under COVID-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21, he was not paid major part of his remuneration [basic salary + house rent allowance] from April 1, 2020 to January 31, 2021 and full performance linked bonus for FY 2020-21}</i>
<b>Recognition or Awards</b>	Under the leadership of Mr. Rajendran, the Company has received many awards in recognition of its innovative HR practices, including Aon Hewitt's Best Employers in India-2011, 'Best Education Company to Work with' at Indian Education Awards 2011 and '4th Best Company to work for in India' by Great India to Work Institute 2013-14. In FY 2020-21, he was awarded the IIT Delhi Alumni Award for Outstanding Contribution to National Development for Corporate Excellence.
<b>Job profile and his suitability</b>	Mr. Rajendran has extensive experience in IT and education and Training industry. He assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, Legal affairs, CSR and ESG. He is also involved in long term development activities of the Company, including Corporate Governance and Board co-ordination.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement of this Notice.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The proposed remuneration has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company and Board of Directors at their meeting held on August 10, 2023 and August 11, 2023, respectively.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Rajendran has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company.
<b>Other Information</b>	The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

Except Mr. P Rajendran and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the special resolution set out at Item no. 6 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at item no. 6 of this Notice.

The above may also be treated as an abstract of the terms of appointment of Mr. P Rajendran as Joint Managing Director of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

## NOTICE (Contd.)

### ITEM NO. 7

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration, for an amount as may be decided by the Board of Directors/ Committee of Directors, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Act. Such remuneration shall be divided amongst Non-Executive Directors in such manner as the Board of Directors (or the authorised Committee of the Board) may from time to time determine and the same may be paid to Non-Executive Directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Further, as per Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees and compensation paid to non-executive directors (including independent directors) need to be approved by the members of the company.

The members of the Company at the Annual General Meeting held on August 5, 2021 had approved the payment of Commission to Non-Executive Directors up to an amount not exceeding 1% per annum of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013) for a period of five financial years commencing from April 1, 2020. The members had authorized the Board of Directors to decide the appropriate quantum of commission for any financial year within the aforesaid 1% limit approved. This is on the basis of the company's standalone profitability.

Further, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the members at the Annual General Meeting held on August 5, 2021 had approved to pay remuneration up to Rs. 24,00,000 to

each non-executive director of the Company (including independent directors) in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of three financial years commencing from April 1, 2020 till March 31, 2023 (being maximum tenure as per Schedule V of the Act).

The Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on August 11, 2023, had considered and recommended to the members for approval, for payment of remuneration up to Rs. 24,00,000 to each non-executive director of the Company (including independent directors) in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company for the remaining period of two financial years commencing from April 1, 2023 till March 31, 2025.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Nomination & Remuneration Committee and Board within the aforesaid limits after consideration of the following criteria:

- the overall performance of the Company
- Directors' attendance, contribution at the Board and the Committee meetings, Chairmanship of Committees etc.
- proposed remuneration with reference to net profits of the Company, subject to overall ceilings under Section 197 and Schedule V of the Act.

The approval of members by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The aforesaid limits shall not include payment of sitting fees to non-executive directors if made within the limits prescribed under the Act.

Brief profile of the Non-Executive Directors are available at the website of the Company at [www.niit.com](http://www.niit.com).

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

All the Non-Executive Directors or their relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 7 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 7 of this Notice.



**NOTICE (Contd.)**

**ANNEXURE-I**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the director proposed to be reappointed:

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
Age	72 years	70 years	57 years
Date of first appointment on the Board	December 02, 1981	May 01, 1990	August 5, 2021
Background and Expertise & Qualification	<p>Vijay K Thadani is the Co-Founder of NIIT Group and serves as Vice Chairman and Managing Director of NIIT Ltd, a leading Global Talent Development Corporation. He is also 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.</p> <p>He also serves as the Vice Chairman and Managing Director of NIIT Learning Systems Limited.</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>Currently Vijay serves on the Governing Council of All India Management Association (AIMA) , 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>	<p>Parappil Rajendran, Joint Managing Director and Co-Founder of NIIT Ltd., is a member of the core team that developed and brought the organization to its present position of global standing, since its inception in 1981.</p> <p>He received his degree in Electrical Engineering at the Indian Institute of Technology Delhi, India and joined KELTRON, a Kerala government startup electronic products company, where he worked for eight years in marketing, product management, sales of electronic industrial products and design, installation and commissioning of electronic automation and control of thermal power stations.</p> <p>Rajendran also serves on the Board of Management of the not-for-profit NIIT University in Neemrana, Rajasthan. He is also actively engaged with the not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society.</p> <p>Rajendran was associated with the apex industry association, Confederation of Indian Industry (CII) for over a decade, serving on their Information Technology, Human Resources &amp; Higher Education committees. He has served on the Central Board of Trustees of Employees Provident Fund for eight years. He is a life member of the Institute of Electrical &amp; Electronics Engineers, USA.</p> <p>IITDelhi Alumni Association recognized his professional contributions by conferring the "Outstanding Contribution to National Development" Award in the year 2020.</p>	<p>Sapnesh Lalla is a non-executive Director of NIIT Ltd, a global leader in skills and talent development and a leading provider of managed training services, offering broad-based education and training solutions to corporations, institutions and individuals.</p> <p>He is also Executive Director and Chief Executive Officer of NIIT Learning Systems Limited.</p> <p>Sapnesh has served in NIIT India and USA for over 30 years. He started his journey as a Project Lead in the Learning Content Development Team and over the years, has held various Management and Leadership roles in Product Management, Customer Support, Channel Development, Sales and Support functions. He has worked on a number of critical initiatives including NIIT's expansion into North America &amp; Europe and has led significant acquisitions including Cognitive Arts and Element K. He was selected to the Managing Director's Quality Club (MDQC) in 1997 and received the coveted Global Leadership Award in 2001 and 2010. In 2010, he joined the board of NIIT(USA), Inc. in Allanta, Georgia, USA. He led the enterprise business of the company outside India and helped create and grow unique solutions in the areas of Learning content, learning administration &amp; learning technologies. Among others, he led the conceptualization and growth of Managed Training Services outsourcing which are now being delivered to many global firms in the Fortune 500.</p> <p>In 2017, Sapnesh was appointed CEO of NIIT Ltd. and in August 2021, he was re-designated as Executive Director and Chief Executive Officer of NIIT Limited. During this period, he had taken charge, learned the role, improved the business and order book, organically &amp; inorganically, streamlined the Stackroute business in India and led the company through the recent difficult pandemic times with determination and perseverance. Since then, he has passionately driven the digital transformation of the company and the agenda to scale up the business on company's new NIIT Digital platform. He became non-executive director of NIIT Limited on May 24, 2023.</p> <p>Sapnesh is an Electronics and Communications Engineer from Bangalore University and received his Executive Education at the Ross School of Business, University of Michigan.</p>

**NOTICE (Contd.)**
**ANNEXURE-I (Contd.)**

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
<b>Number of Equity Shares held in the Company including shareholding as beneficial owner</b>	158,527 Equity Shares (including 155,000 shares with spouse as first holder, 1,000 shares as second holder with spouse and 2,527 shares as Karta )#	1,649,191 Equity Shares (Including 7,537 shares as first holder and 760,052 shares as second holder with spouse)	473,052 equity shares
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None	None	None
<b>Terms and conditions of appointment or re-appointment and remuneration to be paid</b>	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement	Retire by rotation Payment of sitting fee and amount payment as Non-executive Director, if any.
<b>No. of Board Meetings attended during the financial year 2022-23</b>	Held : 9 (Nine); Attended : 9 (Nine)	Held : 9 (Nine); Attended : 8 (Eight)	Held : 9 (Nine); Attended : 9 (Nine)
<b>Directorships of other Boards as on date of notice</b>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems 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>	<ul style="list-style-type: none"> <li>• NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>• NIIT Network Services Limited</li> <li>• Pace Education and Financial Services Private Limited (Formerly known as Pace Education Private Limited)</li> <li>• IT Infrastructure Development Corporation Private Limited</li> <li>• RPS Consulting Private Limited</li> <li>• NIIT Education Services</li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited</li> <li>• NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>• RPS Consulting Private Limited</li> <li>• NIIT Limited, UK</li> <li>• NIIT USA Inc, USA</li> <li>• NIIT (Ireland) Limited</li> <li>• NIIT Learning Solutions (Canada) Limited</li> <li>• NIIT China (Shanghai) 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>

**NOTICE (Contd.)**

**ANNEXURE-I (Contd.)**

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
<b>Membership / Chairmanship of Committees of companies as on date of notice (including NIIT)</b>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited                             <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> <li>- Risk Management Committee – Member</li> <li>- Corporate Social Responsibility Committee – Member</li> <li>- Stakeholders Relationship Committee – Member</li> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> <li>- Corporate Social Responsibility Committee – Member</li> <li>- Stakeholders Relationship Committee - Member</li> <li>- Risk Management Committee – Member-Member</li> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• Triveni Turbine Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee - Member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• NIIT Institute of Finance Banking &amp; Insurance Training Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee - Member</li> <li>- Corporate Social Responsibility Committee – Member</li> </ul> </li> <li>• RPS Consulting Private Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee - Member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited                             <ul style="list-style-type: none"> <li>- Risk Management Committee – Member</li> <li>- Share Allotment Committee – Member</li> </ul> </li> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Risk Management Committee- Member</li> </ul> </li> <li>• NIIT Institute of Finance Banking &amp; Insurance Training Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee – Member</li> </ul> </li> <li>• RPS Consulting Private Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee - Member</li> </ul> </li> </ul>
<b>Remuneration last drawn</b>	As per detail given in the explanatory statement to item no. 5 of the Notice	As per detail given in the explanatory statement to item no. 6 of the Notice	As per detail given in Corporate Governance Report
<b>List of core skills/ expertise/ competencies identified by the Board and those actually available:</b> 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	1-7,9	1, 3-8

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

Pursuant to the provisions of Section 197 of the Act, the remuneration payable to any one managing director or whole-time director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than such director then the remuneration to them shall not exceed 10% of such profits. It also provides that the remuneration payable to directors (other than managing directors or whole-time directors i.e. executive directors) shall not exceed, (a) 1% of the net profits of the company, if there is a executive director or manager; (b) 3% of the net profits in any other case. It also provides that a company with the approval of the members in general meeting by a special resolution can pay remuneration in excess of all or any of these limits.

Further, in case of loss or inadequacy of profits calculated as per Section 198 of the Act, a company may pay remuneration as per applicable limits/slab prescribed under Schedule V of the Act based on its effective capital, subject to members

approval (by Ordinary or Special Resolution, as applicable), which would be valid for a period of 3 years

Based on the Company's Effective Capital as per defined criteria in Schedule V (being more than Rs. 250 crores) as at March 31, 2023, the Company can pay annually in the slab of Rs. 1.20 crore plus 0.01% of the effective capital in excess of Rs. 250 crores per Whole-time director and Rs. 24 lac per non-executive director, in the event of inadequate profits or no profits in a financial year, with the approval of members by passing an ordinary resolution. The Company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, as an abundant caution, approval of members of the Company is sought by passing of special resolutions for payment of remuneration under Schedule V of the Act, to Mr. Vijay Kumar Thadani and Mr. P Rajendran, as mentioned in the respective items.

**Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item Nos. 5, 6 and 7**

**GENERAL INFORMATION**

**Table A**

1	<b>Nature of Industry</b>	<b>Information Technology Services</b>			
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators (Standalone)	<b>Particulars</b>		<b>Amount in Rs. Million</b>	
		<b>Financial year</b>	<b>2022-23*</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	1,968	5,985	4,807
		Profit / (Loss) for the year	(171)	1,423	536
* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited ("Transferor Company") and NIIT Learning Systems Limited ("Transferee Company") and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 19, 2023.					
5	Financial performance based on given indicators (Consolidated)	<b>Particulars</b>		<b>Amount in Rs. Million</b>	
		<b>Financial year</b>	<b>2022-23*</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	3,794	14,292	10,382
		Profit for the year	84	2,299	1,437
* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited ("Transferor Company") and NIIT Learning Systems Limited ("Transferee Company") and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 19, 2023.					
6	Foreign investments or Collaborators, if any	The Company has following foreign/ overseas wholly owned subsidiaries: - NIIT China (Shanghai) Limited - NIIT GC Limited, Mauritius  Since the Company is listed at Stock Exchanges, there are Foreign Institutional Investors, Foreign Nationals and Foreign Companies as shareholders, in the Company. Further, the Company has not entered into any foreign collaboration.			

## NOTICE (Contd.)

## ANNEXURE-II (Contd.)

**OTHER INFORMATION****Managerial remuneration in the event of loss or inadequate profits:**

The Company has operations in India and in international geographies through wholly owned subsidiaries. The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials, as defined in the said respective resolutions read with their explanatory statements.

The members may note that financial performance is indicated in Table A in Annexure-II on a consolidated basis and on standalone basis for the financial year ended March 31, 2023 for reference. The Company recorded growth in revenue in both standalone and consolidated financials for the financial year 2022-23.

**Steps taken or proposed to be taken for improvement:**

The Company remains committed to generating superior returns for its stakeholders. The pivot to digital solutions, investments in Sales and Marketing as well as new capabilities have helped NIIT to achieve growth in FY23 at both the

standalone and the consolidated level. The improvement was led by growth in its business due to addition of new customers, transition to digital learning, improvement in business mix and continuous focus on rationalization of resources including physical infrastructure. The Company will continue to take actions for improvement in its performance.

**Expected increase in productivity and profits in measurable terms:**

The Company sees a large headroom for growth and plans to continue investments to take advantage of the opportunity. While the investments may impact margins in the near term, these are expected to help the Company to scale its businesses and sustain growth and profitability in the long run.

**DISCLOSURES**

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2022-23.

By Order of the Board  
For NIIT Limited

Arpita B Malhotra  
Company Secretary

Place: Gurugram  
Date: August 11, 2023

Membership No. FCS 9670

## BOARD'S REPORT

Dear NIIT Shareowner,

Your Directors take pleasure in presenting the 40<sup>th</sup> Annual Report along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2023.

### Financial Highlights

On May 19, 2023, the National Company Law Tribunal (NCLT), Chandigarh Bench sanctioned/ approved 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 ('Scheme'), which was made effective on May 24, 2023 by filing of the certified copies of the NCLT Orders sanctioning the Scheme with Registrar of Companies, NCT of Delhi & Haryana. 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.

Statement of profit and loss for the year ended March 31, 2022 have been restated by the Company to give effect of the Scheme. The transferred business as defined in the 'Scheme' have been disclosed as 'Discontinued Operations' in the consolidated financial statements for the year ended March 31, 2022, as per the requirements of Ind AS 105 - "Non-current Assets Held for Sale and Discontinued Operations".

The assets and liabilities of the Demerged Undertaking were transferred at their book value as appearing in the books of the transferor company with effect from April 1, 2022 i.e. the Appointed Date as per Scheme.

Your company's consolidated revenue from operations for current year is Rs. 3,413 million as against Rs. 2,506 million in the previous year and the profit after tax is Rs. 111 million as against Rs. 317 million in the previous year from continuing operations.

Your company's standalone revenue from operations for the current year is Rs. 1,574 million as against Rs. 1,258 million in the previous year, and the profit/ (loss) after tax is Rs. (144) million as against Rs. 872 million in the previous year from continuing operations.

The highlights of your Company's financial results for the financial year (FY) April 1, 2022, to March 31, 2023, (FY23) are as follows:

(Amounts in Rs. Million)

Particulars	CONSOLIDATED		STANDALONE	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Continuing and Discontinued Operations</b>				
<b>INCOME</b>				
Revenue from operations	3,413	2,506	1,574	1,258
Other Income	381	404	394	1,150
<b>Total Income</b>	<b>3,794</b>	<b>2,911</b>	<b>1,968</b>	<b>2,408</b>
<b>Total Expenses</b>	<b>3,625</b>	<b>2,648</b>	<b>2,113</b>	<b>1,638</b>
<b>Profit / (Loss) before exceptional items and tax</b>	<b>169</b>	<b>262</b>	<b>(145)</b>	<b>769</b>
Exceptional items	(10)	(29)	(10)	(23)
<b>Profit / (Loss) before Tax</b>	<b>159</b>	<b>233</b>	<b>(155)</b>	<b>746</b>
Tax Expenses	48	(84)	(11)	(126)
<b>Profit / (Loss) for the year from continuing operations</b>	<b>111</b>	<b>317</b>	<b>(144)</b>	<b>872</b>
Profit / (Loss) after tax for the year from discontinued operations	(28)	1,981	(28)	551
<b>Profit / (Loss) for the year</b>	<b>84</b>	<b>2,299</b>	<b>(171)</b>	<b>1,423</b>
<b>Profit attributable to</b>				
Owners of NIIT Limited	32	2,262	(171)	1,423
Non-controlling interests	52	37	-	-
<b>Earnings / (Loss) per equity share for Continuing Operations:</b>				
Basic EPS (Rs.)	0.45	2.09	(1.07)	6.49
Diluted EPS (Rs.)	0.44	2.04	(1.07)	6.34
<b>Earnings / (Loss) per equity share for Discontinued Operations:</b>				
Basic EPS (Rs.)	(0.21)	14.74	(0.21)	4.10
Diluted EPS (Rs.)	(0.21)	14.39	(0.21)	4.00
<b>Earnings / (Loss) per equity share for Continuing and Discontinued Operations:</b>				
Basic EPS (Rs.)	0.24	16.83	(1.28)	10.59
Diluted EPS (Rs.)	0.23	16.43	(1.28)	10.34

### Business Operations

The Composite Scheme of Arrangement (Scheme) for Transfer of Corporate Learning Business to NIIT Learning Systems Limited (NLSL) has been made effective on May 24, 2023. The Appointed Date for the Scheme is April 1, 2022. The financials for NIIT Limited reflect impact of this transfer from the Appointed Date and are not comparable to previously declared financials. The Company achieved Revenue of Rs. 3,413 million which was up 36% YoY. Training for Early Career professionals was Rs. 1,838 Mn and was up 15% YoY. This comprised 54% of the revenue for the year. The balance, 46% of revenue, was contributed by training for working professionals, with revenue of Rs 1,574 million and was up 73% YoY. StackRoute & TPaaS Biz up 17% YoY and contribute 32% to SNC revenue. For the full year, Technology programs contributed 80.3% to overall revenue with balance being contributed by BFSI & Others (19.7%). The company trained over 178K professionals during the year, across industries and learner categories.

## BOARD'S REPORT (Contd.)

The Company had acquired majority stake in RPS Consulting in October 2021. Growth in FY23 was aided by first full year of consolidation of RPS Consulting with NIIT. Many GSI's reported a reduction in headcount indicating negative net hiring in the fourth quarter due to prevailing uncertainty in the demand environment which also led to compression in spending. Organic revenue was up 13% YoY despite impact of slowdown in hiring in H2 FY23.

EBITDA for the year was Rs. 10 million as compared to Rs. 25 million despite continued investments in growth and impact of the environment during the year. A detailed analysis of the overall performance is given in the Management Discussion and Analysis Report, forming part of this Report.

### Future Plans

With a continuing shift to Digital economy, the IT and BFSI sectors are expected to continue to see an increasing demand for digital skills and therefore, continue to offer a significant growth opportunity for NIIT. India has over 41 million students enrolled in higher education, the number of college graduates entering the workforce is second highest in the world. With about 5.4 million people employed by the IT/ITES industry and a similar number in BFSI. College students, fresh graduates, and working professionals aspiring to make a career in Technology, BFSI and other emerging sectors in India represent a large untapped opportunity.

Over the last two years, the company has pivoted to digital learning, invested in new products, and strengthened the leadership team. With a trusted brand, a scalable learning delivery platform, proven methodologies that delivers superior outcomes for learners and a strong balance sheet, NIIT is well positioned to accelerate Digital Talent Transformation for both Individuals and Corporate customers.

NIIT plans to continue to invest in digital learning and deep-skilling programs to scale the business. In addition, company is working on a number of new opportunities across sectors undergoing digital transformation to offer deep skilling programs. Over the next few years, NIIT expects to reestablish the Company as a premium provider of digital talent.

### Dividend

The Board of Directors have not recommended any dividend for the financial year 2022-23.

### Transfer to Reserves

The Company has not transferred any sum to the General Reserve for the financial year 2022-23.

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

There have been no material changes and commitments affecting the financial position of the Company during FY23, other than those explained herein.

There has been no change in the nature of the business of the Company.

### Share Capital

During the year under review :

- there has been no change in the Authorized Share Capital of the Company;
- the Company has allotted 6,97,113 equity shares to the eligible employees on the exercise of stock options granted under the NIIT Employee Stock Option Plan 2005;
- there was no buyback by 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" or "the Company") and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company ("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 as amended.

The Scheme was approved by the Hon'ble NCLT by way of its Order dated May 19, 2023. The Effective Date of the Scheme was May 24, 2023, with effect from the Appointed Date i.e., April 1, 2022. Pursuant to the Scheme, the CLG Business Undertaking of the Company has been demerged into NLSL with effect from the Appointed Date.

### Subsidiaries, Joint Ventures and Associate Companies

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

The list of subsidiaries, joint ventures, and associates of the Company, including the change (if any) during the year, is provided in Form AOC-1 and notes to the standalone financial statement of the Company.

### During the year under review:

- a) NIIT (USA), Inc, a wholly owned subsidiary company of NIIT Limited has acquired 100% membership interest in St. Charles Consulting Group LLC on November 4, 2022, forming part of CLG business Undertaking.
- b) Your Company had executed a Share Purchase Agreement ("SPA") and other transaction documents with RPS Consulting Private Limited ("RPS") and its promoters on October 1, 2021, to acquire 100% equity

## BOARD'S REPORT (Contd.)

shareholding from promoters/existing shareholders in RPS in three tranches. Your Company had acquired 70% equity shareholding (on a fully diluted basis) in RPS on October 1, 2021, 20% equity shareholding (on a fully diluted basis) in RPS on December 22, 2022, while the balance 10% shareholding of RPS was also acquired by the Company on May 15, 2023. Subsequently, RPS became wholly owned subsidiary of the Company.

- c) NIIT Mexico, S. DE R.L. DE C.V. was incorporated on February 23, 2023, as a step-down subsidiary of the Company by NIIT (USA) Inc., USA, (a wholly owned subsidiary of the Company).
- d) NIIT Brazil LTDA was incorporated on March 23, 2023, as a step-down subsidiary of the Company by NIIT (USA) Inc., USA, (a wholly owned subsidiary of the Company).

Pursuant to Scheme of Arrangement, following entities got transferred and vested into NIIT Learning Systems Limited, 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 [subsidiary of entity at serial no.(a) w.e.f. November 4, 2022]
  - 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) - incorporated on February 23, 2023]
  - NIIT Brazil LTDA [subsidiary of entity at serial no. (a) - incorporated on March 23, 2023]
- b) NIIT Limited, UK
- c) NIIT Malaysia Sdn. Bhd, Malaysia
- d) NIIT (Ireland) Limited
  - NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. d)
- e) NIIT West Africa Limited

### Consolidated Financial Statement

Pursuant to Section 129 of the Act and Regulation 34 of the Listing Regulations, the Consolidated Financial Statement 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/india/investors/Pages/Subsidiaries-Financials> The same shall also be available for inspection by members upon request.

### Directors

As per the provisions of Section 152 of the Act, Mr. Parappil Rajendran (DIN: 00042531) and Mr. Sapnesh Kumar Lalla (DIN : 06808242) retire by rotation at the forthcoming Annual General Meeting (“AGM”) of the Company, and being eligible, offer themselves for re-appointment. The relevant details are provided in the Notice.

The Board recommends the appointment of aforesaid directors, retiring by rotation, to the members for their approval at the forthcoming annual general meeting by passing ordinary resolutions.

After closure of the financial year :

- a) Mr. Rajendra Singh Pawar, was redesignated as Executive Chairman of the Company, liable to retire by rotation, w.e.f. May 24, 2023.
  - b) Mr. Sapnesh Kumar Lalla ceased to be Executive Director & Chief Executive Officer of the Company, w.e.f. May 24, 2023 and redesignated as Non-Executive Director of the Company, liable to retire by rotation.
  - c) Mr. Ravinder Singh and Ms. Sangita Singh, Independent Directors of the Company, had resigned from the Board of the Company with effect from May 24, 2023 due to their appointment as Independent Director on the Board of NIIT Learning Systems Limited and and their not being able to give sufficient time.
  - d) Ms. Leher Vijay Thadani resigned from the Board of the Company with effect from May 24, 2023 due to her appointment as Non-executive Director of NLSL and her not being able to give sufficient time.
- The Board placed on record its appreciation for the valuable contribution and guidance by Mr. Ravinder Singh, Ms. Sangita Singh and Ms. Leher Vijay Thadani during their tenure as Directors of the Company.
- e) Further, based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board on May 24, 2023, had appointed Mr. Srikanth Velamakanni as additional Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from May 24, 2023.

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.



## BOARD'S REPORT (Contd.)

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

As on March 31, 2023, the following officials were the "Key Managerial Personnel" of the Company in terms of provisions of the Act:

- Mr. Vijay Kumar Thadani, Vice Chairman & Managing Director
- Mr. Parappil Rajendran, Joint Managing Director
- Mr. Sapnesh Kumar Lalla, Executive Director & Chief Executive Officer
- Mr. Sanjay Mal, Chief Financial Officer
- Mr. Deepak Bansal, Company Secretary

After closure of the financial year, pursuant to the Scheme and in order to ensure continuity of management participation and benefit NLSL with the vast experience and knowledge of Mr. Sapnesh Kumar Lalla (Executive Director & Chief Executive Officer), Mr. Sanjay Mal (Chief Financial Officer) and Mr. Deepak Bansal (Company Secretary), their employment was transferred as part of CLG business undertaking to NLSL. Accordingly, Mr. Sapnesh Kumar Lalla, Mr. Sanjay Mal and Mr. Deepak Bansal ceased in the employment of the Company and consequently, they also ceased to be Key Managerial Personnel in terms of the provisions of Section 203 of the Companies Act, 2013, w.e.f. May 24, 2023.

Further, the Board on the recommendation of Nomination & Remuneration Committee, on May 24, 2023 approved the appointment of Mr. Sanjeev Bansal as Chief Financial Officer and Ms. Arpita Bisaria Malhotra as Company Secretary of the Company. Consequently, they were also appointed as Key Managerial Personnel in terms of the provisions of Section 203 of the Companies Act, 2013.

As on the date of this Report, the following officials are the "Key Managerial Personnel" of the Company in terms of provisions of the Act:

- Mr. Vijay Kumar Thadani, Vice Chairman & Managing Director
- Mr. Parappil Rajendran, Joint Managing Director
- Mr. Sanjeev Bansal, Chief Financial Officer
- Ms. Arpita Bisaria Malhotra, Company Secretary

### Meetings of the Board

During the year under review, nine (9) Board Meetings were convened and held. The intervening gap between the two 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

Pursuant to the provisions of Section 134(5) of the Act, the Directors of your Company hereby state and confirm that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures;
- b) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of FY23 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.

## BOARD'S REPORT (Contd.)

### 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

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurugram (FRN 101049W/ E300004), were appointed as Statutory Auditors of the Company, for second term of 5 (five) consecutive years, at the AGM held on August 05, 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 the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed PI & Associates, Practising Company Secretaries, as Secretarial Auditors to conduct secretarial audit of the Company for FY23. The Secretarial Audit Report for FY23 is annexed herewith as "Annexure B" forming part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### 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 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 FY23. 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 Auditors, Secretarial Auditors and Cost Auditors 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 a part of this Report.

### Corporate Governance Report

Your Company continues to adhere to the Corporate Governance requirements set out by the 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 is mentioned 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://www.niit.com/authoring/Documents/New-Disclosures/CSR%20Policy%20w.e.f.%205.2.2021.pdf>

During the financial year 2022-23, the Company had spent Rs. 15.30 million on CSR activity.

The Report on the CSR activities in the prescribed format, approved by the CSR Committee on May 29, 2023, 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.

## BOARD'S REPORT (Contd.)

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 falls 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. For FY23, 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 provisions of the Act and Listing Regulations are provided in the Corporate Governance Report, forming part of this Report.

### Statutory Policies/Codes

In compliance with the various provisions of the Act and Listing Regulations, the Company has the following policies/codes:

- Policy on Determination of Material Subsidiaries
- Policy on Determination of Materiality for Disclosure
- 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, 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.

### 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://www.niit.com/authoring/Documents/New-Disclosures/Dividend%20Distribution%20Policy.pdf>

### Business Responsibility Sustainability Report

Pursuant to the provisions of Regulation 34 of the Listing Regulations, a separate section on Business Responsibility Sustainability Reporting forms a part of this Annual Report.

### Information Relating to Conservation of Energy, Technology Absorption, Research and Development, Exports, and 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 believes that technological obsolescence is a reality. In its endeavour to obtain and deliver the best, your Company has entered into alliances/ tie-ups with major global players in the Information Technology industry to harness and tap the latest and best technology in its field, upgrade itself in line

## BOARD'S REPORT (Contd.)

with the latest technology in the world, and deploy/ absorb technology wherever feasible, relevant, and appropriate. The key areas where technology has made an impact are marketing and customer acquisition, digital online learning delivery, and mobile app-based learning and engagement. Technology has been deployed to enable staff members to work securely from home or anywhere. A productivity platform, including a common collaboration platform has been implemented to ensure seamless work delivery and management. A personal Security Umbrella along with multifactor authentication has been implemented to further enhance security. Security Event and Incident Management monitoring systems have been deployed to accelerate threat detection and efficient incident response.

### c) Research and development

Your Company believes that in addition to a progressive thought, it is imperative to invest in research and development to ascertain future exposure and prepare for challenges. Only progressive research and development will help us measure up to future challenges and opportunities. We invest in and encourage continuous innovation. Capability was developed to create digital point solutions. Digital point solutions are assembled quickly to help deliver impactful solutions to customers. With this model, the speed of delivery has improved significantly. An innovative online training delivery platform with unique learning analytics was included in digital point solutions. During the year under review, the expenditure is not significant in relation to the nature and size of the operations of your Company.

### 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 China, and other emerging markets, with a view to increase exports.

#### (ii) Total foreign exchange earned and used:

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	FY	FY
	2022-23	2021-22
Foreign Exchange Earnings	90	3,306
Foreign Exchange Outflow	59	400

### Particulars of Loans, Guarantees, or Investments

Detail of Loans, Guarantees or Investments (if any) covered under the provisions of Section 186 of the Act is given in the Notes to the Financial Statement.

### 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/india/investors/Pages/Annual-Return>

### General

Your Directors state that no disclosure or reporting is required in respect of the following matters, as there was no transaction on these items during the year under review:

- 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 Sections 73 to 76 of the Act read with the relevant rules made thereunder, your Company has not accepted any 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.

**BOARD'S REPORT (Contd.)****Employee Stock Options**

The Company established the Employee Stock Option Scheme 2005 (ESOP 2005) with the objective of attracting and motivating employees by rewarding performance, thereby retaining the best talent. The aim is to develop a sense of ownership among the employees within the organization and to align your Company's stock option scheme with the best practice in the industry. The Nomination and Remuneration Committee has granted 30,40,000 Employee Stock Options [Grant #31 (23,70,000), #32 (20,000) and #33 (6,50,000)] at Rs. 352.70 per option/ share on July 19, 2022 and 30,000 Employee Stock Options (Grant #34) at Rs. 351.90 per option/share on August 26, 2022 to the eligible employees under ESOP 2005.

The grant-wise details of the Employee Stock Option Scheme are partially provided in the Notes to Accounts of the Financial Statement in the Annual Report. A comprehensive note is available on the Company's website at [www.niit.com](http://www.niit.com) and forms a part of this Report. The same shall also be available for inspection by members upon request.

**Acknowledgment**

The Financial year 2022-23 continued to be a challenging period for the business. The Directors express their gratitude to the Company's customers, business partners, vendors, bankers, financial institutions, governmental and non-governmental agencies, and other business associates for their ongoing support. The Directors formally acknowledge and appreciate the dedication and remarkable contributions made by the Company's employees at all levels throughout the year, despite the enduring challenges posed by the environment. Additionally, the directors thank the Governments of all countries where the company has its operations and acknowledge the support and trust of its shareholders. The Directors remain committed to enabling the company to achieve its long-term growth objectives in the years ahead.

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

**Rajendra Singh Pawar**  
Chairman  
DIN: 00042516

**Place: Gurugram**  
**Date: May 29, 2023**

## 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 below]	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	% of Share holding
1	NIIT Institute of Finance Banking and Insurance Training Limited	NA	INR	1 INR = 1 INR	March 31, 2023	101.13	59.86	258.72	97.72	158.56	184.23	25.26	6.36	18.90	-	80.72
2	NIIT Institute of Process Excellence Limited	NA	INR	1 INR = 1 INR	March 31, 2023	-	-	0.08	0.08	-	-	0.52	0.16	0.37	-	100
3	RPS Consulting Private Limited	October 01, 2021	INR	1 INR = 1 INR	March 31, 2023	7.50	490.86	707.85	209.49	322.17	1,279.00	241.14	64.16	176.97	-	90
4	PT NIIT Indonesia	Indonesia	IDR	1 IDR = 0.0055 INR	March 31, 2023	7.56	(7.56)	-	-	-	-	-	-	-	-	100
5	NIIT GC Limited, Mauritius	NA	USD	1 USD = 82.1128 INR	March 31, 2023	118.70	82.43	37.27	1.00	-	-	(2.10)	-	(2.10)	-	100
6	NIIT China (Shanghai) Limited, Shanghai	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	30.59	207.62	519.34	281.12	-	458.84	43.05	(10.99)	54.04	-	100
7	Chongqing An Dao Education Consulting Limited, China	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	4.38	32.26	130.02	93.37	-	96.42	(4.18)	(0.43)	(3.75)	-	65
8	Chengmai NIIT Information Technology Company Limited, China	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	-	-	-	-	-	-	(0.03)	-	(0.03)	-	100
9	Guzhou NIIT information technology consulting Co., Limited, China	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	30.80	19.56	50.49	0.13	-	-	3.15	-	3.15	-	100
10	NIIT (Guzhou) Education Technology Co. Limited, China	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	-	35.40	48.23	12.83	-	59.59	(2.55)	(0.23)	(2.31)	-	100
11	Ningxia NIIT Education Technology Company Limited, China	NA	CNY	1 CNY = 11.9543 INR	March 31, 2023	-	-	-	-	-	-	(7.60)	0.09	(7.69)	-	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. Refer Note No. 35 of standalone financial statements for detail of subsidiaries acquired/ liquidated/ under liquidation during the year.

For and on behalf of the Board of Directors of NIIT Limited

**Rajendra S Pooar**  
Chairman  
DIN - 00042516

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

**Sanjeev Bansal**  
Chief Financial Officer

**Apita B. Malhotra**  
Company Secretary

Place: Gurugram  
Date : May 29, 2023

FORM NO. MR - 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
NIIT LIMITED  
Plot No. 85 Sector 32, Institutional Area,  
Gurugram, Haryana - 122001  
CIN : L74899HR1981PLC107123

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NIIT Limited (Hereinafter called "the Company")**. 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<sup>st</sup>, 2023 ("**Audit Period**"). The Company is listed on National Stock Exchange of India Limited and the BSE Limited

**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, 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; **(Not Applicable during the year under review)**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the year under review)**
  - 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the year under review)**
  - h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; **(Not Applicable during the year under review)** 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 period under review, 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. There were Nil changes in the composition of the Board of Directors of the Company during the period under review.
- (ii) Further, the composition of all statutory committee(s) 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 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) The majority of 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 are following events occurred in the Company having major bearing on the Company's affairs:

- (1) The Board of Directors ("Board") of the Company, in its meeting held on January 28, 2022 approved a Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited (Transferor Company) and NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) (Transferee Company) a wholly owned subsidiary of the Company and their respective shareholders



**ANNEXURE-B (Contd.)**

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. The Appointed Date is April 1, 2022.

In this regard, the Company had convened the meeting of shareholders and creditors in accordance with the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") and the approval therefrom has been received. The Company had filed 2nd motion petition with the NCLT for approval of the Scheme. The NCLT heard the Petition on March 2, 2023 and reserved the Order.

After the closure of the audit period, the Scheme was approved by the NCLT vide Order dated May 19, 2023 and certified copy of the order was also received on May 23, 2023. Subsequently, the Scheme become effective with approval of the Board by filing the said order with the Registrar of Companies, NCT of Delhi & Haryana on May 24, 2023.

- (2) The Board of Directors of NIIT Limited, on October 01, 2021 had approved the acquisition of 100% equity shareholding in RPS Consulting Private Limited ("RPS") in three tranches from RPS promoters and executed Share Purchase Agreement ("SPA") and other definitive agreements ("Transaction Documents") with them. Pursuant to receipt of such approval, NIIT had acquired 70% equity shareholding of RPS for Rs 850 Million in October 1, 2021. The Board at its meeting held on December 22, 2022 approved the 2nd tranche for acquisition of additional 20% equity shareholding of RPS for Rs. 357.85 Mn as per the Transaction Documents.

After the closure of the audit period, the Board at its meeting held on May 15, 2023 approved the 3rd tranche for acquisition of remaining 10% equity shareholding of RPS and accordingly, RPS becomes wholly owned subsidiary of the Company as on the date of the report.

**For PI & Associates,  
Company Secretaries****Nitesh Latwal****Partner****ACS No. : 32109****CP No.: 16276****Peer Review No.: 1498/2021****UDIN: A032109E000407077****Date: May 29, 2023****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.

Annexure-A

To,  
The Members,  
**NIIT 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: A032109E000407077

Date: May 29, 2023  
Place: New Delhi

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2022-23

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

This CSR policy ("Policy") spells out NIIT'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 NIIT'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	2
2	Rajendra S Pawar	Member / Non-executive Director	2	2
3	Vijay K Thadani	Member / Managing Director	2	2
4	Anand Sudarshan	Member / Non-executive Independent Director	2	2

## 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/india/investors/Pages/disclosures-under-regulation-46-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)
2019-20	852.94
2020-21	205.16
2021-22	1,229.61
<b>Average Net Profit the last 3 years</b>	<b>762.57</b>

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

Rs. 15.25 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. 15.25 million

6. (a) Amount spent on CSR Projects for the financial year (both Ongoing Project and other than Ongoing Project): Rs. 15.30 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. 15.30 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
15.30 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)	15.25
ii.	Total amount spent for the financial year	15.30
iii.	Excess amount spent for the financial year [(ii)-(i)]	0.05
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)]	0.05

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):
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 Limited

By Order of the Board  
For NIIT Limited

Anand Sudarshan  
Chairman  
DIN : 00827862

Rajendra Singh Pawar  
Chairman  
DIN : 00042516

Date : May 29, 2023  
Place : Gurugram

## 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 advances, 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 Limited

Rajendra Singh Pawar  
Chairman  
DIN: 00042516

Date: May 29, 2023  
Place: Gurugram

### DIVIDEND DISTRIBUTION 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 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.

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.

By Order of the Board  
For NIIT Limited

Rajendra S Pawar  
Chairman  
DIN: 00042516

Date : May 29, 2023  
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 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

Name	Designation	% increase of remuneration in financial year 2022-23 as compared to previous financial year (excluding perquisite value of ESOP exercised during the financial year)	Ratio of remuneration of each Director to median remuneration of employees (excluding perquisite value of ESOP exercised during the financial year)
<b>Executive Directors<sup>1</sup></b>			
Mr. Vijay Kumar Thadani <sup>2</sup>	Vice-Chairman & Managing Director	-34.29	63.69
Mr. Parappil Rajendran <sup>2</sup>	Joint Managing Director	-39.14	47.13
Mr. Sapnesh Kumar Lalla <sup>3</sup>	Executive Director & Chief Executive Officer	-19.69	31.39
<b>Non-executive Directors<sup>4</sup></b>			
Mr. Rajendra Singh Pawar	Non-executive Chairman	4.24	22.09
Mr. Anand Sudarshan	Independent Director	0.00	8.49
Ms. Geeta Mathur	Independent Director	-0.95	8.21
Mr. Ravinder Singh	Independent Director	4.71	6.62
Ms. Avani Vishal Davda	Independent Director	27.59	4.52
Ms. Sangita Singh	Independent Director	19.23	4.05
Mr. Ravindra Babu Garikipati	Independent Director	64.81	4.20
Mr. Udai Singh Pawar	Non-executive Director	37.80	3.19
Ms. Leher Vijay Thadani	Non-executive Director	40.70	3.35
<b>KMP</b>			
Mr. Sanjay Mal	Chief Financial Officer	6.57	-
Mr. Deepak Bansal	Company Secretary	-9.19	-

#### Notes :

<sup>1</sup> Remuneration break-up is provided in Corporate Governance Report.

<sup>2</sup> Information is not comparable due to difference in performance linked bonus basis profitability of the Company (on standalone basis), which is as per the applicable limits under the Companies Act, 2013 and limits as approved by the members.

<sup>3</sup> This information is not comparable due to one-time special incentive in Financial Year 2021-22.

<sup>4</sup> Remuneration (Sitting Fees/ Commission/ others) break-up is provided in Corporate Governance Report. The ratio of remuneration and percentage increase is not comparable due to difference in number of Board/ Committee meetings held as well as attended by the Directors during their tenure and also amount of other remuneration determined by the Board from time to time, in any financial year considering the profitability of the Company (on standalone basis), tenure etc.

- ii. In the Financial Year 2022-23, there was an increase of 1.14% in the median remuneration of employees;
- iii. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23 was 9.42%;
- iv. There were 907 regular employees on the rolls of Company as on March 31, 2023;
- v. It is hereby affirmed that the remuneration paid was as per the Remuneration Policy of the Company.

## 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 the top ten employees in terms of the remuneration drawn, including name of employees employed throughout the financial year 2021-22 who were in receipt of remuneration not less than Rs. 10,200,000/- per annum

S. No.	Name	Age (Years)	Qualification(s)	Experience (Years)	Designation	Nature of Duties	Gross Remuneration	Date of Joining	Previous Employment	Previous Employment Designation
1	Vijay Kumar Thadani	72	B. Tech.	51	Vice Chairman & Managing Director	Whole time Director	3,27,21,576	2-Dec-81	KSEDC Limited	Branch Manager
2	P Rajendran	70	B. Tech.	49	Joint Managing Director	Whole time Director	2,42,13,727	1-Sep-82	KSEDC Limited	Resident Manager
3	Sapnesh Kumar Lalla	57	BE	35	Executive Director & Chief Executive Officer	Whole time Director & Chief Executive Officer	1,61,28,312	1-Aug-17	Godrej Soaps Ltd	Systems Analyst
4	Santoy Mal	60	B.Com, AWP - The Whariton School	39	Chief Financial Officer	Chief Financial Officer	2,28,82,124	8-Jan-03	A Arora & Associates	Senior Associate
5	Bimaljeet Singh Bhasin	47	B.Com, MBA	24	President - Enterprise Business India	Business Head - Enterprise Business India	2,20,48,664	3-Dec-18	Manipal Education Services	Vice President & Head-Enterprise Business
6	Udan Singh	55	B.E., M.E.	34	President - GPS and Learning Delivery	Head - GPS and Learning Delivery	1,39,82,213	26-Jun-90	NIT Online Learning Limited	Branch Manager
7	Yogesh Kumar Bhatt	55	BE, PHD	25	Executive Vice President	Business Head - Stockroute	1,32,94,910	4-Nov-19	Manipal Global Education P Ltd	Vice President - IT Education & Training
8	Ramanujam Thirumalai	55	BSC, Diploma in Business Management	32	Senior Vice President	Delivery Operations Head	1,11,17,435	26-May-16	NIT Technologies Ltd	General Manager
9	Santjeer Bansal	49	B.Com, CA	24	Senior Vice President	Financial Controller	1,05,20,879	16-Jan-12	Great Eastern Energy Corp Ltd	VP (Accounts & Finance)
10	Babita Koriki	56	BSC, MSC	32	Chief People Officer	Chief People Officer	99,92,464	1-Nov-21	Colgate Ltd	Sr. Vice President

(b) Name of Employees, employed for part of the financial year 2022-23 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 (Rs.)	Date of Joining	Previous Employment	Previous Employment Designation
1	Kamal Gupta	40	BE/Btech, MBA	18	Chief Executive & Business Head of SNC	Business Head	77,01,330	7-Nov-22	Faces Canada	CEO

#### NOTES:

- 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.
- 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.
- None of the employees holds 2% or more of the paid-up equity share capital of the Company, in his or her name. There was no employee, employed through out the financial year or part thereof, who was in receipt of remuneration during the year which, in the aggregate, or as the case may be at a rate, in the aggregate, is 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.
- The nature of employment in all above cases is contractual.
- Remuneration excludes prerequisite value of stock options exercised during the year, wherever applicable.
- Mr. Sapnesh K Lalla also draws remuneration as Chief Executive and Director of NIT (USA) Inc, a wholly owned overseas subsidiary of the Company.
- The above compensation has been allocated to CLG Business undertaking, to the extent applicable, pursuant to scheme of arrangement (refer Note 35 and 38 of the Standalone Financial Statements).

By Order of the Board  
For NIIT Limited

Rajendra Singh Pawar  
Chairman  
DIN: 00042516

Place: Gurugram  
Date: May 29, 2023



## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Company Overview

NIIT Ltd. is a leading skills & talent development corporation, set up in 1981 to help the nascent IT industry overcome its human resource challenges. The company today ranks amongst the world’s leading training organizations owing to its vast and comprehensive array of talent development programs.

NIIT Ltd. delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in futuristic domains through its various businesses including **NIIT Digital, StackRoute, RPS Consulting, Institute of Finance Banking & Insurance (IFBI), TPaaS and Sales & Service Excellence (SSE)**.

- The robust **NIIT Digital** platform enables distinctive learning experiences for corporate and individual learners.
- **IFBI** is a leading provider of learning services for early career as well as working professionals for the BFSI sector in India.
- **NIIT StackRoute** is a digital transformation partner for corporates to build multi-skilled full stack professionals in advanced technologies at scale.
- **RPS Consulting** is a leading provider of training programs on emerging digital technologies for experienced technology professionals.
- **Talent Pipeline as a Service (TPaaS)** helps organizations address the challenge of securing mid to long term talent across Technology, Marketing, and Sales Roles.
- **NIIT SSE** has deep expertise in empowering businesses in creating an eco-system for talent development to enhance key competencies & elevate performance to achieve higher business outcomes.

**Table 1 Business Summary**

Revenue	Rs.3,413 Mn
Offerings	<ul style="list-style-type: none"> <li>• Deep Skilling in Technology, BFSI, and Other Service Sector Skills</li> <li>• Talent Pipeline as a Service</li> <li>• Sales Enablement</li> <li>• Professional Life Skills</li> </ul>

### 2. Update on the Composite Scheme of Arrangement

The Board of Directors, in their meeting held on January 28, 2022 approved a Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited (“Transferor Company”) and its wholly owned subsidiary, 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 provided 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.

The National Company Law Tribunal (NCLT), Chandigarh Bench vide Order dated May 19, 2023 sanctioned the Composite Scheme of Arrangement. The Scheme became effective on May 24, 2023 upon filing of the certified copies of the NCLT order with the Registrar of Companies, NCT of Delhi & Haryana. Pursuant to the Scheme becoming effective, the CLG Business 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 the Scheme. Transactions pertaining to the CLG Business Undertaking from the Appointed Date up to the effective date of the Scheme have been deemed to be made by NLSL.

The accounting treatment in compliance with Ind AS 103 Business Combinations.

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

As a result of this, NIIT’s Corporate Learning Business has been transferred to NIIT Learning Systems Limited (NLSL) from the Appointed Date of April 1, 2022, and NLSL will operate the Corporate Learning Business - which will now be known as NIIT MTS.

This is a mirror demerger i.e., the shareholding of NLSL shall mirror the shareholding of NIIT on the Record Date (June 8, 2023). Consequent to this, each shareholder of NIIT Limited shall be allotted one share of NLSL for every share of NIIT Limited held by them on the Record Date. Subsequently shares of NLSL shall be listed on BSE/NSE post requisite regulatory approvals. The existing/pre-scheme share capital of NLSL, held by the Company shall get cancelled/extinguished.

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 will enable both the businesses to pursue their independent growth trajectories to create greater value for all their stakeholders – customers, NIITians and investors.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Figure 1 Key Mechanics

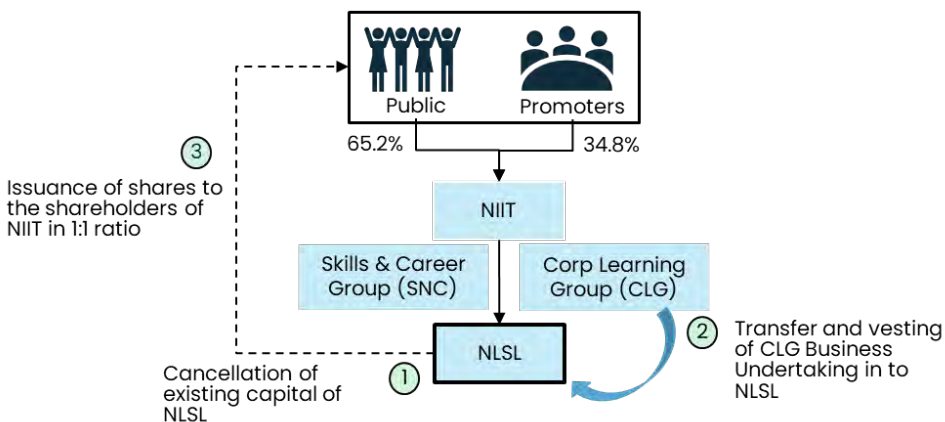
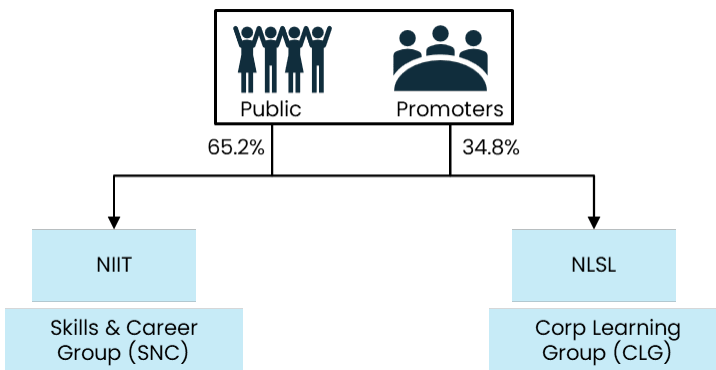


Figure 2 Resulting Structure



Post the demerger, NIIT is focused on the Skills & Careers (SNC) business, which offers a diverse range of training programs, certifications, and solutions to career seekers and working professionals. Its curricular offerings include software and product engineering, data sciences & analytics, AI/ML, cloud computing, cybersecurity, banking, insurance & finance, digital marketing, content design, UI/UX, project/product/program management, sales & service excellence, professional life skills, business process excellence, and multi-sectoral vocational & professional skills. NIIT offers these programs predominantly in India, China and emerging economies. The programs are delivered through robust digital and hybrid learning models, which connect corporate and individual learners seamlessly. With its comprehensive set of offerings, NIIT helps in building multi-skilled full stack professionals at scale.

3. Environment and State of the Industry

Global growth, which rebounded sharply in FY22, was disrupted during FY23 as the economy faced exceptional uncertainty due to the geopolitical crises from the ongoing Russia-Ukraine war, new variants of the virus, unprecedented supply chain bottlenecks leading to high inflation in labor, food, and commodity prices. This occurred even as major economies were forced to roll back stimulus measures, tighten money supply, and increase interest rates to counter the imbalances accumulated during the previous two years. Beyond the humanitarian crisis, the economic damage from the conflict contributed to a significant slowdown in global growth during the year and exacerbated inflation. The sharp increase in interest rates and tightening of money supply to curb inflation also led to instability in interest-sensitive sectors, including banking companies that had borrowed short-term and lent long-term, assuming the availability of low-cost funding and adequate market liquidity.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

As a result, global GDP growth slowed from 6.1% in the calendar year 2021 to 3.5% in the year 2022. The International Monetary Fund (IMF) now forecasts 3% growth in both 2023 in 2024. War-induced commodity price increases and broadening price pressures have further fueled inflationary pressures with headline inflation at multi-decade high of 8.7% in 2022. Inflation has been stickier than anticipated leading to coordinated tightening by central banks around the world. While global inflation has started to decline and headline inflation rate is expected to decline to 6.8% by the end of 2023, that reflects mostly the sharp reversal in energy and food prices while uncertainty and other risks remain.

Over the last two years, Covid-19 resulted in the compression of digital adoption expected over the next several years into a few months. Businesses accelerated their digital transformation not only to ensure continuity but also to take advantage of this trend. As economies emerge from lockdowns, hybrid models are emerging as the new normal.

India has been a relative bright spot in the world economy. India's GDP grew at a robust 7.2% in FY23 versus 9.1% in FY22 which was based on strong recovery post the pandemic. Against this backdrop, the RBI expects the economy to grow at 6.5% in FY24. While the economy is strong, certain sectors are experiencing a near-term slowdown. The IT/ITES industry expects near term compression in spending due to increased uncertainty and economic headwinds faced by their customers or some normalization of strong spends on digitalization during the pandemic. This has resulted in companies rationalizing their hiring plans. Global monetary tightening has also impacted funding prospects for startups across various sectors that have tempered their growth plan to focus on improving profitability and extending their operating runway beyond the 'funding winter', leading to sharp cuts in hiring and layoffs which is in sharp contrast to euphoric demand for talent over the last couple of years. The near-term uncertainty has led to cuts and deferrals of spending in the second half of FY23 and is expected to show some recovery in H2 FY24. With technology continuing to disrupt old ways of working, the demand for new age skills is expected to lead to a continued requirement for upskilling and retraining for new entrants as well as working professionals.

#### 4. Company Performance

The operating performance of the Company for FY23 is provided in Table 2.

**Table 2 NIIT Ltd Consolidated Financial Profit & Loss Statement**

Rs. Million	FY23	FY22	YoY
<b>Net Revenue</b>	<b>3,413</b>	<b>2,506</b>	<b>36%</b>
Operating expenses	3,402	2,481	37%
<b>EBITDA</b>	<b>10</b>	<b>25</b>	<b>(59) %</b>
EBITDA%	0.3%	1.0%	(71) bps
Depreciation & Amortization	164	154	7%
<b>EBIT</b>	<b>(154)</b>	<b>(128)</b>	<b>(20) %</b>
Net Other Income/(Expenses)	313	362	(49) mn
<b>Profit before Tax</b>	<b>159</b>	<b>233</b>	<b>(32) %</b>
Tax (Operational)	48	(84)	132 mn
<b>Operational Profit after Tax</b>	<b>111</b>	<b>317</b>	<b>(206) mn</b>
Profit/(Loss) from Discontinued Operations	(28)	1,981	(2,009) mn
Non-Controlling Interests	(52)	(37)	(15) mn
<b>Profit After Tax</b>	<b>32</b>	<b>2,262</b>	<b>(99) %</b>
<b>PAT – Proforma</b>	<b>32</b>	<b>241</b>	<b>(87) %</b>
EPS (Rs.) – Proforma	0.2	1.8	(87) %

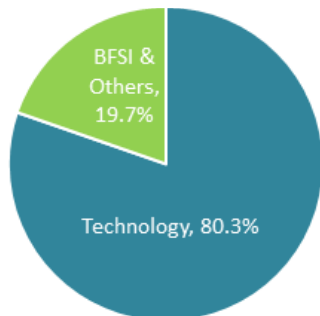
#### Note:

- Results are not comparable with previously declared results due to the transfer of Corporate Learning Business undertaking to NIIT Learning Systems Limited from Appointed Date of April 1, 2022 as per the Composite Scheme of Arrangement, which was made effective on May 24, 2023. The accounting treatment is in compliance with Ind AS 103 Business Combinations.
- Net Result (revenue minus expenses) of discontinued operations and assets held for sale reclassified as 'Profit/(Loss) from Discontinued Operations and Assets held for Sale' and reported as separate line below operating results, as per Ind AS 105. For FY22, this includes the Net Results (INR 2,021 Mn) of Corporate Learning Business undertaking.
- Proforma PAT & EPS exclude Net Results of Corporate Learning Business undertaking.
- Other Income/(Expenses) include Non-Operating/Transitory expenses related to the Composite Scheme of Arrangement.

The Company reported a revenue of Rs. 3,413 million versus Rs. 2,506 million last year. Revenue was up 36% YoY. This includes impact of the full year contribution of RPS Consulting, which was acquired last year. Organic growth was 13% YoY. The business faced headwinds in the second half of the year due to a hiring freeze by IT services firms on account of near-term impact on volumes caused by the prevailing economic uncertainty.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

**Figure 3 Revenue Mix (By Product)**



The Operating Profit (EBITDA) for FY23 was Rs. 10 million, down 59% versus Rs. 25 million in FY22. The EBTIDA margin was 0.3% in FY23 versus 1% in FY22, a decline of 71 basis points YoY. The decline in margin was driven by product mix, inflation, higher expenses due to partial re-opening of offices & investments in new verticals.

The Company recorded a PAT of Rs. 32 million, leading to an EPS of Rs. 0.2 in FY23 PAT for FY22 includes the net results of the demerged business. Excluding the demerged business, the PAT was Rs 241 million with EPS of Rs. 1.8.

A detailed discussion of NIIT's business and performance is given in the subsequent paragraphs.

### NIIT Business Highlights

- Revenue for the year at INR 3,413 Mn; up 36% YoY
  - Early Career segment at INR 1,838 Mn (54% of total); grows 15% YoY.
  - Work Pro segment at INR 1,574 Mn (46% of total); grows 73% YoY.
- Organic revenue up 13% YoY despite impact of slowdown in hiring in H2FY23.
- EBITDA at INR 10 Mn vs INR 25 Mn in FY22
- StackRoute & TPaaS Biz up 17% YoY and contribute 32% to the revenue.
- NIIT trained professionals constituted about a 19% share of the estimated net hiring by the IT/ITES industry in FY24 through its Enterprise and Consumer go to market offerings.
- In addition, NIIT trained over 90,000 technology professionals through its offerings for working professionals.

### Business Overview

NIIT's Skills & Careers group provides a wide range of programs that deliver digital talent transformation for individuals and corporate customers. The Company provides these programs in India, China and selected emerging economies. NIIT leverages its presence in these markets to offer professional courses for young individuals and corporate learners, preparing them for careers in different industries, and

for working professionals looking at upskilling for career advancement. The business has transitioned predominantly to synchronous digital learning over the last two years.

**Figure 4 Revenue Mix (By Learner)**



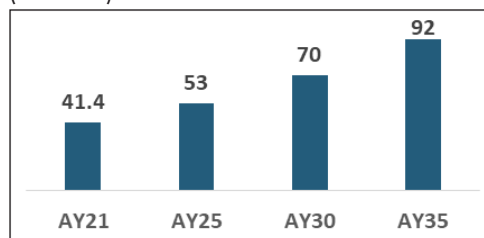
Between StackRoute, RPS Consulting and the enterprise business, NIIT has strong coverage of Global System Integrators (GSIs) - which are enablers of digital transformation, Global Capability Centers (GCCs) - which are early adopters of digital, and other leading organizations in India that have started on the path of digital transformation.

NIIT now has a range of offerings for digital skills, including programs for 5G, Cloud Technologies, Cyber Security, Game Development, Data Science, and Full Stack Product Engineering, as well as programs in Digital Marketing, Business Development, and Virtual Relationship Management for the Digital Enterprise.

NIIT offers these programs to college students, fresh graduates, and working professionals in the Technology and BFSI industries. Technology and Banking continue to be aspirational sectors for Early Career as well as experienced Working Professionals in the country. Together, they represent a multi-billion market for technical and professional skills training per annum.

With a Gross Enrollment Ratio in higher education of 27.1%, India has over 41 million learners enrolled in over 40,000 colleges and 1,000+ universities. The enrollment is expected to cross 50 million by the Academic Year 2025 (AY25) and 92 million by AY35.

**Figure 5 Enrollment in Higher Education in India (in million)**



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

During the year, the IT/ITES industry witnessed net addition of an estimated 290K professionals taking the total employment to 5.4 million (Source: NASSCOM) despite the slowdown in the second half of the year. Banks continued to see a strong hiring demand, with over 100K employees added to the workforce in FY23. Banks in India have close to 1.5 million employees, with similar numbers in the Insurance and other Financial Services industries.

NIIT also provides innovative solutions to corporates in India to transform their talent, including deep skilling programs in technology, through its StackRoute initiative, and its new offering to provide companies with just-in-time, day-one ready professionals through its Talent Pipeline as a Service (TPaaS). The Company also offers a comprehensive range of programs for working professionals in collaboration with over 30 OEM partners.



### StackRoute

NIIT's deep skilling initiative, StackRoute, which helps companies transform their existing talent, continues to receive a sustained and enthusiastic response from IT companies. StackRoute has now been adopted by several corporate customers to develop their top talent, including a leading global systems integrator and two of the Top 5 IT services companies in India. StackRoute has achieved high completion rates and strong outcomes for its learners, resulting in improved recognition from employers and increased bill rates. During the year, NIIT strengthened its Digital transformation portfolio by adding programs in Data Sciences, AI/ML, Cloud Computing, Cybersecurity, and Digital Marketing to meet the accelerating employment growth at GSIs and GCCs, in addition to the Digital Startup Ecosystem.

### RPS Consulting

RPS offers upskilling programs in emerging digital technologies to working professionals, a segment that is seeing strong demand due to digital transformation across businesses. RPS services over 250 customers and offers a portfolio of over 2000+ programs, including programs in partnership with leading technology OEMs such as Microsoft, AWS, Google Cloud, VMWare, RedHat, Citrix, Veritas, Symantec, (ISC)<sup>2</sup>, etc. During the year, NIIT increased its holding in RPS Consulting to 90% with acquisition of additional 20% stake in the company as per terms of the definitive agreements executed last year. This has further increased to 100% in Q1 FY24 with the purchase of the balance 10% stake.

### Talent Pipeline as a Service (TPaaS)

TPaaS is NIIT's strategic initiative to address the changing talent requirements for the industry with a new model of delivering just-in-time, job-ready talent with an integrated offering of talent sourcing, training, and onboarding. NIIT offers TPaaS to leading companies in the BFSI and technology sectors.

StackRoute and TPaaS grew 17% YoY in FY23 and contributed 32% to the SNC revenue.

Over the last three years, NIIT has transitioned from its traditional learning delivery model in physical learning centers to predominantly synchronous digital learning. During FY23, the Company ramped up its investments in digital learning with a dedicated team and the rollout of new programs, which led to tremendous outcomes for its learners. The average remuneration level of NIIT's graduates from its new-age digital programs has been substantially higher than average remuneration of college graduates who get placed directly from college campuses.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Investing in Growth

With about 41 million learners enrolled in Indian higher education, Gross Enrolment ratio (GER) in higher education is currently at 27.1%. By AY35 India this is expected to grow to over 50%. The number of students graduating from higher education institutes is expected to double from the current outturn of 9.5 million per annum. Only a fraction of these graduates would be directly employable with balance requiring training to become employable and productive. This creates a large headroom for growth.

The strong balance sheet and liquidity position give NIIT an edge to be able to invest in accelerating growth given the large market as well as addressing the opportunity created by digital disruption in its business. NIIT is actively seeking to invest in both organic and inorganic initiatives to add new capabilities relevant for its customers and to deepen its penetration into select customer segments/geographies.



### 5. Key Awards and Acknowledgments

- NIIT Limited has been recognized as a Best Education Brand of 2023 at the 6th Edition of The Economic Times Best Education Brands awards and summit, for its commitment and contribution towards strengthening the upskilling and reskilling landscape through its innovative learning solutions.
- NIIT Limited has been awarded with the Gold award at the Economic Times Human Capital

Awards summit 2023 under the “Excellence in Rewards & Recognition Strategy” category.

- RPS Consulting, an NIIT Limited subsidiary has been recognized as a finalist of 2023 Microsoft Learning Partner of the Year.
- NIIT Limited Bagged ‘Best Digital Adoption Partner for Indian Enterprises’ Award at the 11th Edition Future of L&D Summit & Awards 2023.
- NIIT-StackRoute won 6 Brandon Hall Group HCM Excellence Awards, 2022 for its premier ‘Transformative Programs’, jointly with its client partners Dell Technologies, Philips, Happiest Minds, Persistent Systems and Zensar.
- NIIT Limited was awarded the ‘Transformational platform for professional learning in new-age technologies’ at the Digital Leadership Conclave 2022 by Dataquest.
- NIIT Digital has been recognized as the “Institutions with excellent Training and Placements” award at the BW Education- Top Education Brand Awards 2022.
- NIIT Digital has been recognized as the Best E-Learning Platform by the Associated Chambers of Commerce & Industry of India (ASSOCHAM) for its contribution to the technology training sector.
- NIIT Digital was recognized as the ‘Transformational platform for professional learning in new-age technologies’ by India’s leading IT magazine, Dataquest. NIIT won this award under the education category at the 29th edition of the Digital Leadership Conclave 2022 held by the publication.
- The Federation of Indian Chambers of Commerce & Industry (FICCI), felicitated Rajendra Singh Pawar, Chairperson & Founder, NIIT with ‘Lifetime Achievement Award 2022’ at the 8th FICCI Higher Education Excellence Awards ceremony held in the capital on November 17, 2022.
- RPS Consulting, an NIIT Limited subsidiary, upgraded to Premium Partnership in FY23 by ISACA based on their FY22 performance.
- RPS Consulting, an NIIT Limited subsidiary, was awarded the “India Partner of the Year” by VMware based on their FY22 Performance.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### 6. Consolidated Financials of the Company

The consolidated financial summary for FY23 is provided in Table 3 below:

**Table 3 Consolidated Statement of P&L for the Financial Year 2022-23**

Rs. Million	FY23	FY22	YoY
<b>Net Revenue</b>	<b>3,413</b>	<b>2,506</b>	<b>36%</b>
Operating expenses	3,402	2,481	37%
<b>EBITDA</b>	<b>10</b>	<b>25</b>	<b>(59) %</b>
EBITDA%	0.3%	1.0%	(71) bps
Depreciation & Amortization	164	154	7%
<b>EBIT</b>	<b>(154)</b>	<b>(128)</b>	<b>(20) %</b>
Net Other Income/(Expenses)	313	362	(49) mn
<b>Profit before Tax</b>	<b>159</b>	<b>233</b>	<b>(32) %</b>
Tax (Operational)	48	(84)	132 mn
<b>Operational Profit after Tax</b>	<b>111</b>	<b>317</b>	<b>(206) mn</b>
Profit/(Loss) from Discontinued Operations	(28)	1,981	(2,009) mn
Non-Controlling Interests	(52)	(37)	(15) mn
<b>Profit After Tax</b>	<b>32</b>	<b>2,262</b>	<b>(99) %</b>
<b>PAT – Proforma</b>	<b>32</b>	<b>241</b>	<b>(87) %</b>
EPS (Rs.) – Proforma	0.2	1.8	(87) %

**Note:**

- Results are not comparable with previously declared results due to the transfer of Corporate Learning Business undertaking to NIIT Learning Systems Limited from Appointed Date of April 1, 2022 due to the Composite Scheme of Arrangement, which was made effective on May 24, 2023. The accounting treatment is in compliance with Ind AS 103 Business Combinations.
- Net Result (revenue minus expenses) of discontinued operations and assets held for sale reclassified as 'Profit/(Loss) from Discontinued Operations and Assets held for Sale' and reported as separate line below operating results, as per Ind AS 105. For FY22, this includes the Net Results (INR 2,021 Mn) of Corporate Learning Business undertaking.
- Proforma PAT & EPS exclude Net Results of Corporate Learning Business undertaking.
- Other Income/(Expenses) include Non-Operating/Transitory expenses related to the Composite Scheme of Arrangement.

#### Net Revenue

In FY23, the Company recorded revenue of Rs. 3,413 million, up 36% as compared to last year. Organic revenue up 13% YoY, despite impact of slowdown in hiring in H2FY23.

#### Operating Expenses

Operating expenses for FY23 were Rs. 3,402 million, up 37% YoY. Growth in expenses was higher than growth in revenue due to the adverse product mix, inflation, higher expenses due to partial re-opening of offices & investment in new verticals.

#### Depreciation

For the year, the Depreciation and Amortization was Rs. 164 million compared to Rs. 154 million last year.

#### Net Other Income

The Net Other Income for FY23 was Rs. 313 million compared to Rs. 362 million in FY22. The details are given in Table 4 below:

**Table 4 Other Income**

Rs. Million	FY23	FY22
Interest Income	334	320
Gain on Sale of Fixed Assets	1	2
Foreign exchange Gain/(Loss)	1	8
Interest Expenses & Charges	(14)	(13)
Exceptional Income/(Expenses)	(10)	(29)
Non-Operating/Transitory Expenses Related to the Scheme	(41)	-
Interest on income tax refund	4	18
Miscellaneous income	38	56
<b>Net Other Income</b>	<b>313</b>	<b>362</b>

\*Expenses of INR 41 Mn for FY23, attributable to ESOPs of NIIT Learning Systems Limited (Transferee Company) held by employees of NIIT Limited pursuant to the Scheme have been regrouped with Other Expenses from the Appointed Date for analysis.

Interest Expenses & Charges of Rs. 14 million in FY23 include interest expense on Right-of-Use Assets as per IND-AS 116 of Rs. 10 million and Bank & Other Financial charges of Rs. 4 million (net of interest income on other deposits). Non-Operating/Transitory Expenses Related to the Scheme include to ESOP expenses pertaining to shares of NIIT Learning Systems Limited, the transferee company, held by employees of NIIT Limited consequent to the Composite Scheme of Arrangement. Other Exceptional Expenses include expenses related to the Composite Scheme of Arrangement.

#### Profit/(Loss) from Discontinued Operations and Asset Held for Sale

The net result of operations from skilling business of NIIT Yuva Jyoti Limited (NYJL), which is being serviced by NIIT Limited, has been reported as a separate line item in pursuance of IND-AS 105. The process for voluntary liquidation of NYJL has been completed. During the financial year 2021–22, NCLT via its order dated February 25, 2022, read with the rectification order dated March 23, 2022, approved the dissolution of NYJL with effect from February 25, 2022. Consequent to the above, all the shares held by the Company in NYJL were canceled. Further, the net result of operations from the Corporate Learning Business undertaking that has been transferred to NLSL have been reported under Profit/(Loss) from Discontinued Operations for the year FY22 (prior to the Appointed Date (April 1, 2022) of the demerger)

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Taxes

The Company has provided for an amount of Rs. 48 million towards income tax at consolidated level as compared to Rs. (84) million in FY22. The effective tax rate for the year was 30%.

**Table 5 Consolidated Balance Sheet at the End of the Financial Year 2022–23**

Rs. Million	31-Mar-23	31-Mar-22	31-Mar-22 (Like for Like)
<b>Sources of Funds</b>			
Share Capital	269	268	268
Reserves & Surplus	9,690	14,885	9,433
Shareholders' Funds	9,959	15,153	9,701
Non-Controlling Interests	42	40	40
Loan Funds	5	91	10
<b>Total Sources of Funds</b>	<b>10,006</b>	<b>15,283</b>	<b>9,751</b>
<b>Application of Funds</b>			
Net Fixed Assets (with CWIP)	2,504	3,615	2,436
Right-of-use Assets	112	152	115
Deferred Tax Assets net of Liabilities	175	293	148
Cash & Equivalents	7,157	12,525	7,356
Trade Receivables	306	1,886	516
Other Assets	1,149	2,598	981
Other Liabilities	(1,272)	(5,623)	(1,677)
Lease Liabilities	(124)	(162)	(124)
<b>Total Application of Funds</b>	<b>10,006</b>	<b>15,283</b>	<b>9,751</b>

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

### Note:

- Results are not comparable with previously declared results due to the transfer of Corporate Learning Business undertaking to NIIT Learning Systems Limited from Appointed Date of April 1, 2022 due to the Composite Scheme of Arrangement, which was made effective on May 24, 2023. The accounting treatment is in compliance with Ind AS 103 Business Combinations.
- Net Result (revenue minus expenses) of discontinued operations and assets held for sale reclassified as 'Profit/(Loss) from Discontinued Operations and Assets held for Sale' and reported as separate line below operating results, as per Ind AS 105. For FY22, this includes the Net Results (INR 2,021 Mn) of Corporate Learning Business undertaking.

### Share Capital

The Share Capital of the Company stood at Rs. 269 million, as compared to Rs. 268 million in FY22. The increase is due to exercise of 697,113 options during the year. As on March 31, 2023, the number of shares outstanding was 134,564,360.

### Non-Controlling Interests

Non-Controlling Interests reflect the book value of equity owned by third parties in subsidiary companies. This increased from Rs. 40 million in FY22 to Rs. 42 million in FY23. As on March 31, 2023 NIIT held 90% in RPS Consulting. This has subsequently increased to 100% during Q1 FY24.

### Reserves and Surplus

Reserves and Surplus stood at Rs. 9,739 million in FY23 compared to Rs. 9,433 million last year.

Please see Note 12 for further information on changes during the year.

### Loan Funds

As on March 31, 2023, the Gross Debt of the Company stood at Rs. 5 million versus Rs. 10 million in FY22. The Debt-to-Equity ratio of the Company was 0.02 as on March 31, 2023. The Company has Net Cash of Rs. 7,152 million compared to Rs. 7,346 million in FY22.

### Fixed Assets

During the year, the Company had a total capital expenditure (including Capital Work in Progress) of Rs. 203 million.

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

- New initiatives and products: Rs. 124 million
- Infra/ Capacity enhancement: Rs. 55 million
- Normal capital expenditure: Rs. 24 million

The Capital Work in Progress as on March 31, 2023, was Rs. 164 million, as compared to Rs. 61 million last year. This includes intangible assets under development.

The Net Block stood at Rs. 2,504 million as on March 31, 2023, as compared to 2,436 million last year.

**Table 6 Fixed Assets**

Rs. Million	As on Mar'23	As on Mar'22	As on Mar'22 (Like for Like)
Property, plant and equipment	1,375	1,471	1,564
Intangible assets under development	164	61	37
Investment property	1	1	-
Goodwill	835	1,179	835
Other Intangible assets	129	902	-
<b>Net Block</b>	<b>2,504</b>	<b>3,615</b>	<b>2,436</b>

### Right-of-Use Assets

Right-of-Use Assets as on March 31, 2023, stood at Rs. 112 million, as compared to Rs. 115 million last year.

### Deferred Tax Assets/Liabilities

As of March 31, 2023, the Deferred Tax Assets stood at Rs. 175 million. This is primarily due to long term capital loss available for set off against long term capital gain in future and the timing difference on the amount of provisions carried in the financial statements and allowed on actual write-off as per the income tax provisions.



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

**Table 7 Deferred Tax Assets/(Liabilities)**

Rs. Million	As on Mar'23	As on Mar'22	As on Mar'22 (Like for Like)
Deferred Tax Liabilities	-	(15)	-
Deferred Tax Assets	175	308	148
<b>Net Deferred Tax</b>	<b>175</b>	<b>293</b>	<b>148</b>

### Other Assets & Liabilities

The elements of Net Current Assets were as follows:

#### ➤ Inventories

Inventories comprise training materials including educational software and examination vouchers used by the Company for imparting training and certifications. The value of the inventory held by the Company is Rs. 7 million in FY23 versus Rs. 21 million in FY22.

#### ➤ Trade Receivables

The total receivables of the Company as on March 31, 2023, were Rs. 306 million, as compared to Rs. 516 million as on March 31, 2022. Days Sales Outstanding (DSO) from 60 days last year to 33 days as of March 31, 2023. The Company continues to lay strong emphasis on managing and optimizing the working capital cycle.

#### ➤ Cash and Bank Balances

The Cash and Bank Balances as on March 31, 2023, stood at Rs. 7,157 million compared to Rs. 7,356 million as on March 31, 2022. During the year:

- Net Cash from Operations for FY23 was Rs. 42 million vs Rs. 84 million for FY22. This reduction was caused due to increase in working capital requirements.
- Net Cash from Investing activities for FY23 was Rs. (262) million vs Rs. (172) million for FY22. This is due to the investment in RPS acquisition (Rs. 358) Mn in Q3 FY23 which offset the cash generated from treasury investments.
- Net Cash from Financing activities in FY23 was Rs. 21 million vs Rs. (2,932) million for FY22.

**Table 8 Cash and Bank Balances**

Rs. Million	As on Mar'23	As on Mar'22	As on Mar'22 (Like for Like)
Investments	5,725	7,224	6,230
Bank Deposits	1,432	5,301	1,1126
Cash on hand	0.10	0.46	0.46
<b>Cash &amp; Equivalents</b>	<b>7,157</b>	<b>12,525</b>	<b>7,356</b>

#### ➤ Other Assets

Other Assets includes Advance Income tax, advance recoverable, Unbilled revenue, Interest receivable and Security deposits. These have increased from Rs. 981 million in FY22 to Rs. 1,149 million in FY23.

**Table 9 Other Assets**

Rs. Million	As on Mar'23	As on Mar'22	As on Mar'22 (Like for Like)
Advance Tax	503	454	416
Advances recoverable	311	940	263
Unbilled revenue	265	991	229
Interest Receivable	46	110	38
Security Deposits Receivables	15	23	18
Inventories	7	21	15
Capital Advances	2	60	1
<b>Other Assets</b>	<b>1,149</b>	<b>2,598</b>	<b>981</b>

#### ➤ Other Liabilities

Other Liabilities include Trade Payables, Other Financial Liabilities, and Provisions. These have decreased from Rs. 1,677 million in FY22 to Rs. 1,272 million in FY23. The decrease is primarily on account of payments related to acquisition of RPS Consulting.

**Table 10 Other Liabilities**

Rs. Million	As on Mar'23	As on Mar'22	As on Mar'22 (Like for Like)
Trade payables	370	1,251	393
Provisions	134	418	160
Statutory Dues	75	338	58
Deferred Revenue	127	802	130
Advances from Customers	262	351	161
Other Payables*	154	1,950	263
Future Acquisition Liability	151	512	512
<b>Other Liabilities</b>	<b>1,272</b>	<b>5,623</b>	<b>1,677</b>

\*Other Payables include capital creditors, amount payable to employees, income tax liability, etc.

### Key Financial Ratios

The Company has identified the following as Key Financial Ratios:

**Table 11 Key Financial Ratios**

Particulars	FY23	FY22	YoY
Revenue growth (%)	36%	102%	(6,581) bps
Operating Profit margin (%)	0.3%	1.0%	(71) bps
Net Profit margin (%)	1%	90%	(8,932) bps
Basic EPS (Rs)	0.2	16.8	(99) %
Basic EPS (Rs.) - Proforma	0.2	1.8	(87) %
Days Sales Outstanding (DSO) days	33	60	(28) days
Debt to Equity Ratio	0.02	0.04	(48) %
ROCE	(2) %	(1) %	(48) bps
Current Ratio	6.20	5.49	13%

Revenue growth decreased to 36% in FY23 as compared to 102% in FY22 due to as well as impact of slowdown in hiring in the second half of the year. EBITDA Margin decreased to 0.3% for the year vs 1.0% last year due to impact of planned investments in growth as well as negative impact of slowdown in the second half of FY23 Net Profit Margin decreased to 1% in FY23, as compared to 90% in FY22. The net profit margin for FY23 is not comparable to previous year due to the impact of the transfer of the corporate learning business to NIIT Learning Systems Limited through the Composite Scheme of Arrangement from

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

April 1, 2022. Basic EPS, which is calculated by dividing net profit by the total number of shares outstanding, decreased by 99% YoY and is not comparable to the previous year due to the impact of the Scheme.. Current Ratio increased to 6.20 versus 5.49 last year. Current Ratio primarily increased due to optimization of working capital cycle. Debt to Equity ratio, and DSO have been explained in the relevant sections above.

The details of Return on Net Worth are mentioned below:

**Table 12 Return on Net Worth**

Particulars	FY23	FY22	YoY
Return on Net Worth (%)	1%	24%	(2,365) 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 1% in FY23, as compared to 24% in FY22. While net profit decreased by 99% to Rs. 32 million, Net Worth decreased to Rs. 4,504 million from Rs. 9,289 million in FY22 due to the transfer of the Corporate Learning Business undertaking to NIIT Learning Systems Limited through the Composite Scheme of Arrangement from the appointed date of April 1, 2022

### 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 so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023, and of the Profit or Loss of the Company for the year. The significant 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 are having significant interest / control directly or indirectly, which may have 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 Board, the guiding principles being arm's length, fairness, and transparency. Please refer to Note 34 of the standalone financial statements and Note 33 of the consolidated financial statements for details of related party transactions during the year.

## 7. Human Resources

The Company believes that the employees (NIITians) are its most important assets, and the collective growth of the Company is a derivative of the growth of each NIITian within the organization. With this belief in mind, the human resources management function is dedicated to focusing on its people, while enabling leveraging technology and expertise to lead the way forward. These core values have always guided the talent initiatives for the Company.

The past year was a remarkable one for NIIT, marked by the gradual easing of the pandemic. As the situation improved, the Company enthusiastically held celebrations and events to build and strengthen new connections within the Company, utilizing every opportunity to personally connect and collaborate. In one such popular initiative, the Company recognized NIITians, for creating "Moments that Matter" experiences for their fellow NIITians.

Amid emerging technologies, one wave that captured the imagination of NIITians was the power and potential of Generative AI. Driven by NIIT's values, the NIITians embraced the possibilities of this technology, and embarked on a journey to leverage it for the betterment of NIIT's clients and the organization.

### Learning and career development:

Recognizing that strong leadership is essential for sustainable growth, NIIT launched an executive development initiative last year, aimed at empowering its senior leaders to enhance their influence and impact. By investing in the leadership team, has helped foster a culture of continuous learning and innovation. The leadership initiative covered the top one hundred leaders of the organization and included an executive development component, delivered in partnership with premier management institutes; and a self-management component consisting of assessment, reflection, feedback, and executive coaching. These initiatives would be continued over FY24 as well, with the additional components of business challenge assignments and a leadership talk series. The initiative for the senior most leadership was called "GROW" as an acknowledgement of the well-established model of coaching. The initiative for the emerging leaders was called LEAP, recognizing their transition from senior managers to leaders.

For the junior layer of the organization, a "Talent Readiness" suite of programs was launched to strengthen functional, technical, domain and behavioral competencies and promote individual excellence. At a managerial level, a "First-Time-Manager" program was designed and launched to equip and enhance supervisory capabilities among managers. Thus, all layers of the organization were covered in a major initiative to enhance people excellence.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Online asynchronous, self-paced and online modules were developed for mandatory trainings like “Gender Sensitivity,” “Prevention of Sexual Harassment (POSH),” “General Data Protection Regulation (GDPR),” and “NIIT Code of Conduct.” This enabled greater coverage of training and assessment among all NIITians. In the area of “Diversity, Equity, Inclusion, and Integrity,” training resources as well as a portal for sharing activities was launched during the year.

Succession planning was made a key step of the annual talent review process. This brought in more focus on ready talent within the organization, identified individual development opportunities and helped create opportunities for NIITians.

### Focus on people and technologies:

Understanding the importance of new technologies, the Company initiated a large-scale digital transformation project. The ambitious endeavor was to enable flexible working, streamline manual transactions, and enhance the overall people experience. The major focus last year was the implementation of a leading cloud-based platform for Human Capital Management. The Employee Central module for the platform has already gone live, and the Recruiting and Onboarding module is scheduled to go live in Q2 of FY24. These modules would reduce the time for routine transactions, improve data integrity across the organization, and thus enable data-driven decision making. As more modules get implemented, they would transform the nature of people processes in the company.

During the year, the Company partnered with a leading service provider to provide NIITians a service for managing NIIT Stock Options, with easy monitoring and tracking, a 24/7 access to the online platform with dashboard and reports and e-mail triggers for various events to enable them to take well informed decisions on stock options.

NIIT’s Artificial Intelligence (AI) powered digital employee engagement initiative ‘Amber’ has been designed to interact with NIITians at pre-defined milestones of their tenure with NIIT. It collects data for employee sentiment regarding work environment and work relationships. For FY23, the Engagement score measured by ‘Amber’ was eighty-eight on a 100-point scale, a 2-percentage point jump over the score in FY22, and the Mood score was 4.3 on a 5-point scale in FY23, as against 4.2 in FY22.

NIIT conducts Employee Satisfaction Survey (ESS) every year to feel the pulse of the organization to continue to make NIIT one of the best places to work and grow. The Company maintained the overall satisfaction score at 88% for FY23 (89% in FY 22). NIIT continues to focus on the identified areas and these form a part of action plan for the coming year. Participation in the survey in FY23 improved to 87% from 83% in FY22.

Some of the office workplaces have undergone a physical transformation as well. This process started last year, and will continue in the coming year, to make all NIIT offices more contemporary, enabling greater connectedness and well-being among its people.

### Health & wellness:

NIIT has an integrated and preventive “Health and Wellness program” in place, to help NIITians take care of their physical and mental and health. An online portal enables expert consultations, digital gym, yoga, and meditation sessions, and provides interactive webinars, and on-demand videos for learning and refreshers. FY23 saw a participation from over 1600 NIITians as well as 500+ participants from the NIIT group companies.

A “Health Day Holiday,” a half-day leave exclusively for an “Executive Health Check-up” was introduced during the year. All these initiatives helped NIIT win a ‘Workplace Wellness Award’ by ‘CecureUs’ for promoting a culture of continuous wellbeing.

### Talent mix:

The organization focused on enhancing the talent mix, making it younger and more inclusive. About 50% of all the hiring in FY 23 was fresher talent. Special initiatives addressing diversity themes were launched during the year. These include Breaking Stereotype, Taking Charge, Embracing Equity, Role Modelling.

Various DEI initiatives were taken during the year and a Celebrating Inclusivity @NIIT month was observed. This was accompanied by creative videos, gifts, and messages, and helped improve the gender ratio to 40% women, as compared to 38% in FY 22.

The Company leveraged prominent social media platforms for working professionals for improving its recruitment metrics including hiring for senior positions.

### The Workplace:

NIITians enjoyed a positive work environment, with regular communication, feedback mechanisms like Amber and listening sessions. The CEO and senior leaders engaged in frequent connect sessions with all NIITians.

The hybrid model of work at NIIT has evolved continuously, in response to changing needs and expectations of customers and NIITians. The Company supported remote working by aligning systems, policies, and processes, and providing the right training and management support. People processes like induction, on-boarding, learning delivery, goal setting and performance management have been implemented in an anywhere-anytime model, virtually and seamlessly. The company’s intranet was revamped to make it more contemporary and regular advisories were posted on it.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

There were fun events too: gaming contests, fitness challenges, music, and dance shows. NIITians used social media platforms to connect across locations. The Company newsletter carried virtual fire-side wellness chats with the CEO, as well as stories of personal experiences of challenges and triumphs through COVID. All of this has helped NIITians bond as a family.

The support extended included providing appropriate computing hardware, software licenses, data connectivity, implementation measures for data access and security, reimbursement of internet expenses, and a one-time reimbursement of WFH accessories or attire for joiners of FY23.

### Rewards & recognition:

The pandemic has led to a paradigm shift in the way people work. HR has played a pivotal role in steering the human capital in the right direction and designing a wide range of initiatives that not only ensured the well-being of employees but also drove productivity and business outcomes. NIIT showcased some of these initiatives publicly, in the areas of reward & recognition, health & wellness, and learning & development. The Economic Times Human Capital Awards was one such platform. NIIT won a gold award for Excellence in Reward & Recognition Strategy & was amongst the Top 7 companies in Health & wellness initiatives at ET – HCA awards.

### ‘Our People, Our Future’

As the Company moves forward, it remains committed to its values and the betterment of its people. NIIT will continue to invest in talent development, providing opportunities for growth and career advancement within the organization. Additionally, the Company will remain at the forefront of technological innovation, empowering NIITians to thrive in an ever-evolving digital landscape, disproportionately focusing on further elevating people experience.

In conclusion, NIIT’s people are at the heart of its success. By fostering a culture of growth, continuous learning, and innovation, the Company enables NIITians to reach new heights of achievement. The Company is excited about the possibilities that lie ahead and is confident that its approach of putting people first, and embracing technology, will continue to drive new change within the organization, and beyond.

## 8. Future Outlook

Training for Digital Skills in India represents a multi-billion-dollar training opportunity:

- With a young population (about 600 million people less than 25 years old), large and growing enrollments in higher education (over 41+ million learners enrolled in Higher Education with 27.1% GER growing to 50% GER by AY35), and proficiency in English, India is expected to be the hub of global demand for talent.

- In addition, a strong demand is expected for continuous skill upgradation for working professionals due to increasing digitalization across sectors (Technology, Fintech, HealthTech, Logistics, EdTech, etc., as well as user industries where Technology proficiency will be a key competitive advantage).

Despite near term slowdown in hiring, the acceleration of digital transformation is expected to continue to drive demand for professionals with deep skills in new age technologies and ways of working.

NIIT plans to continue to focus on deep skilling in Technology and BFSI sectors. These offer significant growth opportunities due to the increasing need for talent transformation across GSIs (Global System Integrators), GCCs (Global Capability Centers), large Indian Enterprises and companies in the BFSI sector.

NIIT also sees multiple new vectors of growth in industries undergoing digital transformation, which offers significant headroom for the company to scale. These include Manufacturing, ER&D, Supply Chain Management, and Design.

Over the next few years, Artificial intelligence is expected to drive massive changes in ways of working across industries including education. The Company plans to leverage this opportunity, both by offering training in AI and by harnessing AI’s potential to amplify learning outcomes.

Over the years, NIIT has been a premium provider of technology training to individual and enterprise learners in the country, serving as a bridge between higher education institutions and rewarding careers. With RPS acquisition, NIIT has made a strong inroad into training for working professionals as well. NIIT plans to continue to invest to accelerate the transformation and achieve scale.

The increasing adoption of digital learning, a trusted brand, strong pedagogy that creates superior learning outcomes, an industrial strength learning delivery platform to enable scale, a strong balance sheet, and a strong leadership team create an opportunity to re-establish NIIT as the premium choice for career seekers and working professionals.

## 9. Risks and Concerns

NIIT services customers in India and other growth economies. As a multinational 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 of 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.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Figure 6: ERM Framework



NIIT 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 key risks and residual risks. The Company's risk framework encompasses strategic risks, operational risks, financial risks, governance risks, and information & technology risks. 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 NIIT'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 NIIT's business requirements. NIIT 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 rate. 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, NIIT'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. 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.

The Company is diversified in terms of both its service offerings and geographic spread. There is some concentration risk currently due to high dependence on training or early career professionals in Technology and BFSI industries. Company has been investing in both organic and inorganic initiatives to diversify the revenues mix including addressing working professionals and adding offerings across emerging sectors.

With the increasing focus on privacy across the world, the Company is required to ensure compliance with various regulations and meet customer expectations. To do so the company invests adequately in upgrading its systems and the control environment to ensure the

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

privacy of individuals and confidentiality of data is ensured. Also, there is a robust monitoring system of compliance confirmation to all the legal requirements.

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.

### 10. 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 as not to place undue reliance.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

S. No.	Details of Listed Entity	
1	Corporate Identity Number (CIN) of the Listed Entity	L74899HR1981PLC107123
2	Name of the Listed Entity	NIIT Limited
3	Year of incorporation	1981
4	Registered office address	Plot No. 85, Sector - 32 Institutional Area, Gurgaon – 122001, Haryana, India
5	Corporate Address	Plot No. 85, Sector - 32 Institutional Area, Gurgaon – 122001, Haryana, India
6	E-mail	<a href="mailto:investors@niit.com">investors@niit.com</a>
7	Telephone	+911244293000
8	Website	<a href="http://www.niit.com">www.niit.com</a>
9	Financial year for which reporting is being done	1st April 2022 to 31st March 2023
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	NIIT as on 31st March 2023 is Rs. 269,128,720 comprising of 134,564,360 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, NIIT-ESG@niit.com
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).	NIIT Limited and its subsidiaries in India

#### II. List of Products/Services

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

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1	Other Education Delivery	NIIT offers long & short-term retail and enterprise training programs with courses ranging from software & technology, data science, banking & finance, marketing, financial technology, and others emerging areas.	100%

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

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

#### III. Operations

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

Location	Number of plants	Number of offices	Total
National	NA	11	11
International	NA	03	03

##### 17. Markets served by the entity:

###### a. Number of locations

Locations	Number
National (Nos. of States and UTs)	28 states 8 union territories
International (Markets Served)	14

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

4%

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

NIIT's customers include early career aspirants and employed professionals. The need-based education delivery caters learners across age groups through instructor led online and in-person trainings. NIIT's training offerings are tailored and custom-made for its enterprise customers as per the learning outcome set by the clients. Based on the needs assessment, NIIT charts out planned training roadmaps for its customer. For the retail business, NIIT constantly evaluates market needs need based on employment opportunities and designs career programs enabling placement support to its learners.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### IV. Employees

#### 18. Details as at the end of Financial Year:

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1.	Permanent (D)	962	667	69%	295	31%
2.	Other than Permanent (E)	214	152	71%	62	29%
3.	<b>Total employees (D + E)</b>	<b>1176</b>	<b>819</b>	<b>70%</b>	<b>357</b>	<b>30%</b>
<b>Workers</b>						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	54	45	83%	9	17%
6.	<b>Total workers (F+G)</b>	<b>54</b>	<b>45</b>	<b>83%</b>	<b>9</b>	<b>17%</b>

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	<b>Total differently abled employees (D + E)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>
<b>Workers</b>						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than permanent (G)	0	0	0%	0	0%
6.	<b>Total differently abled workers (F + G)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

#### 19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	12	4	33%
Key Management Personnel	5	-	-

#### 20. Turnover rate for permanent employees and workers (Disclose for past 3 years)

	FY 2022-23			FY 2021-2022			FY 2020-2021		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17%	19%	18%	21%	25%	23%	13%	15%	14%
Permanent Workers	NIL	NIL	-	NIL	NIL	-	NIL	NIL	-



**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

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

**21. (a) Names of holding / subsidiary\* / associate companies / joint ventures**

S. 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>Indian Subsidiaries</b>				
1	NIIT Institute of Finance Banking and Insurance Training Limited	Subsidiary	82.72%	Yes
2	NIIT Institute of Process Excellence Limited	Subsidiary (Under Liquidation)	100%	Yes
3	RPS Consulting Private Limited	Subsidiary	90%	Yes
<b>Foreign Subsidiaries</b>				
4	NIIT GC Limited, Mauritius	Subsidiary	100%	Yes
5	NIIT China (Shanghai) Limited	Subsidiary	Step down	Yes
6	Chongqing An Dao Education Consulting Limited, China	Subsidiary	65% Step down	Yes
7	Chengmai NIIT Information Technology Company Limited, China	Subsidiary	Step down	Yes
8	Guizhou NIIT information Technology Consulting Co., Limited, China	Subsidiary	Step down	Yes
9	NIIT (Guizhou) Education Technology Co., Limited, China	Subsidiary	Step down	Yes
10	NingXia NIIT Education Technology Company Limited, China	Subsidiary	Step down	Yes
11	PT NIIT Indonesia.	Subsidiary (Under Liquidation)	100%	Yes

\*After Composite Scheme of Arrangement.

**VI. CSR Details**

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

(ii) Turnover (in Rs.): INR 1,574 million

(iii) Net worth (in Rs.): INR 4,631 million

**VII. Transparency and Disclosures Compliances**

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

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for the grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remark	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remark
Investors (other than shareholders)	Refer below table "Policies associated with BRSR principle" in Section B	NIL	NIL	NIL	NIL	NIL	NIL
Shareholders		5	0	NIL	80	0	NIL
Employees and workers		NIL	NIL	NIL	NIL	NIL	NIL
Value Chain Partners		NIL	NIL	NIL	NIL	NIL	NIL
Customers	Yes. <a href="https://www.niit.com/india/term-and-condition/PNFSE">https://www.niit.com/india/term-and-condition/PNFSE</a>	NIL	NIL	NIL	NIL	NIL	NIL

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 24. 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

S. No.	Material issue identified	(R/O)	Rationale	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Climate Change and Energy Management	Opportunity	Climate change has resulted in virtual and hybrid working models, propelling the need for NIIT's online training modules. Considering we are already in the space of transition to virtual and hybrid work models; climate change poses a valuable advantage to our business	-	Positive
2	Talent Attraction and Development	Opportunity	<p>Being a talent development corporation, developing our own human capital is a key strategic imperative for us at NIIT. We provide a strong learning culture within the organization.</p> <p>We also place a disproportionate focus and continuous investment in growing a pool of leaders. We have executive development programs running for all levels of the company: for individual contributors, managers and leaders.</p> <p>We employ technology solutions to improve employee experience, eg. we are implementing Success Factors; we have an AI BOT for engagement surveys; and we use an online portal for wellness initiatives.</p>	-	Positive
3	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 of 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 NIIT. 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 NIITians through engagement surveys and feedback to design and incorporate newer initiatives in the area of wellbeing.</p>	-	Positive

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

S. No.	Material issue identified	(R/O)	Rationale	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
4	Data Privacy and Cyber Security	Risk	Risks from cyber threats which may arise are malware attack, social engineering attack and software supply chain attacks. There is a high risk of theft of sensitive customer data, which is not only a data privacy risk but also reputational risk to the organization.	NIIT has multiple controls in place for example SOD, MFA, disk encryption and disablement of USB to ensure protection from IT risks and data privacy. We have a stringent cyber security and data privacy policy to ensure timely evasion of threats and management of data, to deter any risks that emerge from data privacy and cyber security.	Negative
5	Business Ethics and Corporate Governance	Opportunity	Business ethics are cornerstones of ensuring transparent and sustainable corporate governance frameworks. Upholding policies such as code of conduct and anti-bribery & 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.  NIIT 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.	-	Positive
6	Supply chain Management	Risk	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

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

S. No.	Material issue identified	(R/O)	Rationale	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
7	Customer Concentration	Opportunity	NIIT has grown to earn the trust of many Fortune 1000 and Global 500 companies in over 30 countries over the past 41 years. Trusted by the world's leading companies, NIIT provides high-impact managed learning solutions that weave together the best of learning theory, technology, operations, and services to enable a thriving workforce.	The customer base of the organization is mostly among Fortune 1000 and Global 500 companies, where the risk of failure of those customers is low and there is a steep entry barrier. More and more organizations are approaching training organizations for outsourcing; hence there are significant opportunities in the market. NIIT, to improve its market share and customer base, takes the inorganic route by way of acquisitions to improve its customer base. Further industry specific programs like Pharma, ONG and BFSI are designed to penetrate with multiple customers in their respective segments.	Negative

### 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 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	No	Yes	Yes	No	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	No	Yes	Yes	No	Yes	Yes
c. Web link of the policies, if available	<b>Refer below table "Policies associated with BRSR principle."</b>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	No	Yes	Yes	No	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
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								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	No								
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	NA								
<b>Governance, leadership, and oversight</b>									
7. NIIT management functions considering in mind its environmental, social and governance responsibility. The business decision are 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 fulfill multiple social responsibilities towards its employees and towards youth of the society.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policies	Joint Managing Director								

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). Provide details.	<b>Yes, CSR Committee is responsible for decision-making on sustainability related issues. The members of the committee include the following: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. Anand Sudarshan	Member	00827862

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										N	N	N	N	N	N	N	N	N

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)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	Yes	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)							Yes		
Any other reason (please specify)									

**\*Policies associated with BRSR principle.**

Principle	Policy Name	Policy Weblink
2, 5, 6	Code of Conduct	<a href="https://www.niit.com/authoring/Documents/Corporate%20Governance/Code%20of%20Conduct.pdf">https://www.niit.com/authoring/Documents/Corporate%20Governance/Code%20of%20Conduct.pdf</a>
4 & 8	CSR	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/CSR%20Policy%20w.e.f.%205.2.2021.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/CSR%20Policy%20w.e.f.%205.2.2021.pdf</a>
9	Equal Opportunity	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/Equal%20Opportunity%20Policy.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/Equal%20Opportunity%20Policy.pdf</a>
4	Grievance Redressal	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/Grievance%20Redressal%20Policy.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/Grievance%20Redressal%20Policy.pdf</a>
3, 6	Health & Safety	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/Health%20Safety%20and%20Environment%20Policy.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/Health%20Safety%20and%20Environment%20Policy.pdf</a>
3	Nomination & Remuneration	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/Nomination%20and%20Remuneration%20Policy.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/Nomination%20and%20Remuneration%20Policy.pdf</a>
9	Privacy	<a href="https://privacy.niit.com/prospective_customer.html">https://privacy.niit.com/prospective_customer.html</a>
1	Whistleblower	<a href="https://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf">https://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf</a>
3	Workplace Monitoring	<a href="https://www.niit.com/authoring/Documents/New-Disclosures/Workplace%20Monitoring%20Policy.pdf">https://www.niit.com/authoring/Documents/New-Disclosures/Workplace%20Monitoring%20Policy.pdf</a>

**SECTION C: PRINCIPLE WISE DISCLOSURES**

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

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 programmes on any of the principles during the financial year

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% Of persons in respective category covered by the awareness programmes
Board of Directors	14	Competition and Anti-Trust, Code of Conduct, Risk Assessment and Risk Management and Compliances	100%
Key Managerial Personnel	13	Corporate strategy, leadership communication, innovation culture, stakeholder management, towards sustainability, digital disruption and transformation. Its impact was to navigate changes and strategy to drive the organization. For NIIT to have plan and strategy to not only expand businesses but to have better operational efficiency.	85%
Employees other than BoD & KMPs	48	Health & Safety at workplace, ISO awareness and policies, science of mind, security awareness training, POSH, Code of Conduct. Psychological wellbeing and mental wellness program.	48%
Workers	13	POSH, COVID 19 Precautions, Environment, Health and Safety Fire and safety, Physical security surveillance, Hazard Identification & Risk Assessment, First aid emergency and CPR Procedure.	72%

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	NA	NIL	NIL	NIL	NIL
Settlement	NA	NIL	NIL	NIL	NIL
Compounding Fee	NA	NIL	NIL	NIL	NIL
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

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 regulatory/enforcement agencies/judicial institutions
NIL	NA

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. NIIT 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: <https://www.niit.com/authoring/Documents/Corporate%20Governance/Code%20of%20Conduct.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:

	FY 2022-23	FY 2021-22
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

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

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
No. of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
No. of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

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

**Leadership Indicators**

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered under the awareness programmes
202	The trainers/ professional engagement is done through entering master service agreement which covers principles like confidentiality, privacy and ethical practices in line with NGRBC Principle 1. Discussions are held with the trainers on standard of governance NIIT expects from its value chain partners at the time of on boarding or any amendment required due regulatory changes.	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, NIIT takes annual affirmation from Board of Directors with reference to Conflict of Interest. Secondly, NIIT’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, NIIT 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.

	FY 2022-23	FY 2021-22	Details of improvements in environment and social impacts
R&D	INR 51 million	INR 45 million	NIIT took the initiative of phasing out old computers with energy efficient laptops. NIIT further migrated our owned data center to the cloud, having significant reduction in our carbon footprint.
Capex	NIL	NIL	NIL

## 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?

NIIT has a procedure in place to onboard suppliers' basis sustainability parameters. NIIT follows a procurement process which factors MSME participation and evaluation of environment standards among our vendors. NIIT while selecting electrical, electronic and computer items, considers environmental parameters as one of the selection criteria. However, currently NIIT does not record the exact percentage of inputs sourced sustainably.

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	NIIT follows a zero-plastic policy. If any plastic waste is generated through mechanical packaging, the same is disposed of by an authorized waste management vendor for further reuse.
E-Waste	NIIT 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 NIIT.

### 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 communicate in public domain (Yes/No) If yes, provide the web-link.
Not Available					

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 Available	Not Available	Not Available

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).

	Recycled or re-used input material to total material	
	FY 2022 - 23	FY 2021 - 22
	Not Available	Not Available

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:

	FY 2022 - 23			FY 2021 - 22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	NIL	Yes	NIL	NIL	NIL
E-waste	NIL	NIL	Yes	NIL	NIL	NIL
Hazardous waste	NIL	NIL	Yes	NIL	NIL	NIL
Other waste	NIL	NIL	Yes	NIL	NIL	NIL

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	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
	(A)	No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No.(E)	% (E / A)	No. (F)	% (F / A)
<b>Permanent Employees</b>											
Male	667	667	100%	667	100%	-	-	667	100%	-	-
Female	295	295	100%	295	100%	295	100%	-	-	-	-
Total	962	962	100%	962	100%	295	100%	667	100%	-	-
<b>Other Than Permanent Employees</b>											
Male	152	152	100%	152	100%	NA	NA	NA	NA	-	-
Female	62	62	100%	62	100%	NA	NA	NA	NA	-	-
Total	214	214	100%	214	100%	NA	NA	NA	NA	-	-

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

% Of Workers Covered By											
Category	Total	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	(A)	No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No.(E)	% (E / A)	No. (F)	% (F / A)
<b>Permanent Workers</b>											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
<b>Other Than Permanent Workers</b>											
Male	45	45	100%	45	100%	NA	NA	NA	NA	NA	NA
Female	9	9	100%	9	100%	NA	NA	NA	NA	NA	NA
Total	54	54	100%	54	100%	NA	NA	NA	NA	NA	NA

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

Benefits	FY 2022-23			FY 2021-22		
	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	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y

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.

NIIT is an equal opportunity employer and upholds its commitment to non-discrimination as an utmost priority. In this backdrop, NIIT 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. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide the link to the policy. Yes

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 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%	100%	0	0
Female	100%	100%	0	0
Total	100%	100%	0	0

### 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.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	Yes, NIIT 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.
Permanent Employees	
Other than Permanent Employees	

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

While NIIT 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	FY 2022-23			FY 2021-22		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Unions (B)	% (B / A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Unions (D)	% (D / C)
Total Permanent Employees	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total Permanent Workers	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0

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

Category	FY 2022-23					FY 2021-22				
	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>Permanent Employees</b>										
Male	667	391	59%	79	12%	607	365	60%	3	0.5%
Female	295	132	45%	56	19%	300	214	71%	4	1%
<b>Total</b>	<b>962</b>	<b>523</b>	<b>54%</b>	<b>135</b>	<b>14%</b>	<b>907</b>	<b>579</b>	<b>64%</b>	<b>7</b>	<b>1%</b>
<b>Other Than Permanent Employees</b>										
Male	152	30	20%	72	47%	178	24	13%	84	47%
Female	62	6	10%	20	32%	94	26	28%	51	54%
<b>Total</b>	<b>214</b>	<b>36</b>	<b>17%</b>	<b>92</b>	<b>43%</b>	<b>272</b>	<b>50</b>	<b>18%</b>	<b>135</b>	<b>50%</b>
<b>Permanent Workers</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>Other Than Permanent Workers</b>										
Male	45	23	51%	23	51%	24	19	79%	19	79%
Female	9	1	11%	1	11%	1	1	100%	1	100%
<b>Total</b>	<b>54</b>	<b>24</b>	<b>44%</b>	<b>24</b>	<b>44%</b>	<b>25</b>	<b>20</b>	<b>80%</b>	<b>20</b>	<b>80%</b>

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

**9. Details of performance and career development reviews of employees and workers**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	819	513	63%	785	413	53%
Female	357	248	69%	394	149	38%
Total	1,176	761	65%	1,179	562	48%
<b>Workers</b>						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

\*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 been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes, NIIT has a Health, Safety and Environment policy which governs creating a safe and health workplace for all employees and workers. NIIT 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?**

NIIT 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, NIIT 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, The employees are eligible for annual medical health check up completely sponsored by the company. Further in key locations there are visiting doctors where employees and workers can consult without any fee. The workers are covered under the ESI scheme.

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

Safety Incident/Number	Category	FY 2022-23		FY 2021-22	
		Current	Financial Year	Previous	Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL		NIL	
	Workers	NIL		NIL	
Total recordable work-related injuries	Employees	NIL		NIL	
	Workers	NIL		NIL	
No. of fatalities	Employees	NIL		NIL	
	Workers	NIL		NIL	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL		NIL	
	Workers	NIL		NIL	

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

NIIT 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.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

To deter any unsafe or unhealthy practices, NIIT 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:

	FY 2022-23			FY 2021-22		
	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	-	NIL	NIL	-
Health & Safety	NIL	NIL	-	NIL	NIL	-

### 14. Assessments for the year

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

### 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) & Workers (Y/N)

Yes, to employees and workers.

#### 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 NIIT 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 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	
	FY 2022-23	FY2021-22	FY 2022-23	FY2021-22
Employees	NIL		NIL	
Workers	NIL		NIL	

#### 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, 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. NIIT 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. NIIT 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:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Shall commence this activity shortly.
Working Conditions	Shall commence this activity shortly.

#### 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.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 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.**

NIIT Limited is a responsible corporate citizen and is committed to being responsive to all its stakeholders including shareholders, customers, business associates, employees, vendors and suppliers, governments and society at large including communities that it operates in. These approaches are laid out in our Code of Conduct document, which can be found on our [website](#).

- Internal Stakeholders of NIIT include employees, senior leadership and Board of Directors.
- External stakeholders of NIIT 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	Channels of communication	Frequency of Engagement	Purpose and scope of 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 are kept in loop throughout processes of the organization. NIIT provides SEBI timely on the evolving market trends. Notices of AGMs are uploaded on website of NIIT on a regular basis. The website is also regularly updated. Investor calls are also scheduled after all quarterly closings. The results are also published by NIIT on print media platforms.
Communities	Yes	Skilling, education and livelihood generation. Media releases, electronic media, 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

**1. 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 committees of the board (risk management committee, audit committee, stakeholders relationship committee, 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 NIIT 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 NIIT Managing Director as well as CEO.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

2. 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 the 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.

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

NIIT 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.

### 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	FY 2022-23			FY 2021-22		
	Total (A)	No. Of Employee / Workers Covered (B)	% (B / A)	Total (C)	No. Of Employee / Workers Covered (C)	% (D / C)
<b>Employee</b>						
Permanent	962	962	100%	907	907	100%
Other than permanent	214	214	100%	272	272	100%
<b>Total Employees</b>	<b>1,176</b>	<b>1,176</b>	<b>100%</b>	<b>1,179</b>	<b>1,179</b>	<b>100%</b>
<b>Workers</b>						
Permanent	-	-	-	-	-	-
Other than permanent	54	54	100%	36	36	100%
<b>Total Workers</b>	<b>54</b>	<b>54</b>	<b>100%</b>	<b>36</b>	<b>36</b>	<b>100%</b>

2. Details of remuneration/ salary/ wages (including differently abled):

Category	FY 2022-23					FY 2021-22				
	Total	Equal to Minimum Wage		More than Minimum Wage		Total	Equal to Minimum Wage		More than Minimum Wage	
	(A)	No. B	% (B / A)	No. C	% (C / A)	(D)	No. E	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
<b>Permanent</b>										
Male	667	-	-	667	100%	607	-	-	802	100%
Female	295	-	-	295	100%	300	-	-	523	100%
<b>Other than Permanent</b>										
Male	152	-	-	152	100%	178	-	-	25	100%
Female	62	-	-	62	100%	94	-	-	33	100%
<b>Workers</b>										
<b>Permanent</b>										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Other than Permanent</b>										
Male	45	34	76%	11	24%	24	20	83%	4	17%
Female	9	1	11%	8	89%	1	1	100%	0	0%

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

**3. Details of remuneration/salary/wages, in the following format:**

Category	2022-2023		2021-2022	
	Number	Median remuneration/ salary/ wages of respective category (INR)	Number	Median remuneration/ salary/ wages of respective category (INR)
Board of Directors (BoD)	9	2,320,000	9	1,680,000
Key Managerial Personnel * (other than BoD)	5	22,900,000	5	21,500,000
Employees other than BoD and KMP	1176	6,35,854	1179	6,17,937
Workers	54	2,39,364	36	2,29,560

\*(Includes executive director not including in BOD above, only for this table)

**4. 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@niit.com](mailto:care4women@niit.com) / [grievancecell@niit.com](mailto:grievancecell@niit.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 professionals from all walks of life. NIIT further ensures that standard SLAs as per law are met timely and in a just manner.

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

**6. Assessments for the year:**

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

**7. 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.**

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

NIIT 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@niit.com](mailto:GrievanceCell@niit.com) which is accessible by an authorized representative from the Leadership team of HR. There is another email ID [CPO@niit.com](mailto:CPO@niit.com) which is directly accessed by the CHRO of the company to deal with grievance matters directly.

Yet another option is to post an Anonymous message on the Amber portal (AI powered HR Engagement portal). The link for this Anonymous link called 'Anonymous Bat' is shared with by Amber with the NIITian once s/he has completed his/ her first digital chat with Amber. This stays with the NIITian and can be used at any time during one's association with NIIT. This message directly reaches the CEO and CHRO of the company.

**9. Number of complaints made by employees and workers**

Complaints	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Total	NIL	NIL	-	NIL	NIL	-
Sexual Harassment	NIL	NIL		NIL	NIL	
Discrimination at workplace	NIL	NIL		NIL	NIL	
Child Labour	NIL	NIL		NIL	NIL	
Forced Labour/Involuntary Labour	NIL	NIL		NIL	NIL	
Wages	NIL	NIL		NIL	NIL	
Other Human Rights related issues	NIL	NIL		NIL	NIL	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above Not applicable.

### 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?**

NIIT 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:**

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	No external assessment was done.
Forced or Involuntary Labour	
Sexual Harassment	
Discrimination at Workplace	
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	Unit	FY 2022 - 23	FY 2021 - 22
Total electricity consumption (A)	GJ	2,961.92	1,132.14
Total fuel consumption (B)	GJ	0.00047	0.00037
Energy consumption through other sources (C)	GJ	210.74	212.40
<b>Total energy consumption (A+B+C)</b>	<b>GJ</b>	<b>3,172.65</b>	<b>1,344.54</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	Joules/INR	2010 Joules/INR	1060 Joules/INR

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

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.**

Not Applicable.



**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

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

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in Kilolitres)</b>		
(i) Surface water	NIL	NIL
(ii) Groundwater	NIL	NIL
(iii) Third party water	10880	3877
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
<b>Total volume of water withdrawal (i + ii + iii + iv + v)</b>	<b>10880</b>	<b>3877</b>
<b>Total volume of water consumption (in KL)</b>	<b>8235</b>	<b>2938</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>5.23 ML/INR</b>	<b>2.34 ML/INR</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

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

Not yet, This is planned for implementation in FY24.

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

Parameter	Please specify unit	FY 2022 - 23	FY 2021 - 22
NOx	g/kwh	1.88	Did not monitor
SOx	g/kwh	0.45	Did not monitor
Particulate matter (PM)	g/kwh	0.14	Did not monitor
Persistent organic pollutants (POP)	µg/m <sup>3</sup>	NA	Did not monitor
Volatile organic compounds (VOC)	µg/m <sup>3</sup>	NA	Did not monitor
Hazardous air pollutants (HAP)	µg/m <sup>3</sup>	NA	Did not monitor

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

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

Parameter	Unit	FY 2022 - 23	FY 2021-22
<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>	142.91	51.59
<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>	584.16	223.29
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	Grams/INR	0.46	0.21

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

The Scope 1 emissions increased in FY 23 from the previous year FY 22 in view of increase in energy consumption as offices reopened post Covid 19. In addition to this were refilled refrigerants and new air conditioner units were installed. Accounting of mobile combustion data was also initiated during FY 23.

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

NIIT 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. NIIT 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. NIIT 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 FY23 the majority of training programs were delivered online.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

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

Parameter	FY 2022 - 23	FY 2021 - 22
<b>Total Waste Generated (in metric tonnes)</b>		
Plastic waste (A)	0.001	0.001
E-waste (B)	0.0	1.83
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	0.91	0.0
Radioactive waste (F)	0.0	0.0
Other Hazardous waste. Please specify, if any. (G)	0.00	0.27
Solid Waste	NIL	NIL
Iron Scrap + Garbage (Empty drums, boxes etc.)	NIL	NIL
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) (Food Waste)	0.119	0.0
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>0.211</b>	<b>2.101</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	0.00	0.00
(ii) Re-used	0.00	0.00
(iii) Other recovery operations	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)</b>		
<b>Category of waste</b>		
(i) Incineration	0.00	0.00
(ii) Landfilling	0.00	0.00
(iii) Other disposal operations	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</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

### 9. 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.

NIIT 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.

### 10. 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:

S. No.	Location	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			

### 11. 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
Has not undertaken					

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

12. 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:

Yes, NIIT is compliant with all Water, Air and Environment Protection and Control Acts. No non-compliances have been recorded against NIIT. NIIT is further investing in improving the water and air treatment to meet higher standards as per new norms.

**Leadership Indicators**

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	Unit	FY 2022 - 23	FY 2021 - 22
<b>From renewable sources</b>			
Total electricity consumption (A)	GJ	210.74	212.27
Total fuel consumption (B)	GJ	NIL	NIL
Energy consumption through other sources (C)	GJ	NIL	NIL
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>GJ</b>	<b>210.74</b>	<b>212.27</b>
<b>From non-renewable sources</b>			
Total electricity consumption (D)	GJ	2,961.92	1,132.14
Total fuel consumption (E)	GJ	0.00047	0.00037
Energy consumption through other sources (F)	GJ	NIL	NIL
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>GJ</b>	<b>2,961.92</b>	<b>1,132.14</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

2. Provide the following details related to water discharged:

Water discharge by destination and level of treatment (in kiloliters)	FY 2022 - 23	FY 2021 - 22
(i) To Surface water	NIL	NIL
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(ii) To Groundwater	NIL	NIL
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(iii) Third party water	2,645	939
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(iv) To Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(v) Sent to third-parties	NIL	NIL
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
(vi) Others	NIL	NIL
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	NIL
<b>Total water discharged (in kiloliters)</b>	<b>2,645</b>	<b>939</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

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

### 3. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information: Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022 - 23	FY 2021 - 22
Water withdrawal by source (in kiloliters)		
(i) Surface water		Not Applicable as NIIT 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)</b>		
<b>Total volume of water consumption (in kilolitres)</b>		
<b>Water intensity</b> per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		Not Applicable as NIIT 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. NA

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

Parameter	Unit	FY 2022 - 23	FY 2021 - 22
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, FCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub>	1111.83	Did not monitor
Total Scope 3 emissions per rupee of turnover	Grams of CO <sub>2</sub> / INR	0.70	Did not monitor

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

### 5. With respect to the ecologically sensitive areas reported at Question 10 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.

### 6. 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:

No such initiatives have been undertaken by NIIT. However, NIIT follows best practices with selection of technology, managing waste as per industry standards. Further NIIT shall consider exploring innovative solutions to improve resource efficiency, reduce impact due to emissions and waste generated.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

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

NIIT has a strong Business Continuity Management System (BCMS) committed to implement Business Continuity Management in accordance with ISO 22301:2019. NIITs 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.

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

**8. 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?**

NIIT 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, NIIT selects value chain partners having ethical practices as criteria but does not monitor its value chain for any such activities.

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

Do not record.

**Principle 7: Businesses, when engaging in influencing public and regulatory bodies, should do so in a transparent and responsible manner.**

### Essential Indicators

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

NIIT has affiliations with five 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.**

S. 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	IT-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

**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	NIL	NIL

### Leadership Indicators

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

S. No.	Policy advocated	Method for such advocacy	Whether information is in public domain (Y/N)	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	Yes

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

S. No.	Policy advocated	Method for such advocacy	Whether information is in public domain (Y/N)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link if Available
2	Sector-wise matters taken having national priorities.	Mr. Rajendra S Pawar (Executive Chairman of NIIT) currently as Vice Chairman of NCARE (National Council of Applied Economic Research) governing body and is director in Data Security council of India, actively involves in advocating policies of data security and AI impact on economic development of the country. Mr. Vijay K Thadani (Vice Chairman and MD NIIT Ltd) currently serves on the Governing Council of 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	Yes

### Principle 8: All 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 of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Y/N)	Results communicated in public domain (Y/N)	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:

S.N	Name of project for which R&R is ongoing	Date of notification	State	District	No. of Project Affected Families	% PAFs covered by R&R	Amount paid to PAFs
Not Applicable							

3. Describe the mechanisms to receive grievances of the local community

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

4. Percentage of inputs directly sourced from MSMEs / small producer

	FY 2022-23 Current financial year	FY 2021-22 Previous financial year
Directly sourced from MSMEs/Small Producers	7.88%	2.27%
Sourced directly from within the district and neighboring districts	This shall be monitored in future	

#### Leadership Indicators

1. 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	NA

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

NIIT Foundation (<https://niitfoundation.org>) is a not-for-profit entity which 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. NIIT Foundation is a registered CSR implementation agency.

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)**

State	Aspirational District	Amount In (K)
Andhra pradesh	Vizianagaram	181
Assam	Udalguri	348
Gujarat	Morbi	227
Maharashtra	Nandurbar	236
West bengal	Birbhum	156
Bihar	Aurangabad, Banka, Begusarai, Jamui, Muzaffarpur, Purnia & Sheikhpura	4,868
Chhattisgarh	Bastar, Korba & Mahasamund	703
Jharkhand	Bokaro, Gumla, Khunti & Ranchi	1,705
Odisha	Balangir, Dhenkanal, Gajapati, Kalahandi, Koraput & Rayagada	2,380
<b>Total</b>		<b>10,804</b>

3.
  - a. Procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No) Shall start monitoring in future.
  - b. From which marginalized /vulnerable groups do you procure? Not Applicable
  - c. What percentage of total procurement (by value) does it constitute? Not Applicable
4. 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

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

5. 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 authority	Corrective Action Taken
Not Applicable		

6. Details of CSR projects.

In FY23 NIIT and its Indian subsidiaries spent INR 18.30 Mn as CSR funding, primarily to provide scholarship to 147 students deserving to pursue their engineering degree education.

In the meantime, NIIT Foundation enrolled 58097 of participants for their short and medium term program in digital awareness, data entry, software development training etc. in urban and rural area for the under served communities. For the students who pursued the career programs job offers for 15682 were received i.e. approximately 100 working per day.

**Principle 9: Business should engage with and provide value to their customers in a responsible manner**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.  
NIIT 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>. Customers can also write to NIIT on [CustomerCareDigital@niit.com](mailto:CustomerCareDigital@niit.com) or [CustomerCare@niit.com](mailto:CustomerCare@niit.com) for any complaints and feedback.
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	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (Contd.)

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

	FY 2022- 23			FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	
Data privacy	100	100	-	70	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	Not material to business
Forced recalls	Not material to business	Not material to business

### 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.

Yes, NIIT has a framework/policy on cyber security and risks related to data privacy. The web link of the policy is: <https://www.niit.com/india/training/policy/pages/privacy-statement.aspx>

### 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.

#### Leadership Indicators

- Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available)** All of NIIT's services are available on [www.niit.com](http://www.niit.com)
- Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.** NIIT 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.
- Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.** NIIT 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 NIIT's customers.
- 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 regards 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, NIIT displays all information regarding its education delivery programs, in compliance with the regulatory requirements. NIIT also upholds transparency when providing information around all its services. For more details, refer to our website [www.niit.com](http://www.niit.com). Yes NIIT carries customer satisfaction survey relating to major products and services.
- Provide the following information relating to data breaches:**
  - Number of instances of data breaches along-with impact.** 01 incidents of low level severity with no impact of individual data being compromised.
  - Percentage of data breaches involving personally identifiable information of customers.** NIL



## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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.

NIIT's Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. NIIT not only adheres to the prescribed Corporate Governance Practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("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 standards 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.

### BOARD OF DIRECTORS

#### Composition of Board

Your Company is managed and guided by a professional Board comprising Executive, Non-Executive and Independent Directors. As on March 31, 2023, the Board of Directors of the Company ("the Board") comprised twelve Directors out of which six were Independent Directors, constituting half of the Board's total strength. The Board comprised four women directors including three independent women directors. 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. There has been change in board composition after the closure of financial year. A Brief Profile of each director is available at <https://www.niit.com/india/training/about-niit/Pages/board-of-directors.aspx>

The details of the Directors on the Board of the Company during the Financial Year 2022-23 ("FY23" or "FY 2022-23") 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, 2023 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				
Mr. Rajendra Singh Pawar (00042516)	Chairman	Promoter & Non-Executive Director	9	9	Yes	-	-	-
Mr. Vijay Kumar Thadani (00042527)	Vice Chairman & Managing Director	Promoter & Executive Director	9	9	Yes	3	-	-
Mr. Parappil Rajendran (00042531)	Joint Managing Director	Executive Director	9	8	Yes	3	-	-
Mr. Sapnesh Kumar Lalla (06808242)	Executive Director & Chief Executive Officer	Executive Director	9	9	Yes	2	-	-
Mr. Anand Sudarshan (00827862)	Director	Independent Director	9	9	Yes	1	1	-
Ms. Geeta Mathur (02139552)	Director	Independent Director	9	9	Yes	8	8	4
Mr. Ravinder Singh (08398231)	Director	Independent Director	9	9	Yes	1	1	-
Ms. Avani Vishal Davda (07504739)	Director	Independent Director	9	9	No#	4	4	-
Ms. Sangita Singh (07694463)	Director	Independent Director	9	6	No#	-	-	-

## 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				
Mr. Ravindra Babu Garikipati (00984163)	Director	Independent Director	9	7	Yes	2	1	-
Ms. Leher Vijay Thadani (03477205)	Director	Non-Executive / Non-Independent Director	9	9	Yes	-	-	-
Mr. Udai Singh Pawar (03477177)	Director	Non-Executive / Non-Independent Director	9	8	Yes	-	-	-

\*Directorships do not include private companies, deemed public companies, companies incorporated under Section 8 of the Act and company under voluntary liquidation

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

#could not attend the AGM due to personal exigency

Notes :

1. Mr. Rajendra Singh Pawar was appointed / redesignated as Executive Chairman of the Company w.e.f. May 24, 2023
2. Mr. Sapnesh Kumar Lalla was redesignated as Non-Executive Director of the Company and he ceased to be Executive Director & Chief Executive Officer of the Company w.e.f. May 24, 2023
3. Mr. Ravinder Singh, Ms. Sangita Singh and Ms. Leher Vijay Thadani, ceased to be Directors of the Company w.e.f. May 24, 2023
4. Mr. Srikanth Velamakanni was appointed as Non-Executive/ Independent Director on the Board w.e.f. May 24, 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, 2023, is mentioned below:

S. No.	Name of Director	Name of the Company	Category of Directorship
1.	Mr. Rajendra Singh Pawar	-	-
2.	Mr. Vijay Kumar Thadani	Triveni Turbine Limited	Independent Director
3.	Mr. Parappil Rajendran	-	-
4.	Mr. Sapnesh Kumar Lalla	-	-
5.	Mr. Anand Sudarshan	-	-
6.	Ms. Geeta Mathur	Motherson Sumi Wiring India Limited	Independent Director
		IIFL Finance Limited	Independent Director
		Info Edge (India) Limited	Independent Director
		360 One Wam Limited (formerly known as IIFL Wealth Management Limited)	Independent Director
		Onmobile Global Limited	Independent Director
		Healthcare Global Enterprises Limited	Independent Director
7.	Mr. Ravinder Singh	-	-
8.	Ms. Avani Vishal Davda	Mahindra Logistics Limited	Independent Director
		Persistent Systems Limited	Independent Director
		Emami Limited	Independent Director
9.	Ms. Sangita Singh	-	-
10.	Mr. Ravindra Babu Garikipati	5Paisa Capital Limited	Independent Director
11.	Ms. Leher Vijay Thadani	-	-
12.	Mr. Udai Singh Pawar	-	-

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 FY23, nine (9) Board meetings were held (May 24, 2022, June 16, 2022, July 28, 2022, September 30, 2022, October 28, 2022, November 04, 2022, December 22, 2022, January 31, 2023, and March 28, 2023) 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 2022-23 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 29, 2023 to review the performance of Non-Independent Directors, Chairman and the Board as a whole. All the Independent Directors (except two) 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 COMMITTEE

The Board has following Committees in accordance with the requirements of applicable provisions of the Act and Listing Regulations:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

Details on composition of the Committees as on March 31, 2023 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	-	Member	-
Mr. Vijay Kumar Thadani	Executive	Member	-	Member	Member	Member
Mr. Parappil Rajendran	Executive	-	-	-	-	Member
Mr. Sapnesh Kumar Lalla	Executive	-	-	-	-	Member
Mr. Anand Sudarshan	Independent	Member	Chairperson	Chairperson	Member	Member
Ms. Geeta Mathur	Independent	Chairperson	Member	-	-	Chairperson
Mr. Ravinder Singh	Independent	Member	Member	Member	Chairperson	Member

Note :

1. Mr. Sanjay Mal – CFO and Mr. Jaydip Gupta – Head Internal Audit were also members of Risk Management Committee.
2. Mr. Ravinder Singh ceased to be Director of the Company w.e.f. May 24, 2023 and consequently, he ceased to be member of the Committees.
3. Mr. Sanjay Mal ceased to be member of Risk Management Committee w.e.f. May 24, 2023, consequent to his resignation as CFO of the Company.

As on the date of this Report, following is composition of the Committees due to change in Board of Directors :

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	Executive	-	Member	-	Member	-
Mr. Vijay Kumar Thadani	Executive	Member	-	Member	Member	Member
Mr. Parappil Rajendran	Executive	-	-	-	-	Member
Mr. Sapnesh Kumar Lalla	Non-Executive	-	-	-	-	Member
Ms. Geeta Mathur	Independent	Chairperson	Member	-	-	Chairperson
Mr. Anand Sudarshan	Independent	Member	Chairperson	Chairperson	Chairperson	Member
Ms. Avani Vishal Davda <sup>#</sup>	Independent	Member	-	Member	-	-
Mr. Ravindra Babu Garikipati <sup>@</sup>	Independent	-	Member	-	Member	-
Mr. Udai Singh Pawar <sup>5</sup>	Non-Executive	-	-	Member	-	-

\* Mr. Sanjeev Bansal – CFO and Mr. Jaydip Gupta – Head Internal Audit are also members of Risk Management Committee.

<sup>#</sup>Became member of the Audit Committee w.e.f. May 20, 2023 and of Stakeholders Relationship Committee w.e.f. May 24, 2023

<sup>@</sup>Became member of the Nomination & Remuneration Committee w.e.f. May 20, 2023 and of Corporate Social Responsibility Committee w.e.f. May 24, 2023

<sup>5</sup> Became member of the Stakeholders' Relationship Committee w.e.f. May 24, 2023

## CORPORATE GOVERNANCE REPORT (Contd..)

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 Debenture Allotment Committee, to approve the matters related to issue and allotment of Debentures and matters related thereto, if any.
- The Borrowing Committee, to approve the borrowing upto prescribed limits on behalf of the Company.

These Committees also deal with any other matter, as may be assigned by the Board from time to time. Further, the Board may also constitute any other committee for specific purpose, 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-third of the members of the Committee are Independent Directors and each member has rich experience in the financial matters. Statutory Auditors, Internal Auditors and Senior Management Personnel of the Company also attend the meetings by invitation. 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 was 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 during FY23 are given hereunder. The requisite quorum was present in all meetings.

Name of Member	No. of Meetings	Date of Meeting	
		Held	Attended
Ms. Geeta Mathur	8	8	May 23, 2022 July 28, 2022
Mr. Vijay Kumar Thadani	8	8	September 30, 2022 October 28, 2022
Mr. Anand Sudarshan	8	8	November 04, 2022 December 22, 2022
Mr. Ravinder Singh	8	8	January 31, 2023 March 28, 2023

### Nomination and Remuneration Committee

The Company has a duly constituted 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. 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 for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The charter of the Committee is in compliance of the Listing Regulations and the Act.

The particulars of meetings held and attended by members during FY23 are given hereunder. The requisite quorum was present in all meetings.

Name of Member	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Anand Sudarshan	4	4	May, 23, 2022
Mr. Rajendra S Pawar	4	4	June 16, 2022
Ms. Geeta Mathur	4	3	July 19, 2022
Mr. Ravinder Singh	4	4	December 05, 2022

### Nomination and Remuneration Policy

The 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. 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://www.niit.com/authoring/Documents/New-Disclosures/Nomination%20and%20Remuneration%20Policy.pdf>

The Committee also consider the sitting fee and remuneration payable to non-executive directors of the Company.

**CORPORATE GOVERNANCE REPORT (Contd..)**

**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.

S No.	Skills	Description
4	Global business	The company’s robust growth is dependent on its business in markets outside India - which contributes over 70% of its business and most of its profits. The board shall be competent in governing a structure involving international company entities.
5	Technology/Talent development industry experience	The company is primarily in the technology business with learning and workforce talent enhancement as main focus areas.
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 behaviour, 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.

## CORPORATE GOVERNANCE REPORT (Contd..)

**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 members does not possess the corresponding qualification or skill.

Areas of Expertise	Key Board Qualification											
	Name of the Board Members											
	R S Pawar	V K Thadani	P Rajendran	Sapnesh Kumar Lalla	Anand Sudarshan	Geeta Mathur	Ravinder Singh	Avani Vishal Davda	Sangita Singh	Ravindra Babu Garikipati	Leher Vijay Thadani	Udai Singh Pawar
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 duly constituted Stakeholders' Relationship Committee 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 Stakeholders' Relationship Committee of the Company is in compliance of the Listing Regulations and the Act.

The Committee met on May 23, 2022, July 27, 2022, October 27, 2022 and January 30, 2023. The meetings were attended by all members.

During FY23, the Company has received requests/ queries/ complaints from Shareholders/Investors relating to non-receipt of declared dividend/ shares certificates /annual report, change of bank account details/address, transfer/ transmission of shares/ rematerialisation/ dematerialisation, buyback of equity shares 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, 2023, no complaint was pending for redressal.

### Corporate Social Responsibility (CSR) 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). Mandate of CSR Committee is in compliance with the provisions of the Act and rules thereto. The CSR Policy of the Company has been formulated and recommended by the CSR Committee and approved by the Board of Directors.

The Committee met on May, 23, 2022 and October 27, 2022. The meetings were attended by all members. The Committee discussed the CSR grant for FY 23 towards CSR activities by the Company in its meeting held on October 27, 2022 and recommended to the Board.

### Risk Management Committee (RMC)

In compliance with the requirement of Regulation 21 of Listing Regulations, as amended from time to time, the Company has constituted Risk Management Committee (RMC). Mandate of RMC is in compliance with the provisions of Listing Regulations.

Terms of reference of Risk Management Committee, are pursuant to Regulation 21 read with Part D of Schedule II of Listing Regulations.

The Committee met on June 15, 2022, December 5, 2022 and March 20, 2023. Mr. Sapnesh Kumar Lalla could not attend the meeting held on December 5, 2022, all other members had attended all meetings of the Committee held during their tenure.

### REMUNERATION TO DIRECTORS

Executive Directors

Detail of remuneration paid/payable to executive directors for FY23 is as under:

**Amount in Rs.**

Particulars	Vijay Kumar Thadani	Parappil Rajendran	Sapnesh Kumar Lalla
Salary	18,632,470	12,922,000	10,154,193
Perquisites and Allowances	63,200	*63,200	*1,390,218
Contribution to Provident Fund, Pension Superannuation, Gratuity, Mediclaim and GTL premium	5,793,906	3,960,527	1,347,211
Performance-Linked Bonus	8,232,000	7,268,000	3,236,690
<b>Total</b>	<b>32,721,576</b>	<b>24,213,727</b>	<b>16,128,312</b>

\*excludes perquisite value of stock options exercised during the financial year

## CORPORATE GOVERNANCE REPORT (Contd..)

### Notes:

- Service Contract of Executive Directors: Until cessation in service.
- Notice period: Six months unless otherwise agreed by the Board.
- Severance fee: None unless otherwise agreed by the Board.
- Directors' compensation of the Company has been allocated to CLG Business undertaking, to the extent applicable, pursuant to scheme of arrangement (refer Note 35 and 38 of the Standalone Financial Statements). Remuneration is within the limits prescribed under Section 197 read with Schedule V of the Act and approved by shareholders.
- During the year, 320,000 stock options were granted to Mr. Sapnesh Kumar Lalla under NIIT ESOP Plan 2005

### 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 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/ sitting fee, paid/ payable, to non-executive directors for FY23 is as under:

#### Amount in Rs.

Name of Director	Sitting Fee	Commission	Others <sup>#</sup>	Total*
Mr. Rajendra Singh Pawar	1,060,000	-	10,288,996	11,348,996
Mr. Anand Sudarshan	1,960,000	2,400,000	-	4,360,000
Ms. Geeta Mathur	1,820,000	2,400,000	-	4,220,000
Mr. Ravinder Singh	1,800,000	1,600,000	-	3,400,000
Ms. Avani Vishal Davda	720,000	1,600,000	-	2,320,000
Ms. Sangita Singh	480,000	1,600,000	-	2,080,000
Ms. Leher Vijay Thadani	720,000	1,000,000	-	1,720,000
Mr. Udai Singh Pawar	640,000	1,000,000	-	1,640,000
Mr. Ravindra Babu Garikipati	560,000	1,600,000	-	2,160,000
<b>Total</b>	<b>97,60,000</b>	<b>13,200,000</b>	<b>10,288,996</b>	<b>33,248,996</b>

\*Remuneration including facilities & benefits as approved by the members of the Company

<sup>#</sup>Directors' compensation of the Company has been allocated to CLG Business undertaking, to the extent applicable, pursuant to scheme of arrangement (refer Note 35 and 38 of the Standalone Financial Statements). Compensation is within the limits prescribed under Section 197 read with Schedule V of the Act and approved by shareholders.

Detail of shareholding of non-executive directors in the Company as on March 31, 2023 is as under:

- Mr. Rajendra Singh Pawar held 155,000 equity shares as first holder with spouse, 427,326 equity shares as second holder with spouse and 2,527 equity shares as Karta of HUF. 22,445,644 equity shares are held by Mr. Rajendra Singh Pawar 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.
- Mr. Udai Singh Pawar held 7,500 equity shares.
- No other non-executive director held any equity share in the Company.
- No Stock Option was granted to non-executive directors during FY23.

### Appointment/Re-appointment of Directors

As per the provisions of Section 152 of the Act, Mr. P Rajendran (DIN: 00042531) and Mr. Sapnesh Kumar Lalla (DIN: 06808242) retire by rotation at the forthcoming AGM of the Company, who being eligible, offer themselves for reappointment. The relevant details are provided in the AGM Notice.

Details of other changes in the Board during the FY23/ up to the date of this Report are provided in the Board Report.

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 as Independent Directors of the Company and are independent of the management.

### CODE OF CONDUCT

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://www.niit.com/authoring/Documents/Corporate%20Governance/Code%20of%20Conduct.pdf>.

The directors and senior management personnel have affirmed compliance with the Code of Conduct for FY23. A certificate by Managing Director, pursuant to Schedule V of Listing Regulations is annexed to this Report as "Annexure B".

## CORPORATE GOVERNANCE REPORT (Contd..)

### PROGRAM FOR INDEPENDENT DIRECTORS

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 regularly at the meetings of the Board of Directors, the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders' Relationship Committee 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, 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. Detailed Familiarization Program imparted to Independent Directors is available on Company's website [https://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS\\_295029.pdf](https://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf)

The Company arranges interactive session for directors (including independent directors) on different topics. Newly appointed directors are provided with the information on the Company through orientation sessions, besides interactive meetings, board presentation etc. In addition, directors are 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 Managing Director and Chief Financial Officer confirming that the financial statements for the financial year ended on March 31, 2023 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)
2021-22	Friday, August 05, 2022 at 11:30 a.m.	Held through Video Conferencing / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> <li>Payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director &amp; Chairman of the Company for the period June 1, 2022 to May 31, 2023.</li> <li>Payment of remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman &amp; Managing Director of the Company during the remaining period of his tenure i.e. from April 1, 2022 till March 31, 2024, in the event of inadequacy of profits or no profits in any financial year.</li> </ul>
2020-21	Thursday, August 5, 2021 at 3:30 p.m.	Held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> <li>Appointment of Mr. Sapnesh Kumar Lalla as Whole-time Director of the Company for a period of five years with effect from August 5, 2021 to August 4, 2026.</li> <li>Payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director &amp; Chairman of the Company for the period June 1, 2021 to May 31, 2022.</li> <li>Payment of remuneration to Mr. Parappil Rajendran, Joint Managing Director of the Company during the remaining period of his tenure i.e. from April 1, 2021 till March 31, 2024, in the event of inadequacy of profits or no profits in any financial year.</li> <li>Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.</li> </ul>
2019-20	Tuesday, September 22, 2020, at 4:00 p.m.	Held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> <li>Payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director &amp; Chairman of the Company for the period June 1, 2020 to May 31, 2021.</li> <li>Amendment in NIIT Employees Stock Options Plan 2005 ("ESOP 2005") and addition of additional options in the existing ESOP 2005.</li> <li>Grant of options to eligible employees of holding /subsidiaries of the Company under amended ESOP 2005.</li> </ul>



## CORPORATE GOVERNANCE REPORT (Contd..)

Pursuant to the Order dated August 29, 2022 by the National Company Law Tribunal (Tribunal), the meeting of equity shareholders of the Company was held as per details mentioned below:

Day, Date & Time	Location	Resolution passed with requisite majority
Tuesday, November 15, 2022, 10:00 am	Held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	To approve the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective shareholders and creditors as per the provisions of Sections 230-232 and any other applicable provisions of the Companies Act, 2013

### Book closure/Record date:

- 2020-21: September 03, 2020 to September 05, 2020, both days inclusive (for final Dividend of FY20)
- 2021-22: July 20, 2021 (Record date for Final Dividend of FY21)
- 2021-22: February 9, 2022 (Record Date for Interim Dividend for FY22)

No extra-ordinary general meeting was held during the last three years.

### DISCLOSURES

#### a) Related Party Transactions

The Company's related party transactions are generally with its subsidiary companies and associate company. The related party Transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered by the Company during the FY 23 with related parties were in its ordinary course of business and on an arm's length basis. The same are reported under notes to the financial statements.

All related party transactions are regularly/ periodically reviewed and approved/ ratified by the Audit Committee/ Board, as applicable. For details, please refer Note No. 35 of the Standalone financial statement of the Company.

During the year under review, there were no materially significant related party transactions identified, which may have potential conflict with the interests of listed entity at large.

#### b) Total Fees to Statutory Auditor (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 M/s. 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. 22.59 mn (excluding GST).

#### c) Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital market during the last three years. No penalty or stricture was imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority(ies) during the financial year.

#### d) Vigil Mechanism / Whistle Blower Policy

In view of the requirement of Section 177 of the Act and Regulation 22 of Listing Regulations, the Company has a Whistle Blower Policy duly approved by the Audit Committee to report the concerns about any unethical behaviour, 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 personnel has been denied access to the Audit Committee.

#### e) Risk Management

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Company has a Risk Management Committee also, to review the risk assessment, management & mitigation process. 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 etc. during FY23.

#### g) Inter-se relationship between Directors

The following directors of the Company were related to each other during FY23:

- Mr. Rajendra Singh Pawar, Chairman of the Company is father of Mr. Udai Singh Pawar, Non-executive Director of the Company
- Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director of the Company is father of Ms. Leher Vijay Thadani, Non-executive Director of the Company

Except abovementioned relationships, none of the 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 recommendation of the Committees of the Board of Directors, which were mandatorily required to be made.

#### i) Credit Rating

The Company continued to have "IndAA-" credit rating and "IndA1+" credit rating for its long term and short-term bank credit facilities, respectively, by India Ratings & Research Private Limited respectively. The details of the Credit Rating are available on the Company's website at [www.niit.com](http://www.niit.com).

## CORPORATE GOVERNANCE REPORT (Contd..)

### i) The following Policies are available on the Company's website:

- Policy on determining Material Subsidiaries – <https://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Determination%20of%20Material%20Subsidiaries.pdf>
- Policy on related party transactions- <https://www.niit.com/authoring/Documents/New-Disclosures/Policy%20on%20Related%20Party%20Transaction%20-%20Mar%202022.pdf>
- Policy on Corporate Social Responsibility- <https://www.niit.com/authoring/Documents/New-Disclosures/CSR%20Policy%20w.e.f.%205.2.2021.pdf>
- Archival Policy- <https://www.niit.com/authoring/Documents/Other%20Disclosures/Archival%20Policy%2023.01.2018.pdf>
- Policy on determination of material/price sensitive information- <https://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Determination%20of%20Materiality.pdf>
- Vigil Mechanism / Whistle Blower Policy – <https://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf>
- Dividend Distribution Policy – <https://www.niit.com/authoring/Documents/New-Disclosures/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 Company's expense. He is also entitled for 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 statement 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.niit.com](http://www.niit.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, 2023.

##### 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 (NIIT 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 NIIT and cautioning them of the consequences of violations. The NIIT Code of Conduct is available on Company's website- <https://www.niit.com/authoring/Documents/New-Disclosures/NIIT%20PIT%20Code%20w.e.f.%2016.04.2021.pdf>

#### Accounting Treatment in preparation of Financial Statement:

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.

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 copy of the NCLT Order 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.

## CORPORATE GOVERNANCE REPORT (Contd..)

Further, the consolidated statement of profit and loss for the year ended March 31, 2022 have been restated by the Company to give effect of the Scheme. The transferred business as defined in the 'Scheme' have been disclosed as 'Discontinued Operations' in the consolidated financial statements for the year ended March 31, 2022, as per the requirements of Ind AS 105 - "Non-current Assets Held for Sale and Discontinued Operations".

### 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 has set up an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. As on March 31, 2023, the Committee at Registered Office comprised:

Ms. Leena Khokha, [Leena.Khokha@niit.com](mailto:Leena.Khokha@niit.com), Presiding Officer

Ms. Deepti Gupta, [Deepti.Gupta@niit.com](mailto:Deepti.Gupta@niit.com), Member

Ms. Shama Chhibber, [shamaC@niit.com](mailto:shamaC@niit.com), Member

Ms. Jaya Chakravarti, [JayaC@niit.com](mailto:JayaC@niit.com), Member

Ms. Mita Brahma, [Mita.Brahma@niit.com](mailto:Mita.Brahma@niit.com), Member

Mr. Deepak Bansal, [Deepak.Bansal@niit.com](mailto:Deepak.Bansal@niit.com), Member

Ms. Susmita Pruthi, [SusmitaP@niit.com](mailto:SusmitaP@niit.com), Member

Mr. Sushil Kumar Behera, [sushil.behera@niit.com](mailto:sushil.behera@niit.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 2022-23, No complaint was received. No complaint was pending at the beginning or at the end of the financial year.

### 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/india/investors/Pages/Newspaper-Advertisement>. 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 2022-23, the Company published its financial results in the following newspapers:

Financial Results	Newspapers	Date of publication
Audited Financial Results for the quarter/year ended March 31, 2022	Financial Express (English) & Jansatta (Hindi)	May 25, 2022
Unaudited Financial Results for the quarter ended June 30, 2022	Financial Express (English) & Jansatta (Hindi)	July 29, 2022
Unaudited Financial Results for the quarter ended September 30, 2022	Financial Express (English) & Jansatta (Hindi)	October 29, 2022
Unaudited Financial Results for the quarter ended December 31, 2022	Financial Express (English) & Jansatta (Hindi)	February 01, 2023

c. Quarterly Investor's teleconferences and press conferences were held on May 24, 2022, July 28, 2022, October 28, 2022 and January 31, 2023 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.

### SHAREHOLDERS' INFORMATION

#### a. Company Registration Details

The Company's Corporate Identity Number (CIN) is L74899HR1981PLC107123.

#### b. Annual General Meeting (AGM)

Date : Wednesday, September 27, 2023,

Time : 11:30 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, 2023 to March 31, 2024**  
Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2023	By August 14, 2023
Financial reporting for the second quarter ending September 30, 2023	By November 14, 2023
Financial reporting for the third quarter ending December 31, 2023	By February 14, 2024
Financial reporting for the quarter/year ending March 31, 2024	By May 30, 2024
Annual General Meeting for the year ending March 31, 2024	By September 30, 2024

## CORPORATE GOVERNANCE REPORT (Contd..)

### d. Dividend

The Directors have not recommended any dividend for the year under review.

### e. Record Date for Dividend

NA

### f. Listing of Equity Shares

The Equity Shares of the Company are listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fees for the financial year 2023-24 has been paid to the both Stock Exchanges.

### g. Stock Code

Trading symbol on NSE	NIITLTD
Trading symbol on BSE (Scrip Code)	NIIT LTD (500304)
ISIN of Equity Shares at NSDL/ CDSL	INE161A01038

### 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 from April 1, 2022 to March 31, 2023 and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

#### Share price movement:

Month	BSE Ltd.				National Stock Exchange			
	Sensex <sup>#</sup>	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs Mn)	Nifty <sup>#</sup>	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs Mn)
Apr-22	57,061	658.55	560.30	76,852	17,103	658.65	561.00	76,899
May-22	55,566	609.75	388.00	61,663	16,585	609.90	330.40	61,690
Jun-22	53,019	489.05	367.80	55,510	15,780	489.40	368.00	55,450
Jul-22	57,570	427.25	341.90	49,076	17,158	427.50	342.10	49,049
Aug-22	59,537	371.05	335.00	46,790	17,759	371.00	340.40	46,689
Sep-22	57,427	391.95	302.00	42,257	17,094	391.85	301.70	42,263
Oct-22	60,747	324.80	271.00	37,502	18,012	324.90	271.00	37,508
Nov-22	63,100	338.90	278.80	42,680	18,758	338.90	279.30	42,680
Dec-22	60,841	352.55	292.05	41,986	18,105	352.75	298.00	41,999
Jan-23	59,550	332.30	300.55	43,886	17,662	332.85	301.10	43,939
Feb-23	58,962	374.90	311.20	42,697	17,304	375.00	309.00	42,731
Mar-23	58,992	362.00	316.25	43,908	17,360	362.15	317.80	43,915

\*Market Capitalization as per closing price of the month

# Month end closing data.

Source: BSE/NSE Website

### Performance of the Share Price of the Company in Comparison to Indices:

Stock Price/Index	As on 31st March 2023	As on 31st March 2022	% Increase/Decrease
NIIT Ltd	326.30	622.00	-47.54
Nifty 50	17360	17465	-0.60
S&P BSE Sensex	58992	58569	0.72
Nifty IT	28699	36317	-20.98

\*Closing price per share in Rs. at BSE/March 31, 2023,

Source: BSE/NSE Website

### i. Unclaimed/Unpaid Dividend

The Company had not declared any dividend for the Financial Year 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/unclaimed dividend as well as shares on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2015-16 are not applicable on the Company.

The details of all unpaid/ unclaimed dividend and 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/india/investors/Pages/disclosures-under-regulation-46-lodr> under the tab - "Details of Unpaid/ Unclaimed Dividend".

Members, whose shares and unclaimed dividends have been transferred to IEPF Account/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 [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. The claim can be made only once in a financial year for all unclaimed/unpaid dividend and share transferred to IEPF Accounts. 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/india/investors/Pages/disclosures-under-regulation-46-lodr> under the tab - "Details of Unpaid/ Unclaimed Dividend".

### 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 Statement.

### k. Material Subsidiaries

After Scheme becoming effective, the Company have following material subsidiaries on the basis of Financial Statements for the financial year ended March 31, 2023 :

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
RPS Consulting Private Limited	December 14, 2006	Bangalore	M/s. S. R. Batliboi & Associates LLP	June 25, 2022
NIIT China (Shanghai) Limited, Shanghai	August 23, 2000	China	Shanghai JiaLiang CPAs Co., Limited	March 28, 2022

**CORPORATE GOVERNANCE REPORT (Contd..)**

**i. Nomination Facility**

The Act provides for a nomination facility to the shareholders of a company. The Company is pleased to offer the facility of nomination to shareholders, who may avail this facility by sending the duly completed form to the Registered Office of the Company/ Registrar and Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain a copy of the said form from the Registered Office of the Company or can download it from the website of the Company at <https://www.niit.com/authoring/Documents/Investors%20Form/Form%20SH-13.docx>. In case of demat holdings, the request may be submitted to the Depository Participant.

**m. Compliance Certificate**

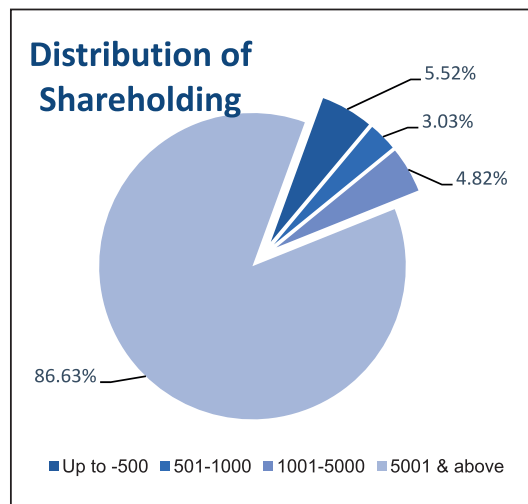
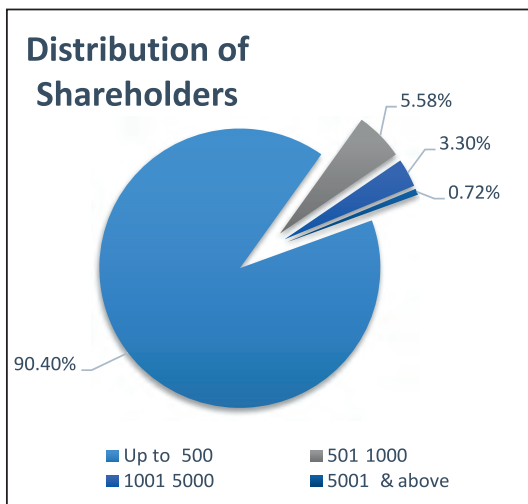
The Company has complied with the requirements of the Schedule V, regulation 17 to 27 and clauses (b) to

(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"**.

**n.** Detail of distribution of shareholding of the equity shares of the Company, by size and ownership as on March 31, 2023, is given hereunder:

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to 500	87941	90.40	7426964	5.52
501-1000	5433	5.58	4074114	3.03
1001-5000	3,207	3.30	64,88,670	4.82
5001 & above	702	0.72	11,65,74,612	86.63
<b>TOTAL</b>	<b>97,283</b>	<b>100.00</b>	<b>13,45,64,360</b>	<b>100.00</b>



**Shareholding Pattern as on March 31, 2023:**

Category	No. of Shares held (face value of Rs. 2/- each)	Percentage to total shareholding
Promoters & Promoter Group	4,68,93,777	34.85
Corporate Bodies, AIF, IEPF & Trust	1,33,51,843	9.92
Individuals & HUF	3,23,20,455	24.02
NRI/Foreign National	18,38,177	1.37
Mutual Funds	1,19,22,526	8.86
Banks, Financial Institutions, Insurance Companies	3,82,340	0.28
Foreign Portfolio Investors & Foreign Institutional Investors	2,78,55,242	20.70
<b>Grand Total</b>	<b>13,45,64,360</b>	<b>100</b>



## CORPORATE GOVERNANCE REPORT (Contd..)

### o. Details of requests/queries/complaints received and resolved during the Financial Year 2022-23:

Nature of Request/ Complaint	No. of Request/ queries received	No. of Complaints received	Resolved	Unresolved
Buy back related	1	-	1	-
Dividend - TDS related	6	-	6	-
Legal matter, shares in legal dispute	3	-	3	-
Request for name correction in cert	5	-	5	-
Request for annual report	61	-	61	-
Request for dividend payment	90	-	90	-
Request for issue of duplicate share certificates	12	-	12	-
Request for shareholding details	31	-	31	-
Request for shares transferred to IEPF acc	49	-	49	-
Request for transmission of shares	11	-	11	-
SEBI/ Stock Exchange	-	5	5	-
Update of KYC details	17	-	17	-
Miscellaneous	10	-	10	-
<b>Total</b>	<b>296</b>	<b>5</b>	<b>301</b>	<b>-</b>

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 NIIT ESOP-2005, 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 2022-23, 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. 13 and 29 of the financial statement (Standalone) of the Company. Further a note is also given in 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 the NSDL and CDSL to establish electronic connectivity of its shares for scrip less trading. As on March 31, 2023, 99.80% shares of the Company were held in dematerialised form. The shareholders holding company's shares in physical form are advised to get these shares converted to the demat form, as no transfer of physical share is allowed from April 1, 2019.

### s. Consolidation of multiple folios

Investors are encouraged to consolidate their shareholding if held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce 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.

Alankit Assignments Limited  
Unit-NIIT Limited, Alankit House,  
4E/2, Jhandewalan Extension, New Delhi-110 055,  
Tel Nos. : +91 11 4254 1234 & 4254 1953  
Fax: +91 11 4254 1201, E-Mail: [rta@alankit.com](mailto:rta@alankit.com).

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.

- Issue of duplicate securities certificate;
- Claim from Unclaimed Suspense Account;
- Renewal / Exchange of securities certificate;
- Endorsement;
- Sub-division / Splitting of securities certificate;
- Consolidation of securities certificates/folios;
- Transmission;
- 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. The Share Transfer Committee meets as often as required. During the financial year under review, the Committee met five times. Adequate care is taken

## CORPORATE GOVERNANCE REPORT (Contd..)

to ensure that no request is pending for more than a fortnight. Requests for demat/remat were confirmed mostly within 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**

Ms. Arpita Bisaria Malhotra, Company Secretary is the Compliance Officer of the Company w.e.f May 24, 2023.

**v. Designated email-ID:**

The Company has designated an email-ID "[investors@niit.com](mailto:investors@niit.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 Limited

Investor Services

8, Balaji Estate, First Floor,  
Guru Ravi Das Marg, Kalkaji,

New Delhi - 110 019, India

Tel Nos. : +91 11 4167 5000

Fax: +91 11 4140 7120

E-Mail: [investors@niit.com](mailto:investors@niit.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 29, 2023 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 Limited**  
Plot No. 85 Sector 32, Institutional Area,  
Gurugram, Haryana - 122001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NIIT Limited having CIN: L74899HR1981PLC107123 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, 2023 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	02/12/1981	01/04/2015
2	00042527	Mr. Vijay Kumar Thadani	01/04/2015	01/04/2019
3	00042531	Mr. Parappil Rajendran	01/05/1990	01/04/2019
4	06808242	Mr. Sapnesh Kumar Lalla	05/08/2021	-
5	00827862	Mr. Anand Sudarshan	11/10/2013	01/04/2019
6	02139552	Ms. Geeta Mathur	01/04/2014	01/04/2019
7	08398231	Mr. Ravinder Singh	29/03/2019	-
8	07504739	Ms. Avani Vishal Davda	05/06/2021	-
9	07694463	Ms. Sangita Singh	05/06/2021	-
10	00984163	Mr. Ravindra Babu Garikipati	11/11/2021	-
11	03477177	Mr. Udai Singh Pawar	05/08/2021	-
12	03477205	Ms. Leher Vijay Thadani	05/08/2021	-

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: A032109E000407198

Date: May 29, 2023  
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 2022-23.

**Place: Gurugram**  
**Date: May 29, 2023**

**Vijay Kumar Thadani**  
**Vice-Chairman & Managing Director**

**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 Limited**  
Plot No. 85, Sector 32,  
Institutional Area,  
Gurugram – 122001

We hereby certify that for the Financial Year 2022-23:

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 2022-23 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 29, 2023**

**Vijay Kumar Thadani**  
**Vice-Chairman &**  
**Managing Director**

**Sanjeev Bansal**  
**Chief Financial Officer**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members  
**NIIT LIMITED**

1. We have examined the compliance of the conditions of Corporate Governance by NIIT Limited ("Company"), for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (f) 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, 2023.
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: A032109E000407211**

**Date: May 29, 2023**  
**Place: New Delhi**

## INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Limited

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of NIIT Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, 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 significant 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, 2023, its loss 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.

### Emphasis of Matter- Composite Scheme of Arrangement

We draw attention to Note 38 of the standalone financial statements regarding accounting of demerger of CLG Business Undertaking of the Company into NIIT Learning Systems Limited under the Composite Scheme of Arrangement (the 'Scheme') approved by the National Company Law Tribunal ('NCLT'). In accordance with the provisions of Indian Accounting Standards ("Ind AS") notified under Companies (Indian Accounting Standards) Rules, 2015 as amended, the demerger should have been accounted for from the date of transfer of control. However, the same has been accounted for with effect from appointed date i.e. April 01, 2022, in accordance with the Scheme.

Our opinion is not modified in respect of this matter.

### 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, 2023. 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.

**INDEPENDENT AUDITOR'S REPORT**

**Contd..**

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 significant accounting policies in point 2(d), (i) (iii) and (l) and the disclosure in note 8(ii), 8(iii) and 17 of the standalone financial statements)</p> <p>The Company's 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. 329.14 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 delivery, 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>
<p><b>Impairment of Investments</b> (refer to the summary of significant accounting policies in point 2(i) and the disclosure in note 8(i) of the standalone financial statements)</p> <p>The Company has a net investment of Rs. 1,665.35 Million in subsidiaries.</p> <p>Annually, the management assess the existence of impairment indicators of each non-current investment and in case of occurrence, such investments are subjected to an impairment test</p> <p>For the purpose of impairment testing, value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is highly sensitive to changes in some of the inputs used for forecasting the future cash flows.</p> <p>Further, the determination of the recoverable amount of the investments of unquoted non-current investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, investments have been tested for impairment as at year-end in accordance with Indian Accounting Standard ('Ind-AS') 36, "Impairment of Assets".</p> <p>Based on the management's assessment, no impairment provisions have been recorded in the books at year-end.</p> <p>Accordingly, the determination of indicators of impairment as well as the recoverable amounts of investments in subsidiaries was considered 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>• Assessed the Company's valuation methodology applied in determining the recoverable amount;</li> <li>• We have obtained financial statements of subsidiaries from the management and assessed impairment indicators in accordance with Ind-AS 36;</li> <li>• Assessed the assumptions used in determining cash flow forecasts, discount rates, expected growth rates and terminal growth rates used;</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 potential 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>• Checked the 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 intangible assets</b> (refer to the summary of significant accounting policies in point 2(q) and the disclosure in note 5(i) 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 (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>Our audit procedures included the following:</p> <p>We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth. We have:</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>• Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used;</li> <li>• Tested the arithmetical accuracy of the models;</li> <li>• Checked the disclosure given in the standalone financial statements for compliance with the Accounting Standards;</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>• Assessed potential changes in key drivers with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.</li> </ul>
<p><b>Recoverability of deferred tax assets</b> (refer to the summary of significant accounting policies in point 2(g) and the disclosure in note 9(i) of the standalone financial statements)</p> <p>The Company has recognized deferred tax assets of Rs. 134.67 Millions 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 tax assets has been identified as a key audit matter because the assessment process 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>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 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> </ul>

**INDEPENDENT AUDITOR'S REPORT**
**Contd..**

Key audit matters	How our audit addressed the key audit matter
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.	<ul style="list-style-type: none"> <li>Checked the disclosure given in the standalone financial statements for compliance with the Accounting Standards.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

**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.

Our opinion on the standalone financial statements does not cover the other information and we do 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 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 judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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, 2023 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 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.
  - (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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.



**INDEPENDENT AUDITOR'S REPORT****Contd..**

- (f) 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.
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 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.
- (h) 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 31 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company incorporated in India during the year ended March 31, 2023.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 39(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 39(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. No dividend has been declared or paid during the year by the Company.
  - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 23400419BGTGQL8007

Place of Signature: Gurugram  
Date: May 29, 2023

**ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER HEADING REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE**

**Re: NIIT Limited (“The Company”)**

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- 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 has been physically verified by the Management during the year and no material discrepancies have been noted on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of 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, 2023.
- (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 Company’s business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in note 39(xi) to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.
- iii. (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the Company has not provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. The Company, during the year has made investment in a subsidiary, the terms and condition of which are not prejudicial to company interest.
- (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. There are no loans in respect of which provisions of sections 185 of the Companies Act, 2013 is applicable. Loans, investments, guarantees and security in respect of which provisions of section 186 of the Companies Act, 2013 is 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 Companies 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.

**ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER HEADING REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE**

Contd..

- 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 educational services, 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, service tax, duty of customs, value added tax, cess and other statutory dues applicable to it. The provisions relating to duty of excise is 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, sales-tax and duty of custom 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	Forum where the dispute is pending
Central Sales Tax Act, 1956	Sales tax	44.57*	2005 – 2011	VAT Appellate Tribunal
Income Tax Act, 1961	Income Tax	14.17	AY 1999 -00 to 2005 – 06	High Court/ Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	15.87	AY 2010 - 11	CIT (A) (Company appeal)
Income Tax Act, 1961	Income Tax	11.37	AY 2011 – 12	CIT (A) (Company appeal)
Customs Act, 1962	Custom duty	4.80	2012 – 13 and 2013 – 14	Director of revenue intelligence

\*This includes amount paid under protest of Rs. 22.22 Million.

- 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 wilful 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 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 any 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. Hence, the requirement to report on clause (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.

**ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER HEADING REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE**

Contd..

- xii. (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.
- (b) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.
- (c) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(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 has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (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) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses in the current year amounting to Rs. 166.10 Million. In the immediately preceding financial year, the Company had not incurred cash losses.
- 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 39(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) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 23400419BGTGQL8007

Place of Signature: Gurugram

Date: May 29, 2023

**ANNEXURE - 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIIT 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 Limited ("the Company") as of March 31, 2023 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, 2023, 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: 23400419BGTGQL8007

Place of Signature: Gurugram

Date: May 29, 2023

## STANDALONE BALANCE SHEET

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	As at	
		March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	1,360.70	1,427.69
Capital work-in-progress	3	0.38	-
Investment property	4	0.56	0.56
Other intangible assets	5(i)	54.84	136.25
Right-of-use assets	7(ii)	56.34	68.88
Intangible assets under development	6	136.52	61.11
Financial assets			
Investments	8(i)	1,665.35	2,269.36
Other financial assets	8(ii)	7.15	44.93
Deferred tax assets (net)	9(i)	134.67	245.13
Income tax assets (net)	9(ii)	412.70	318.06
Other non-current assets	10	2.95	18.23
<b>Total non-current assets</b>		<b>3,832.16</b>	<b>4,590.20</b>
<b>Current Assets</b>			
Financial assets			
Investments	8(i)	5,457.93	7,135.16
Trade receivables	8(iii)	142.47	889.90
Cash and cash equivalents	8(iv)	18.99	57.99
Bank balances other than above	8(v)	31.52	940.66
Other financial assets	8(ii)	1,113.87	1,532.13
Other current assets	10	80.25	134.91
<b>Total current assets</b>		<b>6,845.03</b>	<b>10,690.75</b>
<b>TOTAL ASSETS</b>		<b>10,677.19</b>	<b>15,280.95</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	12	269.14	267.74
Other equity	13		
Reserves and surplus	13(i)	9,628.85	13,344.87
Other reserves	13(ii)	-	8.30
<b>TOTAL EQUITY</b>		<b>9,897.99</b>	<b>13,620.91</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	14(i)	-	5.31
Lease liabilities	7(ii)	51.99	58.65
Other financial liabilities	14(iii)	5.93	1.32
Other non-current liabilities	16	2.67	0.79
<b>Total non-current liabilities</b>		<b>60.59</b>	<b>66.07</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	14(i)	5.31	4.86
Lease liabilities	7(ii)	13.48	18.73
Trade payables	14(ii)		
(a) Total outstanding dues of micro enterprises and small enterprises		13.30	33.48
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises		207.21	567.97
Other financial liabilities	14(iii)	123.29	398.00
Other current liabilities	16	274.43	262.72
Provisions	15	81.59	308.21
<b>Total current liabilities</b>		<b>718.61</b>	<b>1,593.97</b>
<b>TOTAL LIABILITIES</b>		<b>779.20</b>	<b>1,660.04</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>10,677.19</b>	<b>15,280.95</b>

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

As per our report of even date

For S.R.Batlloi &amp; Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Vijay K Thadani

Vice-Chairman &amp; Managing Director

DIN - 00042527

Arpita B. Malhotra

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

## STANDALONE STATEMENT OF PROFIT AND LOSS

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended	
		March 31, 2023	March 31, 2022
<b>Continuing and Discontinued Operations</b>			
<b>INCOME</b>			
Revenue from operations	17	1,574.46	1,257.99
Other income	18	393.99	1,149.81
<b>Total income</b>		<b>1,968.45</b>	<b>2,407.80</b>
<b>EXPENSES</b>			
Purchase of stock-in-trade		5.17	1.75
Changes in inventories of stock-in-trade	11	-	0.26
Employee benefits expenses	19	1,032.30	752.01
Professional & technical outsourcing expenses		489.66	399.67
Finance costs	20	7.68	8.47
Depreciation and amortisation expenses	5(ii)	106.36	103.02
Other expenses	21	472.18	373.29
<b>Total expenses</b>		<b>2,113.35</b>	<b>1,638.47</b>
<b>(Loss) / Profit before exceptional items and tax</b>		<b>(144.90)</b>	<b>769.33</b>
Exceptional items	24	(9.93)	(23.35)
<b>(Loss) / Profit before Tax</b>		<b>(154.83)</b>	<b>745.98</b>
<b>Tax expense:</b>	25		
- Current tax		0.50	(1.00)
- Deferred Tax (credit) / charge		(11.56)	(125.45)
<b>Total Tax Expenses</b>		<b>(11.06)</b>	<b>(126.45)</b>
<b>(Loss) / Profit after tax for the year from continuing operations</b>		<b>(143.77)</b>	<b>872.43</b>
<b>(Loss) / Profit after tax for the year from discontinued operations</b>	37	<b>(27.59)</b>	<b>550.74</b>
<b>(Loss) / Profit for the year</b>		<b>(171.36)</b>	<b>1,423.17</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
a) Remeasurement of the defined benefit obligation	26	13.72	(67.05)
b) Fair value changes on cash flow hedges, net	13(ii)	-	0.14
c) Income tax effect	9(i)	(3.46)	16.88
		<b>10.26</b>	<b>(50.03)</b>
Items that will be reclassified to profit or loss			
a) Fair value changes on cash flow hedges, net	13(ii)	-	(1.46)
b) Income tax effect		-	-
		<b>-</b>	<b>(1.46)</b>
<b>Total other comprehensive Income / (Loss) for the year, net of tax</b>		<b>10.26</b>	<b>(51.49)</b>
<b>Total comprehensive (Loss) / Income for the year</b>		<b>(161.10)</b>	<b>1,371.68</b>
<b>(Loss) / Earnings per equity share (Face Value Rs. 2 each) for Continuing Operations:</b>	34		
- Basic		(1.07)	6.49
- Diluted		(1.07)	6.34
<b>(Loss) / Earnings per equity share (Face Value Rs. 2 each) for Discontinued Operations:</b>			
- Basic		(0.21)	4.10
- Diluted		(0.21)	4.00
<b>(Loss) / Earnings per equity share (Face Value Rs. 2 each) for Continuing and Discontinued Operations:</b>			
- Basic		(1.28)	10.59
- Diluted		(1.28)	10.34

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

As per our report of even date

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**Sanjay Bachchani**

Partner

Membership No. 400419

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

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Sanjeev Bansal**

Chief Financial Officer

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Arpita B. Malhotra**

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023



## STANDALONE STATEMENT OF CHANGES IN EQUITY

(All Amount in Rs. Millions, unless otherwise stated)

### a) Equity Share Capital

Particulars	Numbers	Amount
Equity share of Rs. 2 each subscribed and fully paid		
<b>Balance as at April 1, 2021*</b>	<b>142,344,984</b>	<b>284.70</b>
Issue of equity share capital [Refer note 12(b)]	2.79	2.79
Buyback of equity shares [Refer note 12(b)]	(9,875,000)	(19.75)
<b>Balance as at March 31, 2022</b>	<b>133,867,247</b>	<b>267.74</b>
Issue of equity share capital [Refer note 12(b)]	697,113	1.40
<b>Balance as at March 31, 2023</b>	<b>134,564,360</b>	<b>269.14</b>

\* Paid up share capital includes Rs. 0.01 Million originally paid up towards 6,000 forfeited shares.

### b) Other Equity

Particulars	Reserves and Surplus			Other Reserves		Total other equity
	Capital Reserve	Securities Premium	Employees Stock Option Outstanding	Capital Redemption Reserve	Retained Earnings	
<b>Balance as at April 1, 2021</b>	<b>4,962.46</b>	<b>67.18</b>	<b>150.90</b>	<b>53.60</b>	<b>10,123.14</b>	<b>15,366.90</b>
Profit for the year	-	-	-	-	1,423.17	1,423.17
Other comprehensive Income / (Loss) (net of tax)	-	-	-	-	(50.17)	(51.49)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>1,373.00</b>	<b>1,371.68</b>
Additions during the year on account of exercise of Employee Stock Options Transferred to Securities Premium from Employee Stock Options outstanding	-	105.72	-	-	-	105.72
Share Based Payments recovered from subsidiaries	-	42.41	(42.41)	-	-	68.47
Share Based Payments (Refer note 27)	-	-	89.68	-	-	89.68
Transferred to Retained earning from Employee Stock Options Outstanding	-	(67.18)	(2.36)	-	2.36	-
Utilization against buyback (Refer note 13)	-	-	-	-	(2,283.07)	(2,350.25)
Creation of Capital Redemption Reserve (Refer note 13)	-	-	-	19.75	(19.75)	-
Buyback expenses (net of tax) including tax on buyback (Refer note 13)	-	-	-	-	(564.64)	(564.64)
Dividend (Refer note 33)	-	-	(734.39)	-	-	(734.39)
<b>Balance as at March 31, 2022</b>	<b>4,962.46</b>	<b>148.13</b>	<b>264.28</b>	<b>73.35</b>	<b>7,896.65</b>	<b>13,353.17</b>
<b>Balance as at April 1, 2022</b>	<b>4,962.46</b>	<b>148.13</b>	<b>264.28</b>	<b>73.35</b>	<b>7,896.65</b>	<b>13,353.17</b>
Transferred pursuant to scheme of arrangement (Refer note 13)	-	-	(149.50)	-	(3,583.78)	(3,741.58)
<b>Balance as at April 1, 2022</b>	<b>4,962.46</b>	<b>148.13</b>	<b>114.78</b>	<b>73.35</b>	<b>4,312.87</b>	<b>9,611.59</b>
Loss for the year	-	-	-	-	(171.36)	(171.36)
Other comprehensive loss (net of tax)	-	-	-	-	10.26	10.26
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>(161.10)</b>	<b>(161.10)</b>
Additions during the year on account of exercise of Employee Stock Options Transferred to Securities Premium from Employee Stock Options outstanding	-	59.45	-	-	-	59.45
Share Based Payments recovered from subsidiaries	-	23.40	(23.40)	-	-	9.26
Share Based Payments (Refer note 27)	-	-	61.94	-	-	61.94
Transferred to Retained earning from Employee Stock Options Outstanding	-	-	(0.12)	-	0.12	-
Cancellation of NLSI Investment	-	-	-	-	(21.28)	(21.28)
Amount adjusted pursuant to Scheme of Arrangement [Refer note 13(c)]	-	-	68.98	-	-	68.98
<b>Balance as at March 31, 2023</b>	<b>4,962.46</b>	<b>230.98</b>	<b>231.44</b>	<b>73.35</b>	<b>4,130.62</b>	<b>9,628.85</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

**Sanjay Bachchani**

Partner

Membership No. 400419

### For and on behalf of the Board of Directors of NIIT Limited

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Sanjeev Bansal**

Chief Financial Officer

**Arpita B. Malhotra**

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

## STANDALONE STATEMENT OF CASH FLOWS

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2023	March 31, 2022 Restated*
<b>A. Cash Flow From Operating Activities:</b>		
Profit/ (Loss) before exceptional items and Tax		
From Continuing Operations	(144.90)	769.33
From Discontinued Operations	(26.91)	616.71
<b>Adjustments to reconcile profit before tax to net cash flows</b>		
Depreciation and Amortisation	106.37	211.41
Advances from customers written back	(3.39)	(2.01)
Allowance for doubtful debts (net of reversal)	8.41	(3.80)
Allowance for Unbilled Revenue	30.65	43.28
Allowance for Doubtful Advances and other receivables (net of reversal)	8.38	5.12
Allowance for Slow / Non-moving Inventory (Net)	-	(1.04)
Unrealised Foreign Exchange (Gain) / Loss (Net)	(0.47)	33.92
Finance Cost	7.09	8.46
Unwinding of Discount on deferred payment liability	0.59	0.89
Share based payments	61.94	89.68
Interest Income	(73.57)	(185.55)
Rent Concession	(0.25)	(1.21)
Gain on termination of Leases (Net)	(0.06)	(0.89)
Dividend Income from Subsidiary	(5.02)	(743.64)
Gain on sale / disposal of Property, Plant and Equipment and Intangible assets (Net)	(0.53)	(3.33)
Net gain on Investment carried at fair value through profit and loss	(242.11)	(257.97)
<b>Operating cash flow before changes in working capital</b>	<b>(273.78)</b>	<b>579.36</b>
<b>Working Capital Adjustments</b>		
Decrease / (Increase) in Trade Receivables	64.59	(188.10)
Decrease / (Increase) in Inventories	-	1.30
Decrease / (Increase) in Non-Current Financial Assets	(1.73)	(0.99)
Decrease / (Increase) in Current Financial Assets	(95.10)	27.70
Decrease / (Increase) in Other Non-Current Assets	(0.07)	(1.47)
Decrease / (Increase) in Other Current Assets	(46.10)	(20.80)
(Decrease) / Increase in Trade Payables	(8.83)	59.36
(Decrease) / Increase in Short Term Provisions	(15.89)	(86.51)
(Decrease) / Increase in Other Current Liabilities	91.80	104.80
(Decrease) / Increase in Other Non-Current Financial Liabilities	6.54	0.80
(Decrease) / Increase in Other Non Current Liabilities	-	(0.38)
(Decrease) / Increase in Other Current Financial Liabilities	53.70	47.38
<b>Net Cash flows (used in) / generated from operations before tax</b>	<b>(224.87)</b>	<b>522.45</b>
Direct Tax- (paid including TDS) / refund received (Net)	(67.54)	9.68
<b>Net Cash flows (used in) / generated from operating activities (A)</b>	<b>(292.41)</b>	<b>532.13</b>
<b>B. Cash Flow From Investing Activities:</b>		
Purchase of Property, Plant and Equipment (including Capital Work-in-progress, internally developed intangibles and Capital Advances)	(187.48)	(203.15)
Proceeds from sale of Property, Plant and Equipment	3.97	4.45
Interest received	66.69	311.28
Dividend received from Subsidiary	5.02	743.64
(Placement) / Encashment of Fixed Deposits from Banks (Net)	(284.65)	1,457.09
Encashment of Deposits with / from other Financial Institutions (Net)	347.00	773.78
Purchase of Mutual Funds	(2,831.97)	(4,106.80)
Sale of Mutual Funds	3,478.95	4,990.26
Investment in Subsidiaries	(357.91)	(832.39)
Acquisition related expenses	(1.59)	(2.56)
Expenses in relation to Scheme of arrangement	(23.54)	(5.33)
<b>Net cash flows generated from investing activities (B)</b>	<b>214.49</b>	<b>3,130.27</b>

## STANDALONE STATEMENT OF CASH FLOWS

Contd...

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2023	March 31, 2022 Restated*
<b>C. Cash Flow From Financing Activities:</b>		
Issue of Shares under Employee stock options scheme	60.85	108.51
Purchase of shares under buyback scheme	-	(2,370.00)
Tax on buyback	-	(552.12)
Expenses in relation to buyback	-	(15.12)
Repayment of long term borrowings	-	(66.67)
Payment of Lease Liabilities	(21.78)	(31.25)
Interest Paid	(0.17)	(1.01)
Dividend Paid	-	(734.82)
<b>Net Cash flows generated from / (used in) financing activities (C)</b>	<b>38.90</b>	<b>(3,662.48)</b>
<b>Net Decrease in cash and cash equivalents (A) + (B) + (C)</b>	<b>(39.02)</b>	<b>(0.08)</b>
Cash and cash equivalents at the beginning of the year (Footnote 1)	68.42	68.50
<b>Cash and cash equivalents as at the end of the year (Footnote 1)</b>	<b>29.40</b>	<b>68.42</b>

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

1 Particulars	As at	
	March 31, 2023	March 31, 2022 Restated*
<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 8(iv)]	18.99	57.99
Add: Dividend accounts [Refer note 8(v)]	10.41	10.43
<b>Total</b>	<b>29.40</b>	<b>68.42</b>

2 Figures in parenthesis indicate cash outflow.

3 The cash flows statement has been prepared using the indirect method as set out in Ind-AS 7.

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

\* Refer Note 38.

As per our report of even date

For S.R.Batlboi &amp; Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

Sanjay Bachchani

Partner

Membership No. 400419

Place: Gurugram

Date : May 29, 2023

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Place: Gurugram

Date : May 29, 2023

Vijay K Thadani

Vice-Chairman &amp; Managing Director

DIN - 00042527

Arpita B. Malhotra

Company Secretary

## Notes to the Standalone Financial Statements for the year ended March 31, 2023

### 1 Company Information

NIIT Limited ('the Company') is a talent development Company which was set up in 1981. NIIT Limited currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The current registered place of business of the Company is : Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India.

During the previous year the Company's registered office was shifted to Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India, w.e.f. November 5, 2021, pursuant to the approval of Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi.

### 2 Significant Accounting Policies

This note provides a list of the significant 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.

The financial statements were authorised for issue by the Board of Directors of the Company on May 29, 2023.

##### (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) Current and non-current classification

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

##### Assets

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

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

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

### Liabilities

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

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

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

### Operating cycle

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

### d) Revenue recognition

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

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 in respect of sale of courseware and other physical deliverables is recognised at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

**e) Other Income**

**(i) Interest income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**(ii) Dividend income**

It is recognised when the right to receive dividend is established.

**f) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of the Company are considered as chief operating decision makers who assess the financial performance and position of the Company, and make strategic decisions.

**g) 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.

**h) Leases**

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

**(a) Company as a lessee**

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

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.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

### b) Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

### i) 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 Company 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.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

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 Company'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 on the acquisition date. 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. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

When the consideration transferred by the Company 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 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 debt instruments, this will depend on the business model in which the investment is held. 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.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(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.

**Debt instruments**

Subsequent measurement of debt instruments 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 debt instruments:

- **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. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **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). 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.

(iii) **Impairment of financial assets**

The Company 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 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.



## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

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.

### (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.

### k) 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. Bank overdrafts are shown as borrowings in current liabilities in the balance sheet.

### l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

### m) 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.

### n) 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.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- 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.

**(i) 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 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.

**(ii) Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the Statement of Profit and Loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the Effective Interest Rate (EIR) method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the Statement of Profit and Loss.

**(iii) Derivatives that are not designated as hedges**

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).

**o) 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.

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. 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.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

### 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
Buildings	58 years
Leasehold Land	99 years or lease period, whichever is lower
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	5 years
Furniture & Fixtures	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Assets under employee benefits scheme except vehicles	3 years
All other assets (including vehicles)	Lives prescribed under Schedule II to the Companies Act, 2013

Freehold land is not depreciated.

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).

#### p) Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### q) Intangible assets

##### Computer software, Educational content/products - Acquired

These Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

##### Education content/products-Internally generated

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

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content / products and use or sell it;
- there is an ability to use or sell the content / products;
- it can be demonstrated how the content / products will generate probable future economic benefits;

- adequate technical, financial and other resources to complete the development and to use or sell the content / products are available, and
- the expenditure attributable to the 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.

**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.

**Amortisation methods and periods**

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

Particulars	Useful life
Internally generated (Content and products)	3-5 years
Acquired (Software, content and products)	3-5 years

**r) 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 that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored.

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

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.

**s) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**t) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

### u) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### v) **Provisions**

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

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

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

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.

### w) **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 makes contribution to the “NIIT Limited Employees’ Provident Fund Trust” for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company’s obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Company’s contribution towards Provident Fund is charged to 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.

#### **x) 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 ‘NIIT Employee Stock Option Plan 2005’ 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.

#### **y) 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.

#### **z) 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.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

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.

### aa) 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.

### ab) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

### ac) 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 2w and 26.
- measurement of useful life and residual values of property, plant and equipment -refer note 2o and 3.

- judgement required to determine grant date fair value technique -refer notes 2x and 27.
- fair value measurement of financial instruments - refer notes 2ab and 28.
- judgement required to determine probability of recognition of deferred tax assets - refer note 2g.

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

**ad) Exceptional items**

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

Materiality threshold can be used to select items to be disclosed as exceptional on case to case basis. This threshold would be applied separately for standalone as well as consolidated financial statements. However, in case an item qualifies for disclosure in standalone financial statements but not in consolidated financial statements or vice versa, this would need to be evaluated on case to case basis.

**Basis the above analysis, mainly following items would be 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.

**ae) Non-current assets held for sale and discontinued operations**

Non-current assets (or disposal Company) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal Company) to fair value less costs to sell. A gain is recognised for any subsequent increase in fair value less costs sell of an asset (or disposal Company), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal Company) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal Company) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal Company classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal Company classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.



**Notes to the Standalone Financial Statements for the year ended March 31, 2023**

Contd..

(All Amount in Rs. Millions, unless otherwise stated)

**3. Property, Plant and Equipment and Capital work-in-progress**

Particulars	Land		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total tangible assets other than Capital Work-in- Progress	Capital Work-in- Progress	Total tangible assets
	Freehold	Leasehold (Footnote i)									
<b>Year ended March 31, 2022</b>											
Gross carrying amount	741.99	6.93	604.93	294.68	65.28	47.70	9.92	24.38	1,795.81	-	1,795.81
Opening gross carrying amount	-	-	-	78.81	0.28	0.37	15.73	0.07	95.26	-	95.26
Additions	-	-	-	9.25	2.10	2.57	2.70	0.04	16.66	-	16.66
Disposals/Sale	-	-	-	364.24	63.46	45.50	22.95	24.41	1,874.41	-	1,874.41
<b>Closing gross carrying amount (A)</b>	<b>741.99</b>	<b>6.93</b>	<b>604.93</b>	<b>294.68</b>	<b>65.28</b>	<b>47.70</b>	<b>9.92</b>	<b>24.38</b>	<b>1,795.81</b>	<b>-</b>	<b>1,795.81</b>
<b>Accumulated depreciation</b>											
Opening accumulated depreciation	-	1.02	56.21	221.32	65.01	31.96	6.18	14.31	396.01	-	396.01
Depreciation charged during the year	-	0.07	11.44	45.59	0.23	4.18	1.28	3.46	66.25	-	66.25
Disposals/Sale	-	-	-	8.69	2.10	2.03	2.70	0.02	15.54	-	15.54
<b>Closing accumulated depreciation (B)</b>	<b>-</b>	<b>1.09</b>	<b>67.65</b>	<b>258.22</b>	<b>63.14</b>	<b>34.11</b>	<b>4.76</b>	<b>17.75</b>	<b>446.72</b>	<b>-</b>	<b>446.72</b>
<b>Net Carrying Amount (A-B)</b>	<b>741.99</b>	<b>5.84</b>	<b>537.28</b>	<b>106.02</b>	<b>0.32</b>	<b>11.39</b>	<b>18.19</b>	<b>6.66</b>	<b>1,427.69</b>	<b>-</b>	<b>1,427.69</b>
<b>Year ended March 31, 2023</b>											
Gross carrying amount	741.99	6.93	604.93	364.24	63.46	45.50	22.95	24.41	1,874.41	-	1,874.41
Transferred pursuant to scheme of arrangement (Refer note 38)	-	-	-	250.70	54.77	36.33	18.31	16.16	376.27	-	376.27
Additions	-	-	-	21.73	0.59	18.84	30.97	0.92	73.05	0.38	73.43
Disposals/Sale	-	-	-	0.80	-	-	3.25	-	4.05	-	4.05
<b>Closing Gross Carrying Amount (C)</b>	<b>741.99</b>	<b>6.93</b>	<b>604.93</b>	<b>134.47</b>	<b>9.28</b>	<b>28.01</b>	<b>32.36</b>	<b>9.17</b>	<b>1,567.14</b>	<b>0.38</b>	<b>1,567.52</b>
<b>Accumulated Depreciation</b>											
Opening accumulated depreciation	-	1.09	67.65	258.22	63.14	34.11	4.76	17.75	446.72	-	446.72
Transferred pursuant to scheme of arrangement (Refer note 38)	-	-	-	180.97	54.76	28.72	2.48	13.25	280.18	-	280.18
Depreciation charged during the year	-	0.07	11.43	21.50	0.71	2.79	2.19	1.82	40.51	0.61	40.51
Disposals/Sale	-	-	-	0.42	-	-	0.19	-	0.61	-	0.61
<b>Closing accumulated depreciation (D)</b>	<b>-</b>	<b>1.16</b>	<b>79.08</b>	<b>98.33</b>	<b>9.09</b>	<b>8.18</b>	<b>4.28</b>	<b>6.32</b>	<b>206.44</b>	<b>0.38</b>	<b>206.44</b>
<b>Net Carrying Amount (C-D)</b>	<b>741.99</b>	<b>5.77</b>	<b>525.85</b>	<b>36.14</b>	<b>0.19</b>	<b>19.83</b>	<b>28.08</b>	<b>2.85</b>	<b>1,360.70</b>	<b>0.38</b>	<b>1,361.08</b>

**Footnotes:**

- (i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar is allotted for education purpose. The Company has filed an application seeking approval to transfer this land with the allotment authority, Government of Rajasthan.
- (ii) Building includes 10 shares of Rs. 50 each in the Guru Vidya Co-operative Housing Society Limited.
- (iii) For details of assets pledged as security [Refer note 14(i)].

**Ageing of Capital Work-in- Progress**

Particulars	Ageing of Capital Work-in- Progress			Total
	Less than 1 year	1-2 years	2-3 years	
March 31, 2023	0.38	-	-	0.38
March 31, 2022	-	-	-	-

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** **Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

**4 Investment Property**

Particulars	Amount
<b>Year ended March 31, 2022</b>	
Gross carrying amount	
Opening gross carrying amount	0.56
<b>Closing Gross Carrying Amount</b>	<b>0.56</b>
<b>Year ended March 31, 2023</b>	
Gross carrying amount	
Opening gross carrying amount	0.56
<b>Closing Gross Carrying Amount</b>	<b>0.56</b>

- (i) The Company has not generated any rental income from the investment property, since inception.  
(ii) The Company's investment property consist of one piece of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets - Land - based on the nature, characteristics and risks of property.

**5(i) Intangible Assets, Goodwill and Intangible assets under development**

Particulars	Internally Generated Products/ Contents (refer footnote i)	Software Acquired	Total intangibles assets other than Goodwill and intangibles assets under development	Goodwill (refer footnote iii)	Intangible assets under development (refer footnote i)	Total Intangible assets
<b>Year ended March 31, 2022</b>						
Gross carrying amount						
Opening gross carrying amount	696.56	115.29	811.85	18.35	16.42	846.62
Additions	52.05	14.73	66.78	-	96.74	163.52
Transfer	-	-	-	-	52.05	52.05
Disposals/Sale	-	-	-	-	-	-
<b>Closing gross carrying amount (A)</b>	<b>748.61</b>	<b>130.02</b>	<b>878.63</b>	<b>18.35</b>	<b>61.11</b>	<b>958.09</b>
<b>Accumulated amortisation and impairment</b>						
Opening accumulated amortisation and impairment	530.33	112.20	642.53	-	-	642.53
Amortisation charge for the year	92.28	7.57	99.85	-	-	99.85
Impairment charge for the year	-	-	-	18.35	-	18.35
Disposals/Sale	-	-	-	-	-	-
<b>Closing accumulated amortisation (B)</b>	<b>622.61</b>	<b>119.77</b>	<b>742.38</b>	<b>18.35</b>	<b>-</b>	<b>760.73</b>
<b>Net carrying amount (A-B)</b>	<b>126.00</b>	<b>10.25</b>	<b>136.25</b>	<b>-</b>	<b>61.11</b>	<b>197.36</b>
<b>Year ended March 31, 2023</b>						
Gross carrying amount						
Opening gross carrying amount	748.61	130.02	878.63	18.35	61.11	958.09
Transferred pursuant to scheme of arrangement (Refer note 38)	501.04	11.27	512.31	-	24.52	536.83
Additions	-	-	-	-	99.93	99.93
Transfer	-	-	-	-	-	-
Disposals/Sale	13.11	0.55	13.66	-	-	13.66
<b>Closing gross carrying amount (C)</b>	<b>234.46</b>	<b>118.20</b>	<b>352.66</b>	<b>18.35</b>	<b>136.52</b>	<b>507.53</b>
<b>Accumulated Amortisation and Impairment</b>						
Opening accumulated amortisation and impairment	622.61	119.77	742.38	18.35	-	760.73
Transferred pursuant to scheme of arrangement (Refer note 38)	468.35	11.16	479.51	-	-	479.51
Amortisation charge for the year	43.38	5.23	48.61	-	-	48.61
Impairment charge for the year	-	-	-	-	-	-
Disposals/Sale	13.11	0.55	13.66	-	-	13.66
<b>Closing accumulated amortisation (D)</b>	<b>184.53</b>	<b>113.29</b>	<b>297.82</b>	<b>18.35</b>	<b>-</b>	<b>316.17</b>
<b>Net carrying amount (C-D)</b>	<b>49.93</b>	<b>4.91</b>	<b>54.84</b>	<b>-</b>	<b>136.52</b>	<b>191.36</b>

**Footnotes:-**

- (i) Refer note 6 for cost incurred during the year on internally generated intangible assets.  
(ii) For details of assets pledged as security [Refer note 14(i)].  
(iii) The recoverable amount of the Perceptor Labs CGU had 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 carrying value exceeds the recoverable amount. As a result of this analysis, the Company had recognised an impairment charge of Rs. 18.35 Million against goodwill in the statement of profit and loss for the year ended March 31, 2022. The Company had considered discount rate of 11.75% and long term growth rate as nil.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

5(ii)	March 31, 2023	March 31, 2022
<b>Reconciliation of Depreciation and Amortisation charged to Statement of Profit and Loss (Continuing and discontinued operations)</b>		
<b>Depreciation and amortisation recognised in statement of profit and loss under the head depreciation and amortisation expenses</b>		
(i) Depreciation on Property, plant and equipment	40.51	66.25
(ii) Amortisation/Impairment on Intangible assets	48.61	118.20
(iii) Depreciation on Right-of-use Assets	17.25	26.96
<b>Total (A)</b>	<b>106.37</b>	<b>211.41</b>
<b>Depreciation / Amortisation recognised in statement of profit and loss of Discontinued operations</b>		
(i) Depreciation / Amortisation on Property, plant and equipment and Intangible assets	0.01	104.37
(ii) Depreciation on Right-of-use Assets	-	4.02
<b>Total (B)</b>	<b>0.01</b>	<b>108.39</b>
<b>Depreciation / Amortisation recognised in statement of profit and loss as continuing operations (A-B)</b>	<b>106.36</b>	<b>103.02</b>

### 6 Intangible assets under development

The Company internally develops software tools, platforms and content / courseware. 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, 2023	March 31, 2022
<b>Opening Balance</b>	61.11	16.42
<b>Transferred pursuant to scheme of arrangement (Refer note 38)</b>	(24.52)	-
<b>Add:-Expenses capitalised during the year</b>		
Salary and other Employee Benefits	65.03	62.97
Professional & Technical Outsourcing Expenses	14.99	26.13
Other expenses	19.91	7.64
<b>Less:-Intangible assets capitalised during the year</b>	-	(52.05)
<b>Closing Balance</b>	<b>136.52</b>	<b>61.11</b>

#### Ageing of Projects

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2023	99.93	31.51	5.08	-	136.52
March 31, 2022	50.95	10.16	-	-	61.11

### 7 Leases

#### 7(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 office premises, employee accommodations, equipments which are cancelable 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	Year ended	
	March 31, 2023	March 31, 2022
In respect of Equipments**	5.26	17.51
In respect of Vehicles	0.84	-
	<b>6.10</b>	<b>17.51</b>

\*\* Includes payment in respect of computers, printers and other equipments.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 7(ii) Right-of-use Assets

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

Particulars	Building	Vehicle	Total
<b>As at April 1, 2021</b>	<b>69.39</b>	<b>25.43</b>	<b>94.82</b>
Additions / Modifications	5.57	3.94	9.51
Deletion	(5.50)	(2.99)	(8.49)
Depreciation	(14.70)	(12.26)	(26.96)
<b>As at March 31, 2022</b>	<b>54.76</b>	<b>14.12</b>	<b>68.88</b>
<b>Transferred pursuant to scheme of arrangement (Refer note 38)</b>	<b>-</b>	<b>(7.64)</b>	<b>(7.64)</b>
Additions / Modifications	12.28	0.49	12.77
Deletion	-	(0.42)	(0.42)
Depreciation	(13.16)	(4.09)	(17.25)
<b>As at March 31, 2023</b>	<b>53.88</b>	<b>2.46</b>	<b>56.34</b>

### 7(ii) Lease Liabilities

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

Particulars	Total
<b>As at April 1, 2021</b>	<b>101.54</b>
Additions / Modifications	9.38
Deletion	(9.06)
Accretion of interest	7.98
Payments	(31.25)
Rent concession*	(1.21)
<b>As at March 31, 2022</b>	<b>77.38</b>
Transferred pursuant to scheme of arrangement (Refer note 38)	(8.27)
Additions / Modifications	12.19
Deletion	(0.50)
Accretion of interest	6.70
Payments	(21.78)
Rent concession*	(0.25)
<b>As at March 31, 2023</b>	<b>65.47</b>

\*During the year, the Company has availed rent concessions of Rs. 0.25 Million (Previous year Rs. 1.21 Million) from lessors on account of COVID-19 and recorded the same as other income in the statement of profit and loss consequent to amendment in Ind AS 116 "Leases" (Refer note 18).

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

Particulars	March 31, 2023	March 31, 2022
Current Lease liabilities	13.48	18.73
Non-Current Lease liabilities	51.99	58.65
<b>Total</b>	<b>65.47</b>	<b>77.38</b>

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

Particulars	March 31, 2023	March 31, 2022
Depreciation expenses of right-of-use assets*	17.25	26.96
Interest expense on lease liabilities (Refer note 20)**	6.70	7.98
Gain on termination of Leases (Net) (Refer note 18)	(0.06)	(0.89)
<b>Total</b>	<b>23.89</b>	<b>34.05</b>

There are only fixed rental payable as per the terms of the contracts.

\*Including depreciation charged in discontinued operations in statement of profit and loss Rs. Nil (Previous year Rs. 4.02 Million).

\*\*Including Interest on lease liabilities charged in discontinued operations in statement of profit and loss Rs. Nil (Previous year Rs. 0.88 Million).

The table below provides details regarding the contractual maturities of lease liabilities:

Particulars	March 31, 2023	March 31, 2022
Less than one year	13.48	18.73
One to two years	13.85	14.43
More than two years	38.14	44.22
<b>Total</b>	<b>65.47</b>	<b>77.38</b>

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 8 Financial Assets

#### 8(i) Investments

##### A Non-Current Investment

	As at	
	March 31, 2023	March 31, 2022
<b>Investments in equity instruments (fully paid)</b>		
<b>Unquoted in subsidiary companies:</b>		
<b>In Subsidiary Companies</b>		
<b>-Equity</b>		
(Valued at cost)		
Nil (Previous year : 10,662,113) shares of US \$ 1 each fully paid-up in NIIT (USA) Inc., USA*	-	478.15
Nil (Previous year : 10,000,000) Equity Shares of NGN 1 each fully paid-up in NIIT West Africa Limited, Nigeria*	-	8.37
Less: Provision for impairment in value of Investment*	-	(8.37)
	-	-
Nil (Previous year : 5,541,000) shares of MYR 1 each fully paid-up in NIIT Malaysia SDN. BHD, Malaysia*	-	91.66
2,400,000 (Previous year : 2,400,000) shares of US\$ 1 each fully paid-up in NIIT GC Limited, Mauritius	389.07	389.07
Nil (Previous year : 4,150,000) shares of Euro 1 each fully paid-up in NIIT Ireland Limited, Ireland*	-	357.73
Nil (Previous year : 155,000) shares of GBP 1 each fully paid-up in NIIT Limited, UK *	-	13.10
115,564,072 (Previous year : 115,564,072) shares of Rs. 10 each fully paid-up in NIIT Learning Systems Limited, India [Formerly known as Mindchampion Learning Systems Limited]	1,274.78	1,274.78
Less: Provision for impairment in value of Investment [Refer note 24(iii)]	-	(1,253.50)
Less: Cancellation pursuant to Scheme of Arrangement (Refer note 38)	(1,274.78)	-
	-	<b>21.28</b>
8,162,500 (Previous year : 8,162,500) shares of Rs. 10 each fully paid-up in NIIT Institute of Finance Banking and Insurance Training Limited, India	85.98	85.98
22,000,000 (Previous year : 22,000,000) shares of Rs. 10 each fully paid-up in NIIT Institute of Process Excellence Limited, India	220.00	220.00
Less:- Distribution received pursuant to liquidation process of entity [Refer footnote (i)]	(220.00)	(220.00)
	-	-
675,000 (Previous year : 525,000) shares of Rs. 10 each fully paid-up in RPS Consulting Private Limited, India [Refer footnote (ii)]	1,190.30	832.39
<b>Total Non-Current Investments</b>	<b>1,665.35</b>	<b>2,269.36</b>

\* Transferred pursuant to the Scheme of Arrangement (Refer note 38).

##### B. Current Investment

#### (i) Carried at Fair Value through statement of profit and loss [Quoted]

Investment in Mutual Funds	5,207.93	5,688.16
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#### (ii) Carried at amortised cost [Unquoted]

Investment in term deposits with Financial Institution	250.00	1,447.00
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<b>Total Current Investments</b>	<b>5,457.93</b>	<b>7,135.16</b>
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Aggregate amount of Unquoted Investments	2,135.35	5,198.23
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Less: Aggregate of Interim Amount received pursuant to liquidation process of entity	(220.00)	(220.00)
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Less: Aggregate Provision for impairment in the value of Investments	-	(1,261.87)
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<b>Total Unquoted Investments</b>	<b>1,915.35</b>	<b>3,716.36</b>
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Aggregate amount of Quoted Investments at market value	5,207.93	5,688.16
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<b>Total Quoted Investments</b>	<b>5,207.93</b>	<b>5,688.16</b>
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<b>Total Investments</b>	<b>7,123.28</b>	<b>9,404.52</b>
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## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### Footnotes:-

- (i) The Company on February 19, 2020 had approved the proposal of voluntary liquidation as shareholder of NIIT Institute of Process Excellence Limited (NIPE), wholly owned subsidiary, in accordance with applicable laws, as recommended by the board of directors of the subsidiary. The application for the liquidation has been filed with NCLT on May 13, 2023 and liquidation process is in progress. The Liquidator had distributed an amount of Rs. 220.00 Million to the Shareholder (NIIT Limited), post realisation of assets and payment of liabilities.
- (ii) The board of directors ("Board") of NIIT Limited ("NIIT") , on October 01, 2021 ("Acquisition Date") had approved the acquisition of 100% equity shareholding in RPS Consulting Private Limited ("RPS") in three tranches from RPS promoters and executed Share Purchase Agreement ("SPA") and other definitive agreements ("Transaction Documents") with them. Pursuant to such approval, NIIT had acquired 70% equity shareholding of RPS for Rs. 826.61 Million. Expenses relating to acquisition of investment has been booked as exceptional items in the statement of profit and loss.
- The Board at its meeting held on December 22, 2022 approved 2nd tranche for acquisition of additional 20% equity shareholding of RPS for Rs. 357.91 Million as per the Transaction Documents.
- Subsequent to the year end, the Board at its meeting held on May 15, 2023 has approved execution of the supplement agreement to the SPA ("Supplement Agreement") under which NIIT has acquired the balance 10% equity shareholding of RPS for a fixed consideration of Rs. 150.00 Million on tranche III closing and a performance based earnout consideration of up to Rs. 37.10 Million payable over the next two years on such terms as agreed under the Supplement Agreement. RPS has now become wholly owned subsidiary of NIIT.
- (iii) On February 19, 2020, the members of NIIT Yuva Jyoti Limited (NYJL) passed a special resolution at the extra-ordinary general meeting of the Company to liquidate the Company by way of voluntary liquidation. The Company shall from the date of the commencement of liquidation i.e. February 19, 2020, cease to carry on its business except as far as required for the beneficial winding up of its business.
- During the previous year, NCLT vide its order dated February 25, 2022, read with the rectification order dated March 23, 2022 approved the dissolution of NYJL with effect from February 25, 2022. Consequent to the above, all the shares held by the Company in NYJL were cancelled.

8(ii) Other Financial Assets	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-Current		Current	
<b>a) Security Deposits</b>				
Unsecured, considered good	6.88	5.48	0.60	2.20
Unsecured, considered doubtful	14.28	14.39	-	-
Less: Allowance for doubtful deposits	(14.28)	(14.39)	-	-
	<b>6.88</b>	<b>5.48</b>	<b>0.60</b>	<b>2.20</b>
<b>b) Contract Assets</b>				
<b>Unsecured, considered good</b>				
Unbilled Revenue (Refer note 17.1) *	-	-	186.67	158.48
Unsecured, considered doubtful	-	-	84.63	91.31
Less: Allowance for doubtful unbilled revenue (Refer note 29)	-	-	(84.63)	(91.31)
	-	-	<b>186.67</b>	<b>158.48</b>
<b>c) Interest Receivable</b>				
Interest Accrued on bank and other deposits	0.02	0.20	40.80	106.15
	<b>0.02</b>	<b>0.20</b>	<b>40.80</b>	<b>106.15</b>
<b>d) Derivative Assets (Refer note 29)</b>	-	-	-	16.20
	-	-	-	<b>16.20</b>
<b>e) Other Receivables</b>				
<b>Unsecured, considered good</b>				
Other Receivables	-	-	169.24	204.83
Receivables from related parties	-	-	20.92	166.77
Unsecured, considered doubtful	-	-	3.43	11.47
Less: Allowance for doubtful receivables	-	-	(3.43)	(11.47)
	-	-	<b>190.16</b>	<b>371.60</b>
<b>f) Bank deposits</b>				
With remaining maturity of less than 12 months	-	-	695.64	877.50
With remaining maturity of more than 12 months**	0.25	39.25	-	-
	<b>0.25</b>	<b>39.25</b>	<b>695.64</b>	<b>877.50</b>
	<b>7.15</b>	<b>44.93</b>	<b>1,113.87</b>	<b>1,532.13</b>

\*Includes unbilled revenue from related parties Rs. 15.39 Million (Previous year Rs. 1.80 Million).

\*\*Deposit of Rs. 0.25 Million (Previous year Rs. 0.25 Million) pledged as margin money with bank for issuance of bank guarantees.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 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	185.71	0.76	-	0.20	-	186.67
Undisputed Unbilled revenue - Credit impaired	1.65	-	-	-	82.98	84.63
<b>Total</b>	<b>187.36</b>	<b>0.76</b>	<b>-</b>	<b>0.20</b>	<b>82.98</b>	<b>271.30</b>
Less: Allowance for doubtful unbilled revenue						(84.63)
<b>Total Unbilled Revenue</b>						<b>186.67</b>

### Ageing of unbilled revenue from transaction date as at March 31, 2022\*

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	150.77	7.71	-	-	-	158.48
Undisputed Unbilled revenue - Credit impaired	-	-	0.30	1.83	89.18	91.31
<b>Total</b>	<b>150.77</b>	<b>7.71</b>	<b>0.30</b>	<b>1.83</b>	<b>89.18</b>	<b>249.79</b>
Less: Allowance for doubtful unbilled revenue						(91.31)
<b>Total Unbilled Revenue</b>						<b>158.48</b>

\* There are no disputed Unbilled revenue.

### 8(iii) Trade Receivables

	As at	
	March 31, 2023	March 31, 2022
	Current	
Unsecured, considered good		
Trade Receivables	117.02	425.93
Receivables from related parties	25.45	463.97
Unsecured - credit impaired	320.09	312.92
Less: Allowance for doubtful debts (Refer note 29)	(320.09)	(312.92)
	<b>142.47</b>	<b>889.90</b>

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

### 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	93.01	42.84	4.24	2.38	-	-	142.47
Undisputed Trade Receivables - credit impaired	-	0.92	-	6.37	4.63	308.17	320.09
<b>Total</b>	<b>93.01</b>	<b>43.76</b>	<b>4.24</b>	<b>8.75</b>	<b>4.63</b>	<b>308.17</b>	<b>462.56</b>
Less: Allowance for doubtful debts							(320.09)
<b>Total</b>							<b>142.47</b>

### Ageing of Trade Receivables as at March 31, 2022\*

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	816.95	67.63	4.68	-	0.64	-	889.90
Undisputed Trade Receivables - credit impaired	0.18	0.39	0.91	0.37	11.56	299.51	312.92
<b>Total</b>	<b>817.13</b>	<b>68.02</b>	<b>5.59</b>	<b>0.37</b>	<b>12.20</b>	<b>299.51</b>	<b>1,202.82</b>
Less: Allowance for doubtful debts							(312.92)
<b>Total</b>							<b>889.90</b>

\* There are no disputed trade receivables.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

8(iv) Cash and Cash Equivalents	As at	
	March 31, 2023	March 31, 2022
	Current	
Balance with banks		
-Current accounts	18.99	57.99
	18.99	57.99

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

8(v) Bank Balances other than above	As at	
	March 31, 2023	March 31, 2022
	Bank deposits	
-With original maturity of more than 3 months and upto 12 months*	21.11	930.23
Dividend accounts	10.41	10.43
	31.52	940.66

\*Deposit of Rs. 0.11 Million (Previous year Rs. 0.10 Million) pledged as margin money with bank for issuance of bank guarantees.

Deposits are made with banks for varying periods, depending on the immediate cash requirements of the Company and to earn interest at the respective term deposit rates.

9 Tax Assets (Net)	As at	
	March 31, 2023	March 31, 2022
	<b>9(i) Deferred tax assets/ liabilities</b>	
<b>Deferred Tax Assets</b>		
The balance comprises temporary differences attributable to:		
Provision for Employee benefits	20.07	69.22
Provision for Doubtful debts, Unbilled revenue, inventory & others	105.53	117.30
Difference between carrying value of Property, plant and equipment and intangible assets in the financial statements and as per the Income Tax	0.65	75.74
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	2.30	2.14
Long Term Capital Loss upon NIIT Yuva Jyoti Limited (NYJL) Liquidation [Refer notes (b) below and 8(i)]	92.95	179.51
Scheme related expenses	6.16	4.91
<b>Total (A)</b>	<b>227.66</b>	<b>448.82</b>
<b>Deferred Tax Liabilities</b>		
Unrealised gain on Investment marked to market	(92.95)	(203.51)
Others	(0.04)	(0.18)
<b>Total (B)</b>	<b>(92.99)</b>	<b>(203.69)</b>
<b>Net Deferred Tax Assets recognised (A+B)</b>	<b>134.67</b>	<b>245.13</b>

- a) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the tax jurisdiction in India.
- b) During the previous year, Based on the expected return on investments as per future business plan, the Company had recognised Deferred Tax Asset of Rs. 179.51 Million on long term capital losses on cancellation of shares of NYJL [Refer note 25 (b)].

### Movement in deferred tax assets/(liabilities)

Particulars	Property, Plant and Equipments and Intangibles Assets	Provision for Employee Benefits	Provision for Doubtful debts, Unbilled revenue, inventory & others	Others includes unrealised gain	Right-of-use assets/ (Lease Liabilities)	Total
<b>As at April 1, 2021</b>	<b>94.36</b>	<b>74.01</b>	<b>111.21</b>	<b>(174.92)</b>	<b>1.69</b>	<b>106.35</b>
(charged)/credited:						
- to profit or loss	(19.03)	(6.08)	(5.61)	155.74	0.43	125.45
- to profit or loss-discontinued operations	0.41	(15.59)	11.70	(0.09)	0.02	(3.55)
- to other comprehensive income	-	16.88	-	-	-	16.88
<b>As at March 31, 2022</b>	<b>75.74</b>	<b>69.22</b>	<b>117.30</b>	<b>(19.27)</b>	<b>2.14</b>	<b>245.13</b>
<b>Transferred pursuant to scheme of arrangement (Refer note 38)</b>	<b>(66.79)</b>	<b>(50.07)</b>	<b>(0.96)</b>	<b>0.09</b>	<b>(0.16)</b>	<b>(117.89)</b>
(charged)/credited:						
- to profit or loss	(8.30)	4.38	(10.13)	25.30	0.32	11.56
- to profit or loss-discontinued operations	-	-	(0.68)	-	-	(0.68)
- to other comprehensive income	-	(3.46)	-	-	-	(3.46)
<b>As at March 31, 2023</b>	<b>0.65</b>	<b>20.07</b>	<b>105.53</b>	<b>6.12</b>	<b>2.30</b>	<b>134.67</b>



## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		As at			
		March 31, 2023		March 31, 2022	
<b>9(ii)</b>	<b>Income tax assets / (liabilities) (Net)</b>	<b>Non-Current</b>			
	Advance Income Tax	474.22		439.52	
	Less : Provision for Income Tax	(61.52)		(121.46)	
		<b>412.70</b>		<b>318.06</b>	
		As at			
<b>10</b>	<b>Other Assets</b>	March 31, 2023		March 31, 2022	
		Non-Current		Current	
<b>i)</b>	<b>Capital Advances</b>				
	Unsecured, considered good	2.23	16.51	-	-
		<b>2.23</b>	<b>16.51</b>	-	-
<b>ii)</b>	<b>Advances to Suppliers in cash or in kind</b>				
	Unsecured, considered good	-	-	7.92	17.78
	Unsecured, considered doubtful	-	-	4.84	7.81
	Less: Allowance for doubtful advances	-	-	(4.84)	(7.81)
		-	-	<b>7.92</b>	<b>17.78</b>
<b>iii)</b>	<b>Other Advances recoverable in cash or in kind</b>				
	Unsecured, considered good*	0.07	0.28	2.66	0.11
	Unsecured, considered doubtful	-	-	0.28	0.84
	Less: Allowance for doubtful advances	-	-	(0.28)	(0.84)
		<b>0.07</b>	<b>0.28</b>	<b>2.66</b>	<b>0.11</b>
<b>iv)</b>	<b>Prepaid expenses</b>				
	Unsecured, considered good	0.65	1.44	25.48	106.82
		<b>0.65</b>	<b>1.44</b>	<b>25.48</b>	<b>106.82</b>
<b>v)</b>	<b>Balances with Government Authorities (net)</b>				
		-	-	44.19	10.20
		-	-	<b>44.19</b>	<b>10.20</b>
		<b>2.95</b>	<b>18.23</b>	<b>80.25</b>	<b>134.91</b>
		As at			
<b>11</b>	<b>Inventories</b>	March 31, 2023		March 31, 2022	
<b>As at the end of the year</b>					
Stock-in-trade					
	Education and Training Material*	-		-	
		-		-	
<b>As at the beginning of the year</b>					
Stock-in-trade					
	Education and training material*	-		0.26	
		-		<b>0.26</b>	
<b>Decrease in inventories</b>		-		<b>0.26</b>	

\* Net of provision for non-moving inventories of Rs. 0.24 Million (Previous year Rs. 0.24 Million).

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 12 Share Capital

#### a) Authorised share capital

Particulars	Equity shares of Rs. 2 each		Redeemable preference shares of Rs. 100 each		Cumulative redeemable preference shares of Rs. 1 each	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
As at April 1, 2021	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00
Addition during the year	-	-	-	-	-	-
As at March 31, 2022	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00
Addition during the year	-	-	-	-	-	-
As at March 31, 2023	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00

#### b) Movement in equity share capital

Subscribed and paid up share capital	Equity shares	
	Number of shares	Amount
As at April 1, 2021*	142,344,984	284.70
Issued during the year (Refer note 27)	1,397,263	2.79
Shares extinguished on Buyback #	(9,875,000)	(19.75)
As at March 31, 2022	133,867,247	267.74
Issued during the year (Refer note 27)	697,113	1.40
As at March 31, 2023	134,564,360	269.14

\* Paid up share capital includes Rs. 0.01 Million originally paid up towards 6,000 forfeited shares.

#During the previous year, the Company had concluded the buyback of 9,875,000 equity shares at a price of Rs. 240 per equity share ("Buyback") as approved earlier by the Board of Directors on December 24, 2020. Buyback was completed on May 7, 2021 and the equity shares bought back were extinguished on May 11, 2021. Total outflow of Rs. 2,370 Million had been utilised from the share capital, securities premium account and retained earnings, in line with the requirement under the Companies Act 2013. Further tax on Buyback and Buyback related expenses amounting to Rs. 552.12 Million and in March 31, 2022: Rs. 15.12 Million (March 31, 2021: Rs. 16.57 Million) respectively have also been utilised from retained earnings. Additionally, Capital Redemption Reserve of Rs. 19.75 Million (equivalent to nominal value of the equity shares bought back) had been created out of retained earnings, in line with the requirement under the Companies Act 2013. Consequent to extinguishment of shares so bought back, the paid-up equity share capital had been reduced by Rs. 19.75 Million (Refer note 13).

#### 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 27.

#### e) Details of Shareholders holding more than 5% shares in the Company

Particulars	March 31, 2023		March 31, 2022	
	Number of shares	% of holding	Number of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	16.68%	22,445,644	16.77%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	17.09%	22,994,229	17.18%
Nippon Life India Trustee Ltd - A/c Nippon India Small Cap Fund	11,095,416	8.25%	10,139,961	7.57%
Massachusetts Institute of Technology	7,741,830	5.75%	7,714,530	5.76%
<b>Total</b>	<b>64,277,119</b>	<b>47.77%</b>	<b>63,294,364</b>	<b>47.28%</b>

#### f) Other details of equity shares for a period of five years immediately preceding March 31, 2023

##### Equity shares extinguished on buyback

During the financial year 2019-20, the Company bought back 26,800,000 equity shares for an aggregate amount of Rs. 3,350 Million (excluding taxes, fees and expenses) at a price of Rs. 125 per equity share. The equity shares bought back were extinguished on December 23, 2019.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### g) Details of shares held by promoters and Promoter Group

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>					
Rajendra Singh Pawar	155,000	-	155,000	0.12%	0.00%
Vijay Kumar Thadani	155,000	-	155,000	0.12%	0.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	-	22,445,644	16.68%	0.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	-	22,994,229	17.09%	0.00%
Arvind Thakur	566,829	-	566,829	0.42%	0.00%
Neeti Pawar and Rajendra Singh Pawar	427,326	-	427,326	0.32%	0.00%
Urvashi Pawar	56,250	-	56,250	0.04%	0.00%
Unnati Pawar	56,242	-	56,242	0.04%	0.00%
Udai Pawar	7,500	-	7,500	0.01%	0.00%
R S Pawar HUF	2,527	-	2,527	0.00%	0.00%
V K Thadani HUF	2,527	-	2,527	0.00%	0.00%
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	-	1,000	0.00%	0.00%
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%

As at March 31, 2022

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	155,000	-	155,000	0.12%	0.00%
Vijay Kumar Thadani	155,000	-	155,000	0.12%	0.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	23,280,989	(835,345)	22,445,644	16.77%	(3.59%)
Vijay Kumar Thadani as Trustee of Thadani Family Trust	23,830,065	(835,836)	22,994,229	17.18%	(3.51%)
Arvind Thakur	606,508	(39,679)	566,829	0.42%	(6.54%)
Neeti Pawar and Rajendra Singh Pawar	427,326	-	427,326	0.32%	0.00%
Urvashi Pawar	56,250	-	56,250	0.04%	0.00%
Unnati Pawar	56,242	-	56,242	0.04%	0.00%
Udai Pawar	7,500	-	7,500	0.01%	0.00%
R S Pawar HUF	2,527	-	2,527	0.00%	0.00%
V K Thadani HUF	2,527	-	2,527	0.00%	0.00%
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	-	1,000	0.00%	0.00%
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%

\*Mr. Chablani Vinod passed away on November 12, 2021 and shares were transmitted in the name of Second shareholder i.e. Rubika Vinod Chablani on January 7, 2022.

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		As at			
		March 31, 2023		March 31, 2022	
<b>13</b>	<b>Other Equity</b>				
	<b>Particulars</b>				
	<b>Reserves and Surplus [Refer note 13(i)]</b>				
	Capital Reserve	4,962.46		4,962.46	
	Securities Premium	230.98		148.13	
	Employees Stock Option Outstanding	231.44		264.28	
	Retained Earnings	4,130.62		7,896.65	
	Capital Redemption Reserve	73.35		73.35	
		<b>9,628.85</b>		<b>13,344.87</b>	
	<b>Other Reserves [Refer note 13(ii)]</b>				
	Hedging Reserve Account	-		8.30	
	<b>Total Other Equity</b>	<b>9,628.85</b>		<b>13,353.17</b>	
As at					
		March 31, 2023		March 31, 2022	
<b>13(i)</b>	<b>Reserves and Surplus</b>				
<b>a)</b>	<b>Capital Reserve [Refer footnote (i)]</b>				
	Opening Balance	4,962.46		4,962.46	
	Add: Increase / (decrease) during the year	-	4,962.46	-	4,962.46
<b>b)</b>	<b>Securities Premium [Refer footnote (ii)]</b>				
	Opening Balance	148.13		67.18	
	Add / (less) :-				
	Additions during the year on account of exercise of ESOP	59.45		105.72	
	Transferred from ESOP reserve on ESOP exercised	23.40		42.41	
	Utilization against buyback of shares	-	230.98	(67.18)	148.13
<b>c)</b>	<b>Employees Stock Option Outstanding</b>				
	Opening Balance	264.28		150.90	
	Transferred pursuant to scheme of arrangement (Refer note 38)	(149.50)		-	
	Add / (less) :-				
	Transferred to retained earnings [Refer footnote (iii)]	(0.12)		(2.36)	
	Transferred to securities premium on exercise of ESOP	(23.40)		(42.41)	
	Adjustment pursuant to the Scheme of Arrangement	68.98		-	
	Share based payments (Refer note 27)	61.94		89.68	
	Share based payments recovered from Subsidiaries	9.26	231.44	68.47	264.28
<b>d)</b>	<b>Retained Earnings</b>				
	Opening Balance	7,896.65		10,123.14	
	Transferred pursuant to scheme of arrangement (Refer note 38)	(3,583.78)		-	
	Cancellation of NLSL Investment	(21.28)		-	
	Add / (less) :-				
	Profit / (Loss) for the year	(171.36)		1,423.17	
	Transferred from ESOP Reserve [Refer footnote (iii)]	0.12		2.36	
	Dividend [Refer note 33]	-		(734.39)	
	Utilization against buyback of shares [Refer note 12(b)]	-		(2,283.07)	
	Transferred to Capital Redemption Reserve [Refer note 12(b)]	-		(19.75)	
	Tax and expenses (net of tax) on buyback [Refer note 12(b)]	-		(564.64)	
	Other Comprehensive Income / (Loss) (net of tax)	10.26	4,130.62	(50.17)	7,896.65
<b>e)</b>	<b>Capital Redemption Reserve [Refer footnote (iv)]</b>				
	Opening Balance	73.35		53.60	
	Add:-Transferred from retained earnings [Refer note 12(b)]	-	73.35	19.75	73.35
	<b>Total Reserves and Surplus</b>	<b>9,628.85</b>		<b>13,344.87</b>	

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	As at	
	March 31, 2023	March 31, 2022
<b>13(ii) Other Reserves</b>		
<b>Hedging Reserve Account (Cash flow Hedge) [Refer footnote (v)]</b>		
Opening Balance	8.30	9.62
Transferred pursuant to scheme of arrangement (Refer note 38)	(8.30)	-
Add / (less) :-		
Impact of restatement of derivative on Receivables	-	(1.46)
Impact of restatement of derivative on Term Loan	-	4.05
Impact of restatement of interest	-	(0.14)
Movement in Derivative Instrument Fair Value Asset/ (Liability)	-	(3.77)
<b>Total Other Reserves</b>	-	<b>8.30</b>

**Footnotes:**

- (i) Capital reserve represents the reserve created on Amalgamation and Business Combinations.
- (ii) 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) During the year, the Company has transferred employee stock option outstanding of Rs. 0.12 Million (Previous year Rs. 2.36 Million) to retained earnings on account of lapse of vested options.
- (iv) As per Companies Act, 2013, capital redemption reserve is created when Company purchases its own shares out of free reserves or security premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve. The reserve can be utilised in accordance with the provisions of Section 69 of Companies Act, 2013.
- (v) The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., revenue, as described in Note 29. 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.

**14 Financial Liabilities**

	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>14(i) Borrowings</b>				
	<b>Non-Current</b>		<b>Current Maturities</b>	
- Deferred payment liabilities	-	5.31	5.31	4.86
	-	<b>5.31</b>	<b>5.31</b>	<b>4.86</b>

**Details of Interest and Security given against loans :-**

During the previous year, the Company had repaid foreign currency loan of USD 0.96 Million equivalent to Rs. 66.67 Million which was fully hedged by converting it from the floating rate in USD 3 Month Libor with spread of 135 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 68.98, through full maturity of the loan. The said loan was secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurugram. The rate of interest on fully hedged equivalent loan amount was fixed at 9.25% p.a. for the tenure of the loan.

	As at	
	March 31, 2023	March 31, 2022
<b>14(ii) Trade Payables</b>		
	<b>Current</b>	
Total outstanding dues of creditors other than micro enterprises and small enterprises	184.34	368.91
Total outstanding dues of micro enterprises and small enterprises	13.30	33.48
Trade Payables to related parties	22.87	199.06
	<b>220.51</b>	<b>601.45</b>

Trade payables are non-interest bearing and are normally settled on 45 days term.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

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:

Particulars	As at	
	March 31, 2023	March 31, 2022
a) The principal amount and the interest due thereon remaining unpaid to any supplier		
i) Principal amount	13.30	33.48
ii) Interest thereon	0.00	0.00
b) The amount of payment made to the supplier beyond the appointed day and the interest thereon, during an accounting year		
i) Principal amount	1.23	12.81
ii) Interest thereon	0.01	0.03
c) 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	-	-
d) The amount of interest accrued and remaining unpaid at the end of accounting year	-	0.00
e) 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, 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	13.30	-	-	-	-	13.30
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	34.18	20.31	9.55	1.52	12.47	78.03
<b>Total</b>	<b>47.48</b>	<b>20.31</b>	<b>9.55</b>	<b>1.52</b>	<b>12.47</b>	<b>91.33</b>
Add: Unbilled dues						129.18
<b>Total trade payables</b>						<b>220.51</b>

### Ageing of trade payables as at March 31, 2022\*

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	33.48	-	-	-	-	33.48
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	148.42	133.95	2.05	1.46	31.32	317.20
<b>Total</b>	<b>181.90</b>	<b>133.95</b>	<b>2.05</b>	<b>1.46</b>	<b>31.32</b>	<b>350.68</b>
Add: Unbilled dues						250.77
<b>Total trade payables</b>						<b>601.45</b>

\*There are no disputed trade payables.

14(iii) Other Financial Liabilities	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-Current		Current	
Unpaid dividends *	-	-	10.41	10.43
Security Deposits	0.50	0.52	-	-
Other Payables **	5.43	0.80	112.88	387.57
	<b>5.93</b>	<b>1.32</b>	<b>123.29</b>	<b>398.00</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. 1.07.24 Million (Previous year Rs. 307.50 Million), Payables to related parties Rs. 1.97 Million (Previous year Rs. 7.52 Million) and Capital Creditors amounting to Rs. 0.31 Million (Previous year Rs. 13.84 Million).

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

15 Provisions	As at	
	March 31, 2023 Current	March 31, 2022
Provision for Employee Benefits :		
-Provision for Gratuity (Refer note 26)	45.89	170.60
-Provision for Compensated Absences	30.92	93.04
Other Provisions	4.78	44.57
	<b>81.59</b>	<b>308.21</b>

The movement of provision towards other provisions is as below:-

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening balance	44.57	44.57
Created during the year	4.78	-
Utilised/(Written back) during the year	(44.57)	-
<b>Closing balance</b>	<b>4.78</b>	<b>44.57</b>

16 Other Liabilities	As at			
	March 31, 2023 Non-Current	March 31, 2022	March 31, 2023 Current	March 31, 2022
<b>Contract Liabilities (Refer note 17.1)</b>				
-Deferred Revenue	2.67	0.79	4.34	11.25
-Advances from Customers	-	-	234.18	145.86
Statutory Dues*	-	-	35.91	105.61
	<b>2.67</b>	<b>0.79</b>	<b>274.43</b>	<b>262.72</b>

\*Statutory Dues mainly includes withholding tax and Contribution to Provident fund etc.

17 Revenue From Operations	Year ended	
	March 31, 2023	March 31, 2022
Sale of products : Courseware	45.26	45.62
Sale of Services	1,529.20	1,212.37
	<b>1,574.46</b>	<b>1,257.99</b>

### 17.1 Disclosure under Ind AS - 115 (Revenue from contracts with customers)

#### a. Disaggregated revenue information

##### Type of Services

##### From continued operation

Sale of Courseware and Training Material

	45.26	45.62
	1,529.20	1,212.37

##### Sale of Services

##### From discontinued operation

Sale of Services (Refer note 37)

	0.26	3,194.30
	<b>1,574.72</b>	<b>4,452.29</b>

##### Timing of Revenue Recognition

Goods (Courseware, Training Material) transferred at a point in time

	45.26	45.62
	1,529.46	4,406.67
	<b>1,574.72</b>	<b>4,452.29</b>

Services transferred over time

#### b. Contract Balances

Trade Receivables [Refer note 8(iii)]

	142.47	889.90
--	--------	--------

Contract Assets [Refer note 8(ii)]

	186.67	158.48
--	--------	--------

Contract Liabilities (Refer note 16)

	(241.19)	(157.90)
	<b>87.95</b>	<b>890.48</b>

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days. A sum of Rs. 8.41 Million (Previous year Rs. (3.80) Million) is recognised as allowance for doubtful debts (net of reversal) on trade receivables during the year.

Unbilled revenues are billed in a terms of 30 - 90 days. A sum of Rs. 30.65 Million (Previous year Rs. 43.28 Million) is recognised as provision for expected credit losses 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.

#### c. Reconciliation of revenue recognised in the statement of profit and loss with the contracted price:

Revenue as per contracted price	1,574.72	4,418.28
<b>Adjustments</b>		
Gain on hedging contracts	-	34.44
Discount	-	(0.43)
	<b>1,574.72</b>	<b>4,452.29</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 period and an explanation as to when the Company expects to recognize these amounts in revenue. As on March 31, 2023, 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, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

18 Other Income	Year ended	
	March 31, 2023	March 31, 2022
Interest Income		
-Interest Income on Bank and other Deposits carried at amortized cost	69.31	66.89
- Unwinding of Interest on Security Deposit	0.76	0.62
- Others	3.50	15.99
Dividend Income from Subsidiaries	5.02	743.64
Net gain on Investment carried at fair value through profit and loss	242.11	257.60
Gain on sale / disposal of Property, Plant and Equipment and Intangible assets (Net)	0.53	2.23
Gain on termination of Leases (Net)	0.06	0.89
Gain on foreign currency translation and transaction (Net)	0.93	0.89
"Recovery from Subsidiaries for Corporate and Management Support Services (Refer note 35)"	29.38	28.05
Provision for Doubtful debts written back (Refer note 29)	-	3.30
Advances from customers written back	3.39	2.01
Asset usage charges	22.78	24.83
Rent concession	0.25	1.21
Other non-operating income	15.97	1.66
	<b>393.99</b>	<b>1,149.81</b>

19 Employee Benefits Expenses#	Year ended	
	March 31, 2023	March 31, 2022
Salary, Wages and Bonus	900.42	671.23
Contribution to Provident and Other Funds* (Refer note 26)	53.60	41.35
Share Based Payments (Refer note 27)	61.94	25.80
Staff Welfare expense	16.34	13.63
	<b>1,032.30</b>	<b>752.01</b>

# Net of Rs. 65.03 Million (Previous year Rs. 62.97 Million) capitalised in intangible assets (Refer note 6).

\* 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.

20 Finance Costs	Year ended	
	March 31, 2023	March 31, 2022
Interest on lease liabilities [Refer note 7(ii)]	6.70	7.10
Interest expense	0.98	1.37
	<b>7.68</b>	<b>8.47</b>

21 Other Expenses*	Year ended	
	March 31, 2023	March 31, 2022
Equipment hiring [Refer note 7(i)]	5.26	17.51
Software subscriptions	14.17	9.82
Royalties	30.68	29.11
Freight and cartage	4.54	2.37
Rates and taxes	0.48	0.70
Power & fuel	5.17	3.41
Communication	8.78	9.66
Legal and professional (Refer note 23)	95.93	74.52
Travelling and conveyance	31.89	8.96
Allowance for doubtful debts (Refer note 29)	8.41	-



## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended		
	March 31, 2023	March 31, 2022	
21 Other Expenses* (Contd...)			
Bad debts written off	-	13.07	
Less:- Provision for doubtful debts written back	-	(13.07)	-
Allowance for doubtful advances and other receivables	8.38		4.43
Advances written off	10.54	3.00	
Less:- Provision for advances written back	(10.54)	(3.00)	-
Insurance	3.34		1.70
Repairs and maintenance			
- Plant and Machinery	2.76		3.10
- Buildings	1.08		0.21
- Others	5.90		4.96
Consumables	14.99		4.37
Security and administration services	6.94		5.71
Bank charges	0.38		0.31
Donation	0.10		-
Marketing and advertising expenses	222.31		191.14
Sundry expenses	0.69		1.30
	<u>472.18</u>		<u>373.29</u>

\* Net of Rs. 19.91 Million (Previous year Rs. 7.64 Million) capitalised in intangible assets (Refer note 6).

	Year ended		
	March 31, 2023	March 31, 2022	
22 Corporate Social Responsibility Expenditure (Refer note 38)*			
a) Gross amount required to be spent by the Company during the year	15.25		5.60
b) Amount approved by the board to be spent during the year	15.30		5.70
c) Amount spent during the year:			
-Construction/acquisition of any asset	-		-
-On purposes other than above	15.30		5.70
d) Details of related party transactions in relation to CSR expenditure			
-Contribution to NIIT Institute of Information Technology	15.30		5.70
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 2022-23 & 2021-22)	

\*During the previous year, entire amount has been allocated to CLG Business undertaking pursuant to scheme of arrangement.

	Year ended		
	March 31, 2023	March 31, 2022	
23 Payment To Auditors (included in legal and professional fees and exceptional items)			
Audit Fee	9.72		8.07
Tax Audit Fee	-		0.52
Limited Review Fee	3.68		3.68
For other Certification#	0.35		2.48
For reimbursement of expenses (excluding GST)	0.88		0.69
	<u>14.63</u>		<u>15.44</u>

# Fees of Rs. Nil (Previous year Rs. 0.12 Million) for buyback certification has been charged to retained earnings as part of buyback expenses. Further Fee of Rs. Nil (Previous year Rs. 1.75 Million) towards Composite Scheme related certification has been charged to Exceptional items in previous year.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2023	March 31, 2022
<b>24 Exceptional Items</b>		
<b>Income :</b>		
Reversal of provision of Indirect tax litigation	6.48	-
<b>Expenses :</b>		
Legal, Professional and other costs towards Acquisition of Investment [Refer note 8(i)]	(0.29)	(3.85)
Expenses incurred towards Scheme of Arrangement (Refer note 38)	(16.12)	(19.50)
	<u>(9.93)</u>	<u>(23.35)</u>

	Year ended	
	March 31, 2023	March 31, 2022
<b>25 Tax Expense</b>		
<b>(a) Income tax expense</b>		
<b>Current tax</b>		
Current tax on profits for the year	-	(2.04)
Adjustments for current tax for earlier years	0.50	1.04
<b>Total current tax expense</b>	<u>0.50</u>	<u>(1.00)</u>
<b>Deferred tax</b>		
Deferred tax credit	(11.56)	(125.45)
<b>Total deferred tax credit</b>	<u>(11.56)</u>	<u>(125.45)</u>
<b>Income tax expense</b>	<u>(11.06)</u>	<u>(126.45)</u>

**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

	Year ended	
	March 31, 2023	March 31, 2022
<b>(Loss) / Profit before income tax expense from continuing operations</b>	<b>(154.83)</b>	<b>745.98</b>
Tax at the Indian tax rate of 25.17% (Previous year 25.17%)	(38.97)	187.76
<b>Adjustments for:</b>		
Taxes relating to earlier years	0.50	1.04
Taxes Relating to Non deductible expenses	0.03	2.41
Tax Impact of Deduction of Dividend Received from Foreign Subsidiary	-	(184.84)
Tax Impact of difference in Tax rates on account of Section 80M deduction	-	(26.52)
Tax Impact of difference in Tax rates on other timing differences	-	2.89
Reversal of Deferred Tax Liability on Mark to Market Gains	-	(20.37)
Deferred Tax on Long Term Capital Loss (Cancellation of Investment in Subsidiary) [Refer note 9 (i)]	-	(179.51)
Tax Impact of Unrecognized Timing Differences	27.38	-
Tax Impact of other adjustments	-	90.69
<b>Income tax expense</b>	<u>(11.06)</u>	<u>(126.45)</u>

	Year ended	
	March 31, 2023	March 31, 2022
<b>(Loss) / Profit before income tax expense from Discontinued operations</b>	<b>(26.91)</b>	<b>616.72</b>
Tax at the Indian tax rate of 25.17%	(6.77)	155.23
-Deferred Tax on Long Term Capital Loss (Cancellation of Investment in Subsidiary)	-	(90.72)
- Others	7.45	1.46
<b>Income tax expense</b>	<u>0.68</u>	<u>65.97</u>

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 26 Employee Benefits

#### A) Defined Contribution Plans

The Company makes contribution towards Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in Contribution to Superannuation and Other Funds in the Statement of Profit and Loss:-

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Employers' Contribution to Superannuation Fund	4.15	13.51
Employers' Contribution to Employees Pension Scheme	12.27	31.27
Employers' Contribution to Employee National Pension System	1.31	2.72
<b>Total **</b>	<b>17.73</b>	<b>47.50</b>

\*\*Includes Rs. 0.25 Million (Previous year Rs. 32.97 Million) recognised in statement of profit and loss from discontinued operations.

The Company has charged the following costs in Contribution to Other Funds in the Statement of Profit and Loss for Key Management Personnel:

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Employers' Contribution to Superannuation Fund	0.46	2.28
Employers' Contribution to Employees Pension Scheme	0.01	0.03
<b>Total</b>	<b>0.47</b>	<b>2.31</b>

#### B) Defined Benefit Plans

##### I. Provident Fund

The Company makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" ("the Trust"). The Company contributed Rs. 20.27 Million (Previous year Rs. 16.97 Million) including Rs. 0.66 Million (Previous year Rs. 3.12 Million) in respect of Key Management personnel during the year to the Trust. The same has been recognised in the statement of profit and loss under the head employee benefit expenses. The Company contributed Rs. 0.16 Million (Previous year Rs. 37.31 Million) to the trust. The same has been recognised in the statement of profit and loss from discontinued operations.

The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Company's obligation in this regard is actuarially determined and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The guidance on implementing Ind AS 19 Employee Benefits, issued by Accounting Standards Board (ASB) of The Institute of Chartered Accountants of India, states that benefits involving employer established provident fund trust, which require interest shortfall to be compensated by the employer is required to be considered as Defined Benefits Plans. The actuary has provided a valuation and based on the below mentioned assumptions, determined that there is no short fall as at March 31, 2023.

Each year, the board of trustees reviews the level of funding in the provident fund plan. Such a review includes the assets-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The board of trustees decides its contribution based on the result of this annual review.

##### i) Change in Defined Benefit Obligation

Particulars	As at	
	March 31, 2023	March 31, 2022
Present Value of Defined Benefit Obligation as at the beginning of the year	1,596.06	1,449.64
Current service cost	66.58	54.45
Acquisition cost	29.86	53.52
Interest Cost	109.29	92.25
Benefit paid	(165.09)	(151.33)
Employee Contribution	114.64	95.99
Actuarial (gain)/ loss on Obligations	15.56	1.54
<b>Present Value of Defined Benefit Obligation as at the end of the year</b>	<b>1,766.90</b>	<b>1,596.06</b>

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		As at	
		March 31, 2023	March 31, 2022
(ii)	<b>Change in Fair value of Assets:-</b>		
	<b>Particulars</b>		
	Fair value of Plan Assets as at the beginning of the year	1,816.73	1,665.19
	Benefit paid	(165.09)	(151.33)
	Employee Contribution	114.64	95.99
	Acquisition Adjustment	29.86	53.52
	Interest Income on Plan Assets	109.29	92.25
	Return on plan assets greater/(lesser) than discount rate	(60.24)	6.66
	Employers' Contribution	66.58	54.45
	<b>Fair value of Plan Assets as at the end of the year</b>	<b>1,911.77</b>	<b>1,816.73</b>
(iii)	<b>Estimated Net Asset/ (Liability) recognised in the Balance Sheet :</b>		
	<b>Particulars</b>		
	Present value of Defined Benefit Obligation	1,766.90	1,596.06
	Fair Value of Plan Assets	1,911.77	1,816.73
	Funded Status [Surplus/(Deficit)] with the trust	144.87	220.67
	<b>Net Asset/(Liability) recognised in the Balance Sheet</b>	<b>-</b>	<b>-</b>
(iv)	<b>Assumptions used in accounting for provident fund:-</b>		
	<b>Particulars</b>		
	Discount Rate (per annum)	7.25%	6.75%
	EPFO Rate	8.15%	8.10%
	Expected return of exempt fund	7.75%	7.50%
(v)	<b>Investment details of Plan Assets:-</b>		
	<b>Particulars</b>		
	Government Securities	51.33%	60.81%
	Debt Instruments	36.86%	32.50%
	Equities	2.13%	1.06%
	Short term Debt Instruments	9.68%	5.63%
	<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>
II.	<b>Gratuity Fund - Funded</b>		
	<b>Particulars</b>		
		<b>Year ended</b>	
		<b>March 31, 2023</b>	<b>March 31, 2022</b>
i)	<b>Change in Present value of Obligation:-</b>		
	Present value of obligation as at beginning of the year	356.91	270.72
	Transferred pursuant to scheme of arrangement (Refer note 38)	(259.22)	-
	Interest cost	8.26	16.08
	Current service cost	10.58	32.48
	Benefits paid	(3.18)	(27.09)
	Acquisition cost / (credit)	0.14	0.22
	Actuarial loss on experience	(2.92)	9.37
	Actuarial loss on financial assumption	(10.56)	55.13
	<b>Present value of obligation as at the year end</b>	<b>100.01</b>	<b>356.91</b>
(ii)	<b>Change in Fair value of Plan Assets:-</b>		
	<b>Particulars</b>		
	Fair value of Plan Assets as at the beginning of the year	186.31	66.73
	Transferred pursuant to scheme of arrangement (Refer note 38)	(134.97)	-
	Expected return on Plan Assets	2.80	7.75
	Contributions	2.78	141.25
	Acquisition adjustment	0.14	0.22
	Benefits Paid	(3.18)	(27.09)
	Return on plan assets (lesser) than discount rate	0.24	(2.55)
	<b>Fair value of Plan Assets as at the end of the year</b>	<b>54.12</b>	<b>186.31</b>

Estimated contributions for the year ended on March 31, 2024 is Rs. 45.89 Million (Previous year Rs. 170.60 Million).

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 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, 2023	54.12	100.01	(45.89)
As at March 31, 2022	186.31	356.91	(170.60)

(iv) Gratuity Cost recognised in the Statement of Profit and Loss:-	Year ended	
	March 31, 2023	March 31, 2022
<b>Particulars</b>		
Current service cost	10.58	32.48
Net interest on net defined benefit liability / (asset)	5.46	8.33
<b>Expense recognised in the Statement of Profit and Loss*</b>	<b>16.04</b>	<b>40.81</b>

\*Includes Rs. 0.18 Million (Previous year Rs. 30.94 Million) recognised in statement of profit and loss from discontinued operations.

(v) Gratuity Cost recognised through Other Comprehensive Income:-	Year ended	
	March 31, 2023	March 31, 2022
<b>Particulars</b>		
Actuarial loss on experience	(2.92)	9.37
Actuarial loss on financial assumption	(10.56)	55.13
Return on plan assets lesser than discount rate	(0.24)	2.55
<b>Expense recognised through other comprehensive income</b>	<b>(13.72)</b>	<b>67.05</b>

(vi) Assumptions used in accounting for gratuity plan:-	As at	
	March 31, 2023	March 31, 2022
Discount Rate (Per Annum)	7.25%	6.75%
Future Salary Increase	10.00%	16% for next two years and 10% thereafter
Expected Rate of return on plan assets	7.37%	7.15%

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, 2023	March 31, 2023	March 31, 2023
Discount rate	0.50%	(3.04)	3.25
Salary growth rate	0.50%	3.12	(2.94)
Withdrawal rate	5.00%	(4.78)	5.21

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2022	March 31, 2022	March 31, 2022
Discount rate	0.50%	(13.88)	14.87
Salary growth rate	0.50%	13.97	(13.18)
Withdrawal rate	5.00%	(25.54)	26.08

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 period) has been applied for calculating the defined benefit liability recognised in the balance sheet.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 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.

### 27 Share Based Payments (Refer note 38)

#### (a) Employee option plan

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2 each (Rs. 10 each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

Pursuant to Scheme of the 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.

#### i) Summary of options granted under plan:

Particulars	March 31, 2023		March 31, 2022	
	Average exercise price per share option*	Number of options	Average exercise price per share option	Number of options
Opening balance	78.13	7,188,894	89.14	5,637,204
Granted during the year	151.34	3,070,000	289.49	3,260,000
Exercised during the year	37.45	697,113	77.66	1,397,263
Forfeited/ Lapsed during the year	143.08	236,674	92.32	311,047
<b>Closing balance</b>	<b>103.63</b>	<b>9,325,107</b>	<b>182.09</b>	<b>7,188,894</b>
<b>Vested and Exercisable</b>		<b>3,846,773</b>		<b>2,778,894</b>

#### ii) Share options outstanding at the end of year have following expiry date and exercise prices

Grant	Vests	Grant date	Vesting date	Expiry date	March 31, 2023		March 31, 2022	
					Exercise price*	Share options outstanding	Exercise price	Share options outstanding
Grant 10	Vest I	28-Aug-14	28-Aug-15	28-Aug-20	21.35	-	49.75	-
	Vest II	28-Aug-14	28-Aug-16	28-Aug-21	21.35	-	49.75	-
	Vest III	28-Aug-14	28-Aug-17	28-Aug-22	21.35	-	49.75	2
Grant 12	Vest I	24-Jun-15	24-Jun-16	24-Jun-21	17.85	-	41.60	-
	Vest II	24-Jun-15	24-Jun-17	24-Jun-22	17.85	-	41.60	45,000
	Vest III	24-Jun-15	24-Jun-18	24-Jun-23	17.85	50,000	41.60	146,844
Grant 13	Vest I	17-Jul-15	17-Jul-16	17-Jul-21	22.38	-	52.15	-
	Vest II	17-Jul-15	17-Jul-17	17-Jul-22	22.38	-	52.15	33,336
	Vest III	17-Jul-15	17-Jul-18	17-Jul-23	22.38	48,846	52.15	66,684
Grant 16	Vest I	16-Jun-16	16-Jun-17	16-Jun-22	35.74	-	83.30	13,332
	Vest II	16-Jun-16	16-Jun-18	16-Jun-23	35.74	13,332	83.30	13,332
	Vest III	16-Jun-16	16-Jun-19	16-Jun-24	35.74	13,338	83.30	20,672

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** **Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Grant date	Vesting date	Expiry date	March 31, 2023		March 31, 2022	
					Exercise price*	Share options outstanding	Exercise price	Share options outstanding
Grant 17	Vest I	05-Feb-17	05-Feb-18	05-Feb-23	31.58	-	73.60	6,666
	Vest II	05-Feb-17	05-Feb-19	05-Feb-24	31.58	6,666	73.60	6,666
	Vest III	05-Feb-17	05-Feb-20	05-Feb-25	31.58	6,668	73.60	13,336
Grant 18	Vest I	23-Jun-17	23-Jun-18	23-Jun-23	39.71	63,332	92.55	140,664
	Vest II	23-Jun-17	23-Jun-19	23-Jun-24	39.71	123,664	92.55	207,330
	Vest III	23-Jun-17	23-Jun-20	23-Jun-25	39.71	179,340	92.55	233,340
Grant 19	Vest I	27-Jul-17	27-Jul-18	27-Jul-23	38.13	88,333	88.85	93,333
	Vest II	27-Jul-17	27-Jul-19	27-Jul-24	38.13	93,333	88.85	93,333
	Vest III	27-Jul-17	27-Jul-20	27-Jul-25	38.13	93,334	88.85	93,334
Grant 21	Vest I	25-Jun-18	25-Jun-19	25-Jun-24	41.26	115,000	96.15	120,000
	Vest II	25-Jun-18	25-Jun-20	25-Jun-25	41.26	115,000	96.15	140,000
	Vest III	25-Jun-18	25-Jun-21	25-Jun-26	41.26	115,000	96.15	140,000
Grant 22	Vest I	19-Jul-18	19-Jul-19	19-Jul-24	38.47	63,660	89.65	82,324
	Vest II	19-Jul-18	19-Jul-20	19-Jul-25	38.47	91,334	89.65	100,000
	Vest III	19-Jul-18	19-Jul-21	19-Jul-26	38.47	120,027	89.65	154,366
Grant 23	Vest I	23-Jan-19	23-Jan-20	23-Jan-25	40.19	-	93.65	-
	Vest II	23-Jan-19	23-Jan-21	23-Jan-26	40.19	-	93.65	20,000
	Vest III	23-Jan-19	23-Jan-22	23-Jan-27	40.19	20,000	93.65	50,000
Grant 24	Vest I	16-Jul-19	16-Jul-20	16-Jul-25	42.48	140,000	99.00	140,000
	Vest II	16-Jul-19	16-Jul-21	16-Jul-26	42.48	140,000	99.00	140,000
	Vest III	16-Jul-19	16-Jul-22	16-Jul-27	42.48	140,000	99.00	140,000
Grant 25	Vest I	10-Jul-20	10-Jul-21	10-Jul-26	40.51	345,000	94.40	385,000
	Vest II	10-Jul-20	10-Jul-22	10-Jul-27	40.51	425,000	94.40	425,000
	Vest III	10-Jul-20	10-Jul-23	10-Jul-28	40.51	425,000	94.40	425,000
Grant 26	Vest I	28-Sep-20	28-Sep-21	28-Sep-26	54.77	55,000	127.65	55,000
	Vest II	28-Sep-20	28-Sep-22	28-Sep-27	54.77	55,000	127.65	55,000
	Vest III	28-Sep-20	28-Sep-23	28-Sep-28	54.77	55,000	127.65	55,000
Grant 27	Vest I	07-Dec-20	07-Dec-21	07-Dec-26	74.75	-	174.20	25,000
	Vest II	07-Dec-20	07-Dec-22	07-Dec-27	74.75	25,000	174.20	25,000
	Vest III	07-Dec-20	07-Dec-23	07-Dec-28	74.75	25,000	174.20	25,000
Grant 28	Vest I	03-Jun-21	03-Jun-22	03-Jun-27	80.61	35,000	187.85	50,000
	Vest II	03-Jun-21	03-Jun-23	03-Jun-28	80.61	50,000	187.85	50,000
	Vest III	03-Jun-21	03-Jun-24	03-Jun-29	80.61	50,000	187.85	50,000
Grant 29	Vest I	18-Jun-21	18-Jun-22	18-Jun-27	113.39	356,666	264.25	356,666
	Vest II	18-Jun-21	18-Jun-23	18-Jun-28	113.39	356,666	264.25	356,666
	Vest III	18-Jun-21	18-Jun-24	18-Jun-29	113.39	356,668	264.25	356,668
Grant 30	Vest I	23-Aug-21	23-Aug-22	23-Aug-27	133.11	669,900	310.20	680,000
	Vest II	23-Aug-21	23-Aug-23	23-Aug-28	133.11	650,000	310.20	680,000
	Vest III	23-Aug-21	23-Aug-24	23-Aug-29	133.11	650,000	310.20	680,000
Grant 31	Vest I	19-Jul-22	19-Jul-23	19-Jul-28	151.34	736,666	-	-
	Vest II	19-Jul-22	19-Jul-24	19-Jul-29	151.34	736,666	-	-
	Vest III	19-Jul-22	19-Jul-25	19-Jul-30	151.34	736,668	-	-
Grant 32	Vest I	19-Jul-22	15-May-25	15-May-30	151.34	20,000	-	-
Grant 33	Vest I	19-Jul-22	23-Aug-25	23-Aug-30	151.34	640,000	-	-
Grant 34	Vest I	26-Aug-22	26-Aug-23	26-Aug-28	151.00	10,000	-	-
	Vest II	26-Aug-22	26-Aug-24	26-Aug-29	151.00	10,000	-	-
	Vest III	26-Aug-22	26-Aug-25	26-Aug-30	151.00	10,000	-	-

\* Adjusted pursuant to the Scheme of arrangement (Refer note 38).

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 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	March 31, 2023	March 31, 2022	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate	March 31, 2023	March 31, 2022
		Market price*						Fair value*	
Grant 10	Vest I	21.35	49.75	40.75%	3.50	8.78%	3.96%	6.65	15.50
	Vest II	21.35	49.75	39.51%	4.50	8.73%	3.96%	7.13	16.61
	Vest III	21.35	49.75	46.99%	5.50	8.70%	3.96%	8.49	19.78
Grant 12	Vest I	17.85	41.60	42.73%	3.50	7.95%	3.50%	5.77	13.45
	Vest II	17.85	41.60	41.13%	4.50	7.93%	3.50%	6.17	14.38
	Vest III	17.85	41.60	39.89%	5.50	7.92%	3.50%	6.47	15.07
Grant 13	Vest I	22.38	52.15	43.53%	3.50	7.79%	3.50%	7.30	17.01
	Vest II	22.38	52.15	41.89%	4.50	7.86%	3.50%	7.81	18.21
	Vest III	22.38	52.15	40.55%	5.50	7.90%	3.50%	8.19	19.08
Grant 16	Vest I	35.74	83.30	48.89%	3.50	7.52%	3.01%	13.00	30.30
	Vest II	35.74	83.30	45.98%	4.50	7.52%	3.01%	13.68	31.88
	Vest III	35.74	83.30	44.05%	5.50	7.52%	3.01%	14.23	33.17
Grant 17	Vest I	31.58	73.60	48.75%	3.50	6.41%	3.01%	11.10	25.87
	Vest II	31.58	73.60	45.93%	4.50	6.41%	3.01%	11.64	27.13
	Vest III	31.58	73.60	44.36%	5.50	6.41%	3.01%	12.14	28.29
Grant 18	Vest I	39.71	92.55	47.76%	3.50	6.45%	2.35%	14.36	33.47
	Vest II	39.71	92.55	46.09%	4.50	6.45%	2.35%	15.48	36.08
	Vest III	39.71	92.55	43.93%	5.50	6.45%	2.35%	16.14	37.61
Grant 19	Vest I	38.13	88.85	47.64%	3.50	6.45%	2.35%	13.76	32.06
	Vest II	38.13	88.85	45.78%	4.50	6.45%	2.35%	14.79	34.46
	Vest III	38.13	88.85	43.85%	5.50	6.45%	2.35%	15.04	35.05
Grant 21	Vest I	41.26	96.15	44.86%	3.50	7.80%	1.43%	15.79	36.79
	Vest II	41.26	96.15	47.55%	4.50	7.80%	1.43%	18.37	42.81
	Vest III	41.26	96.15	46.15%	5.50	7.80%	1.43%	19.64	45.76
Grant 22	Vest I	38.47	89.65	45.06%	3.50	7.77%	1.43%	14.75	34.37
	Vest II	38.47	89.65	47.63%	4.50	7.77%	1.43%	17.13	39.92
	Vest III	38.47	89.65	46.30%	5.50	7.77%	1.43%	18.33	42.71
Grant 23	Vest I	40.19	93.65	43.80%	3.50	7.53%	1.43%	15.01	34.98
	Vest II	40.19	93.65	45.29%	4.50	7.53%	1.43%	17.22	40.12
	Vest III	40.19	93.65	46.75%	5.50	7.53%	1.43%	19.11	44.53
Grant 24	Vest I	42.48	99.00	42.39%	3.50	6.53%	1.10%	15.36	35.79
	Vest II	42.48	99.00	44.87%	4.50	6.53%	1.10%	17.97	41.88
	Vest III	42.48	99.00	47.04%	5.50	6.53%	1.10%	20.22	47.12
Grant 25	Vest I	40.51	94.40	43.86%	3.50	5.82%	2.67%	13.15	30.65
	Vest II	40.51	94.40	42.96%	4.50	5.82%	2.67%	14.29	33.31
	Vest III	40.51	94.40	44.66%	5.50	5.82%	2.67%	15.80	36.83
Grant 26	Vest I	54.77	127.65	45.58%	3.50	6.00%	3.07%	17.95	41.84
	Vest II	54.77	127.65	43.43%	4.50	6.00%	3.07%	18.98	44.24
	Vest III	54.77	127.65	45.53%	5.50	6.00%	3.07%	21.03	49.02
Grant 27	Vest I	74.75	174.20	46.55%	3.50	5.92%	3.07%	24.85	57.92
	Vest II	74.75	174.20	44.09%	4.50	5.92%	3.07%	26.14	60.91
	Vest III	74.75	174.20	45.80%	5.50	5.92%	3.07%	28.75	66.99



## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	March 31, 2023	March 31, 2022	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate	March 31, 2023	March 31, 2022
		Market price*						Fair value*	
Grant 28	Vest I	80.61	187.85	46.77%	3.50	6.01%	3.15%	26.83	62.53
	Vest II	80.61	187.85	45.32%	4.50	6.01%	3.15%	28.69	66.86
	Vest III	80.61	187.85	44.62%	5.50	6.01%	3.15%	30.27	70.55
Grant 29	Vest I	113.39	264.25	48.34%	3.50	6.01%	3.15%	38.76	90.34
	Vest II	113.39	264.25	46.57%	4.50	6.01%	3.15%	41.22	96.06
	Vest III	113.39	264.25	45.60%	5.50	6.01%	3.15%	43.28	100.87
Grant 30	Vest I	133.11	310.20	48.68%	3.50	6.23%	3.52%	44.98	104.83
	Vest II	133.11	310.20	47.25%	4.50	6.23%	3.52%	47.90	111.63
	Vest III	133.11	310.20	45.32%	5.50	6.23%	3.52%	49.30	114.89
Grant 31	Vest I	151.34	-	53.29%	3.50	7.45%	3.48%	56.96	-
	Vest II	151.34	-	51.29%	4.50	7.45%	3.48%	60.32	-
	Vest III	151.34	-	49.66%	5.50	7.45%	3.48%	62.58	-
Grant 32	Vest I	151.34	-	50.10%	5.30	7.45%	3.48%	62.32	-
Grant 33	Vest I	151.34	-	49.40%	5.60	7.45%	3.48%	62.67	-
Grant 34	Vest I	151.00	-	52.92%	3.50	7.23%	3.48%	56.21	-
	Vest II	151.00	-	51.09%	4.50	7.23%	3.48%	59.64	-
	Vest III	151.00	-	49.54%	5.50	7.23%	3.48%	61.92	-

\*Adjusted pursuant to the Scheme of arrangement (Refer note 38).

### b) Expense arising from share-based payment transactions

Particulars	March 31, 2023	March 31, 2022
Expenses charged to statement of Profit and Loss based on fair value of options*	61.94	25.80

\*Excluding Share based payments expenses charged in discontinued operations in statement of profit and loss Rs. Nil (Previous year Rs. 63.88 Million).

## 28 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.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### Financial instruments by category and hierarchy of measurement

Particulars	March 31, 2023				March 31, 2022			
	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	5,207.93	-	-	250.00	5,688.16	-	-	1,447.00
Trade receivables	-	-	-	142.47	-	-	-	889.90
Cash and cash equivalents	-	-	-	18.99	-	-	-	57.99
Bank balances other than above	-	-	-	31.52	-	-	-	940.66
Other financial assets	-	-	-	1,121.02	-	-	-	1,560.86
Derivative assets	-	-	-	-	-	7.91	8.29	-
<b>Total financial assets</b>	<b>5,207.93</b>	<b>-</b>	<b>-</b>	<b>1,564.00</b>	<b>5,688.16</b>	<b>7.91</b>	<b>8.29</b>	<b>4,896.41</b>
<b>Financial liabilities</b>								
Borrowings	-	-	-	5.31	-	-	-	10.17
Lease liabilities	-	-	-	65.47	-	-	-	77.38
Trade payables	-	-	-	220.51	-	-	-	601.45
Other financial liabilities	-	-	-	129.22	-	-	-	399.32
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>420.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,088.32</b>

As of March 31, 2023 and March 31, 2022, the fair value of cash and bank balances, trade receivables, other financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the nature of these instruments.

### 29 Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include 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 amounting to Rs. 142.47 Million as of March 31, 2023 (Previous year Rs. 889.90 Million) and unbilled revenue amounting to Rs. 186.67 Million as of March 31, 2023 (Previous year Rs. 158.48 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, 2023:

#### Reconciliation of loss allowance provision

Particulars	Trade Receivables	Unbilled Revenue
<b>Loss allowance as on April 1, 2021</b>	<b>329.79</b>	<b>48.03</b>
Less: Reversal of Provision for Expected credit loss*	(3.80)	-
Less: Bad Debts written off	(13.07)	-
Add: Provision for Expected credit loss*	-	43.28
<b>Loss allowance as on March 31, 2022</b>	<b>312.92</b>	<b>91.31</b>
<b>Transferred pursuant to scheme of arrangement (Refer note 38)</b>	<b>-</b>	<b>(2.89)</b>
Less: Bad Debts/Unbilled Revenue written off	(1.24)	(34.44)
Add: Provision for Expected credit loss*	8.41	30.65
<b>Loss allowance as on March 31, 2023</b>	<b>320.09</b>	<b>84.63</b>

\*Provision (net of reversal) for expected credit loss in unbilled revenue and trade receivables includes Rs. 30.65 Million (Previous year Rs. 42.78 Million) recognised in statement of profit and loss in discontinued operations.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (B) Liquidity risk

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

#### (i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

##### Contractual maturities of financial liabilities:

Particulars	Less than 1 year	Between 1 and 2 years	Beyond 2 years	Total
<b>March 31, 2023</b>				
Borrowings	5.31	-	-	5.31
Trade payables	220.51	-	-	220.51
Lease liabilities	13.48	13.85	38.14	65.47
Other financial liabilities	123.29	-	5.93	129.22
	<b>362.59</b>	<b>13.85</b>	<b>44.07</b>	<b>420.51</b>
<b>March 31, 2022</b>				
Borrowings	4.86	5.31	-	10.17
Trade payables	601.45	-	-	601.45
Lease liabilities	18.73	14.43	44.22	77.38
Other financial liabilities	398.00	-	1.32	399.32
	<b>1,023.04</b>	<b>19.74</b>	<b>45.54</b>	<b>1,088.32</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 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 Company's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The Company 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 Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP, EUR, CAD, CNY 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 period expressed in Rs., are as follows

Particulars	March 31, 2023	March 31, 2022
<b>Financial assets</b>		
Trade receivables		
USD	9.26	511.69
GBP	-	63.93
EUR	2.96	96.08
CAD	-	66.77
CNY	19.12	16.69
Others	5.91	9.05
<b>Net exposure to foreign currency risk (assets)</b>	<b>37.25</b>	<b>764.21</b>

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** **Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

Particulars	March 31, 2023	March 31, 2022
<b>Financial liabilities</b>		
Trade payables		
USD	-	101.50
GBP	-	30.44
NOK	-	33.74
EUR	-	17.04
Others	-	2.83
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>-</b>	<b>185.55</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, 2023		Impact on Profit and Loss for the year ended March 31, 2022	
	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	0.09	(0.09)	4.10	(4.10)
GBP	0.00	0.00	0.33	(0.33)
NOK	0.00	0.00	(0.34)	0.34
EUR	0.03	(0.03)	0.79	(0.79)
CAD	0.00	0.00	0.67	(0.67)
CNY	0.19	(0.19)	0.17	(0.17)
Others	0.06	(0.06)	0.06	(0.06)
<b>Total</b>	<b>0.37</b>	<b>(0.37)</b>	<b>5.78</b>	<b>(5.78)</b>

\* Holding all other variables constant

USD: United States Dollar, GBP: Great Britain Pound sterling, NOK: Norwegian Krone, EUR: Euro, CAD: Canadian Dollar, CNY: Chinese yuan renminbi

**Notes to the Standalone Financial Statements for the year ended March 31, 2023**

**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, 2023</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	-	-	-	-	-	-	-	-	-
(ii) Foreign currency borrowing	-	-	-	-	-	-	-	-	-
<b>Interest rate risk</b>									
(i) Interest rate swap	-	-	-	-	-	-	-	-	-
<b>March 31, 2022</b>									
<b>Foreign Exchange Risk</b>									
(i) Foreign exchange forward contracts	1,438.96	-	16.20	-	April 2022 to March 2023	1:1	Euro:- 89.83 USD:- 77.77 GBP:- 104.43 CAD:- 61.31	(1.46)	1.46
(ii) Foreign currency borrowing	-	-	-	-	-	1:1	-	(4.05)	4.05
<b>Interest rate risk</b>									
(i) Interest rate swap	-	-	-	-	April 2021 to April 2021	1:1	9.25%	3.77	(3.77)

\*The foreign exchange forward 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 loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The national amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 30 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 debts.

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.

Loans availed by the Company are subject to certain financial covenants and the Company 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, 2023.

Particulars	March 31, 2023	March 31, 2022
Borrowings [Refer note 14(i)]	5.31	10.17
Lease liabilities[Refer note7(ii)]	65.47	77.38
<b>Total Debt (A)</b>	<b>70.78</b>	<b>87.55</b>
Equity share capital [Refer note 12(b)]	269.14	267.74
Other equity (Refer note 13)	9,628.85	13,353.17
<b>Total Equity (B)</b>	<b>9,897.99</b>	<b>13,620.91</b>
<b>(Loss) / Profit after tax (C)</b>	<b>(171.36)</b>	<b>1,423.17</b>
Opening Shareholders equity	13,620.91	15,651.60
Closing Shareholders equity	9,897.99	13,620.91
<b>Average Shareholder's Equity (D)</b>	<b>11,759.45</b>	<b>14,636.26</b>
<b>Debt equity ratio (A/B)</b>	<b>0.01</b>	<b>0.01</b>
<b>Return on equity Ratio (%) (C/D)</b>	<b>(1.5%)</b>	<b>9.7%</b>

### 31 Contingent Liabilities

#### a) Claims against the Company not acknowledged as debts:-

	As at	
	March 31, 2023	March 31, 2022
Customers	6.62	6.49
Indemnification related to sale of investments in Coforge Limited	2,589.10	2,393.22
Works Contract Tax	-	31.32
Customs Duty	4.80	4.80
Income Tax	41.41	44.50
Others*	17.98	17.98
	<b>2,659.91</b>	<b>2,498.31</b>

\*It pertains to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting.

The Company does not expect any reimbursements in respect of the above.

- b) The Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Company and on merits, the Tribunal has allowed some of the issues and dismissed others which were referred back to the assessing officer for fresh examination. The Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/quantified demands. Based on legal opinion, the Company has fair chances of obtaining adequate relief before the Appellate Authorities.

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

Serious Fraud Investigation Office ('SFIO') has filed a case against one of the past vendors, from whom the Company has obtained certain services during FY 2002-05, which are also the subject matter of the above-mentioned matter u/s 263. Recently, the Company has received a copy of partial complaint from the Court of ACMM, Delhi, who has made the Company also a party to the above case. While the Company has requested for a complete copy of complaint, which is yet to be received, based on the legal advice the matter is not maintainable and accordingly the Company has filed a revision petition challenging the summoning order of the Court, which is pending to be heard.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### c) Guarantees

- i. Bank Guarantees issued by Bankers outstanding at the end of the year Rs. 7.59 Million (Previous year Rs. 8.99 Million).
- ii. Corporate Guarantee issued to ICICI Bank Canada to secure loan of Rs. Nil (Previous year Rs. 304.02 Million [CAD 5.00 Million]), [Amount Outstanding at the end of the year Rs. Nil [CAD Nil], (Previous year Rs. 48.64 Million [CAD .80 Million]) availed by NIIT Learning Solutions (Canada) Limited.\*
- iii. Corporate Guarantee issued to ICICI Bank UK for availing working capital limits on behalf of NIIT Limited, UK Rs. Nil (GBP Nil) (Previous year Rs. 419.28 Million (GBP 4.20 Million), [Amount Outstanding at the end of the year Rs. Nil (Previous year GBP Nil)].\*

\*Pursuant to Scheme of Arrangement the above Guarantees have been transferred to NLSL.

### 32 Capital and Other Commitments

- (a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 1.92 Million (Previous year Rs. 22.68 Million).
- (b) For commitments related to lease arrangements, Refer note 7.

### 33 Dividend

#### Declared and paid during the year and previous year

#### Cash dividends on equity shares declared and paid:

	Year ended	
	March 31, 2023	March 31, 2022
Final dividend for the F.Y. 2021-22: Nil (F.Y. 2020-21: Rs. 2.50 per share)	-	333.17
Interim dividend for the F.Y. 2022-23 : Nil (F.Y. 2021-22:Rs. 3.00 per share)	-	401.22
	-	<b>734.39</b>

### 34 Earnings Per Share

	Year ended	
	March 31, 2023	March 31, 2022
<b>From Continuing operations</b>		
(Loss) / Profit attributable to Equity Shareholders (Rs. Million) (A)	(143.77)	872.43
<b>From Discontinued operations</b>		
(Loss) / Profit attributable to Equity Shareholders (Rs. Million) (B)	(27.59)	550.74
<b>From Continuing and Discontinued operations</b>		
(Loss) / Profit attributable to Equity Shareholders (Rs. Million) (C)	(171.36)	1,423.17
Weighted average number of Equity Shares outstanding during the year (Nos.) – (D)	134,309,442	134,430,448
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	3,253,292	3,209,571
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (E)	137,562,734	137,640,019
Nominal Value of Equity Shares (Rs.)	2	2
<b>From Continuing operations</b>		
Basic (Loss) / Earnings per Share (Rs.) (A/D)	(1.07)	6.49
Diluted (Loss) / Earnings per Share (Rs.) (A/E)	(1.07)	6.34
<b>From Discontinued operations</b>		
Basic (Loss) / Earnings per Share (Rs.) (B/D)	(0.21)	4.10
Diluted (Loss) / Earnings per Share (Rs.) (B/E)	(0.21)	4.00
<b>From Continuing and Discontinued operations</b>		
Basic (Loss) / Earnings per Share (Rs.) (C/D)	(1.28)	10.59
Diluted (Loss) / Earnings per Share (Rs.) (C/E)	(1.28)	10.34

### 35 Related Party Transactions :

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

##### a) Subsidiaries

- 1 NIIT Institute of Finance Banking and Insurance Training Limited
- 2 NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022)
- 3 NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
- 4 NIIT GC Limited, Mauritius
- 5 PT NIIT Indonesia, Indonesia (under liquidation)

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

- 6 NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 3)
- 7 Chengmai NIIT Information Technology Company Limited, China (Closed w.e.f. August 18, 2022, subsidiary of entity at serial no. 5)
- 8 Chongqing An Dao Education Consulting Limited, China (subsidiary of entity at serial no. 5)
- 9 NingXia NIIT Education Technology Company Limited, China (Closed w.e.f. December 6, 2022, subsidiary of entity at serial no.5)
- 10 Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no.5)
- 11 NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 5)
- 12 RPS Consulting Private Limited (w.e.f. October 01, 2021)
- 13 NIIT Learning Systems Limited\* (Formerly Mindchampion Learning Systems Limited, name changed w.e.f January 18, 2022) (NLSL)

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

### b) Entities in which Key Management Personnel of the Company and NIIT Learning Systems Limited are same #

- 1 NIIT (USA) Inc, USA
- 2 Stackroute Learning Inc, USA (subsidiary of entity at serial no. 1)
- 3 St. Charles Consulting Group, LLC (subsidiary of entity at serial no. 1 w.e.f. November 04, 2022)
- 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 international Institute Inc. USA (subsidiary of entity at serial no. 1 till June 30, 2021, merged with NIIT (USA) Inc, USA w.e.f. July 01, 2021)
- 10 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 9 till June 30, 2021, became subsidiary of entity at serial no. 1 w.e.f. July 1, 2021)
- 11 NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 1 - incorporated on February 23, 2023)
- 12 NIIT Brazil LTDA (subsidiary of entity at serial no. 1- incorporated on March 23, 2023)

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

### c) Key Management Personnel

- 1 Mr. Rajendra S Pawar (Executive Chairman w.e.f. May 24, 2023) (Non-Executive Chairman till May 23, 2023)
- 2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director)
- 3 Mr. P Rajendran (Joint Managing Director)
- 4 Mr. Sapnesh Kumar Lalla (Non-Executive Director w.e.f. May 24, 2023)(Executive Director & Chief Executive Officer till May 23, 2023)
- 5 Mr. Anand Sudarshan (Independent Director)
- 6 Mr. Ashish Kashyap (Independent Director- resigned w.e.f. August 30, 2021)
- 7 Ms. Geeta Mathur (Independent Director)
- 8 Mr. Ravinder Singh (Independent Director- resigned w.e.f. May 24, 2023)
- 9 Ms. Sangita Singh (Independent Director- resigned w.e.f. May 24, 2023)
- 10 Ms. Avani Vishal Davda (Independent Director w.e.f. June 05, 2021)
- 11 Mr. Srikanth Velamakanni (Independent Director w.e.f. May 24, 2023)
- 12 Mr. Udai Singh Pawar (Non executive Director w.e.f. August 05, 2021)
- 13 Ms. Leher Vijay Thadani (Non executive Director- resigned w.e.f. May 24, 2023)



## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

- 14 Mr. Ravindra Babu Garikipati (Independent Director w.e.f. November 11, 2021)  
 15 Mr. Sanjay Mal (Chief Financial Officer- resigned w.e.f. May 24, 2023)  
 16 Mr. Deepak Bansal (Company secretary- resigned w.e.f. May 24, 2023)  
 17 Mr. Sanjeev Bansal (Chief Financial Officer- w.e.f. May 24, 2023)  
 18 Ms. Arpita B. Malhotra (Company secretary- w.e.f. May 24, 2023)

### B. Other related parties with whom the Company has transacted:

#### a) Key Management Personnel

- 1 Ms. Renuka Thadani (Wife of Vijay K Thadani)

#### b) Parties in which the Key Management Personnel of the Company are deemed to be interested

- 1 NIIT Institute of Information Technology  
 2 NIIT University  
 3 Naya Bazaar Novelties Private Limited  
 4 NIIT Foundation  
 5 NIIT Network Services Limited

### C. Key management personnel compensation

	Year ended	
	March 31, 2023	March 31, 2022
Short-term employee benefits	17.71	130.76
Post-employment benefits	2.46	5.55
Share based payments	10.14	33.41
Commission, Sitting fees, Remuneration and Other reimbursements paid to Non Executive & Independent Directors	6.66	28.91
<b>Total compensation</b>	<b>36.97</b>	<b>198.63</b>

During the year, Key management personnel compensation of NIIT Limited has been allocated to CLG Business undertaking to the extent of Rs. 147.52 Million pursuant to scheme of arrangement (Refer note 38).

### D. 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.

### E. Details of significant transactions and balances with related parties :

Nature of Transactions	Subsidiaries	Key Management Personnel	Relatives of Key Management Personnel	Parties in which Key Management Personnel of the Company are deemed to be interested	Entities in which KMP of the Company and NLSL are same	Total
Purchase of Goods	-	-	-	0.16	-	0.16
	(-)	(-)	(-)	(0.14)	(-)	(0.14)
Purchase of Property, Plant and equipment	2.32	-	-	-	-	2.32
	(0.40)	(-)	(-)	(-)	(-)	(0.40)
Sale of Services	135.90	-	-	-	2.84	138.74
	(2,210.46)	(-)	(-)	(-)	(-)	(2,210.46)
Purchase of Services-Professional Technical & Outsourcing expenses and others	0.71	-	0.98	-	67.53	69.22
	(374.04)	(-)	(0.98)	(-)	(-)	(375.02)
Recovery from subsidiaries for Corporate and Management Support Services	29.38	-	-	-	-	29.38
	(298.43)	(-)	(-)	(-)	(-)	(298.43)

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** Contd..  
(All Amount in Rs. Millions, unless otherwise stated)

Nature of Transactions	Subsidiaries	Key Management Personnel	Relatives of Key Management Personnel	Parties in which Key Management Personnel of the Company are deemed to be interested	Entities in which KMP of the Company and NLSL are same	Total
Recovery of share based payments from	9.26 (68.47)	- (-)	- (-)	- (-)	- (-)	9.26 (68.47)
Recovery of other expenses from	7.09 (7.12)	- (-)	- (-)	2.45 (2.07)	- (-)	9.54 (9.19)
Recovery of other expenses from (under the head other income)	10.37 (8.63)	- (-)	- (-)	0.33 (0.29)	- (-)	10.70 (8.92)
Recovery of Professional Technical & Outsourcing expenses by	- (36.13)	- (-)	- (-)	- (-)	- (-)	- (36.13)
Recovery of other expenses by	- (0.64)	0.11 (0.19)	- (-)	0.10 (1.83)	0.30 (-)	0.51 (2.66)
Royalty paid	28.27 (24.19)	- (-)	- (-)	- (-)	- (-)	28.27 (24.19)
Dividend Income	5.02 (743.64)	- (-)	- (-)	- (-)	- (-)	5.02 (743.64)
Corporate Guarantee Charges (included in Other Non-Operating Income)	- (3.60)	- (-)	- (-)	- (-)	- (-)	- (3.60)
Expenditure towards Corporate Social Responsibility (CSR) activities	- (-)	- (-)	- (-)	- (5.70)	- (-)	- (5.70)

Previous year figures of March 31, 2022 are given in parenthesis.

Refer notes 31 and 32 for Guarantees, collaterals and commitments.

**F. Outstanding Balances :**

Nature of Transactions	Subsidiaries	Key Management Personnel	Parties in which Key Management Personnel of the Company are deemed to be interested	Entities in which KMP of the Company and NLSL are same	Total
<b>Receivables</b>					
March 31, 2023	60.89	0.06	0.86	-	61.81
March 31, 2022	631.83	0.26	0.71	-	632.80
<b>Payables</b>					
March 31, 2023	4.22	2.79	0.02	18.64	25.67
March 31, 2022	194.88	11.37	0.33	-	206.58

Refer notes 31 and 32 for Guarantees, collaterals and commitments as at the year end.

**36 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 Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segments.

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.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 37 Discontinued operations

- (i) During the year 2019-20, in line with its stated long term strategy of reducing exposure to low margin, capital intensive government business, the Company had decided not to pursue new skills contracts and decided to discontinue operations post completion of continuing commitments. These contracts were transferred from its wholly owned subsidiary NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022) through an agreement.

In pursuance of applicable accounting standard (IND AS - 105), the net results (i.e. revenue minus expenses) of such operations are disclosed separately as loss from 'Discontinued Operations'.

#### Net results of Discontinued Operations :

	Year ended	
	March 31, 2023	March 31, 2022
Revenue	0.26	0.39
Other Income	13.22	1.11
Expenses	(40.39)	(51.60)
<b>Loss before tax from discontinued operations</b>	<b>(26.91)</b>	<b>(50.10)</b>
- Current tax	-	(0.29)
- Deferred Tax charge / (credit)	0.68	(10.89)
Total Tax Expenses	<b>0.68</b>	<b>(11.18)</b>
<b>Loss after tax from discontinued operations</b>	<b>(27.59)</b>	<b>(38.92)</b>

#### Cash flow from Discontinued Operations

	Year ended	
	March 31, 2023	March 31, 2022
Net Cash flow generated from/(used in) operating activities	1.68	(5.49)
Net Cash flow generated from investing activities	-	0.42
Net Cash flow used in financing activities	-	-

### (ii) CLG Business undertaking

#### Net results of Discontinued Operations :

	Year ended
	March 31, 2022
Revenue	3,193.91
Other Income	383.24
Expenses	(2,910.34)
<b>Profit before tax from discontinued operations</b>	<b>666.81</b>
- Current tax	62.71
- Deferred Tax charge	14.44
<b>Total Tax Expenses</b>	<b>77.15</b>
<b>Profit after tax from discontinued operations</b>	<b>589.66</b>

#### Cash flow from Discontinued Operations

	Year ended
	March 31, 2022
Net Cash flow generated from operating activities	495.40
Net Cash flow used in investing activities	(490.57)
Net Cash flow used in financing activities	(4.83)

### 38 Composite Scheme of Arrangement

- (A) The Board of Directors of the Company, 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 Demerged undertaking.

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 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.

Further, the statement of profit and loss for the year ended March 31, 2022 have been restated by the Company to give effect of the Scheme. The transferred business as defined in the 'Scheme' have been disclosed as 'Discontinued Operations' in the financial statements for the year ended March 31, 2022, as per the requirements of Ind AS 105 - "Non-current Assets Held for Sale and Discontinued Operations".

The assets and liabilities of the Demerged Undertaking were transferred at their book value as appearing in the books of the transferee company with effect from April 1, 2022 i.e. the Appointed Date as per Scheme.

The details of assets and liabilities transferred to the Company are as under :

PARTICULARS	April 01, 2022
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	96.09
Other intangible assets	32.80
Right-of-use assets	7.64
Intangible assets under development	24.52
Financial assets	
Investments	940.64
Other financial assets	0.24
Deferred tax assets (net)	117.89
Other non-current assets	16.77
<b>Total non-current assets</b>	<b>1,236.59</b>
<b>Current Assets</b>	
Financial assets	
Investments	925.37
Trade receivables	674.88
Bank balances other than above	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>	
Financial liabilities	
Lease liabilities	4.07
<b>Total non-current liabilities</b>	<b>4.07</b>
<b>Current liabilities</b>	
Financial liabilities	
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 Transferred</b>	<b>3,741.57</b>
Pursuant to the Scheme, the difference between the book value of the assets and liabilities transferred to NLSL has been debited to the following reserves of the Company:	
<b>PARTICULARS</b>	<b>April 01, 2022</b>
Employees Stock Option Outstanding	149.50
Hedging Reserve Account	8.29
Retained earnings	3,583.78
	<b>3,741.57</b>

## Notes to the Standalone Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (B) Basis of Carve Out Financials with respect to Demerged Undertaking

The Financial Information is prepared in accordance with the Guidance Note on 'Combined and Carve-out Financial information' ("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 Employees Stock Option Outstanding 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, the Company will issue and allot 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.

### 39 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, 2023.
- 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, 2023	Balance outstanding as on March 31, 2022	Relationship with the struck off company, if any, to be disclosed
Fututech Infotech Pvt Ltd	Trade Receivable	1.37	-	None
Tetra Education Systems Pvt Ltd, Tatwamasi Infotech Bijapur, Pvt. Lt, M/S. Shri Renuga Institute Of Infor, M/S Prajwal Information Pvt Ltd, Riverview Computer Technoogies Pvt, Sit Infotech Pvt. Ltd., G-Telsoft Solutions Pvt Ltd, M/S. Valluvanad Infosys Pvt. Ltd, Sagar Matha Edu Private Limited, Anchor Education Pvt. Ltd., M/S. Vedang It Transformation Pvt., M/S 2S Systems Learning Pvt. Ltd, Wisha Computer Academy Pvt.Ltd., Career Technocraft Pvt. Ltd., M/S. Orissa Management Education Pv, Info Ed Pvt. Ltd., M/S. A & T Computer Education Pvt., Sri Sarabeswarar Education P Ltd	Trade Receivable	4.26*	-	None
S One Technologies Pvt Ltd.	Trade Payable	(1.59)	(1.59)	None
Dhansree Computers Pvt. Ltd.	Trade Payable	(1.60)	(1.60)	None
GSV INFOTECH Pvt. Ltd.	Trade Payable	(1.75)	-	None
Softline Informatics Pvt. Ltd., Sathya Sudha Computers Pvt. Ltd., Insoft Technologies Pvt. Ltd., Joshison'S Computers Pvt Ltd, Sri Veerabhadra Infotech Pvt Ltd, Vegi'S Computers Pvt Ltd, Rhino Infotech Private Limited, Assam Computer Services Pvt. Ltd., Hariharan Technologies Pvt. Ltd., Tatwamasi Infotech Bijapur, Pvt. Ltd., Vijayalakshmi Soft Tech Pvt. Ltd., Data Nest Pvt.Ltd., Mal Solutions Private Limited, Vivritta Technologies India Opc, Bootstrap Media Communications, Oziwo Hospitality Pvt Ltd.	Trade Payable	(2.61)*	(2.81)*	None

\*Individual Companies with balance less than Rs. 1 Million.

- 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, 2023

(All Amount in Rs. Millions, unless otherwise stated)

Contd..

### viii) Ratio Analysis and its elements (Refer footnote below)

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	%Change
Current Ratio	Current Assets	Current Liabilities	9.5	6.7	42%
Debt- Equity Ratio	Total Debt = Borrowings + Lease liabilities	Shareholder's Equity	0.01	0.01	0%
Debt Service Coverage Ratio	Earnings available for debt service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service	(3.0)	16.3	(118%)
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	(1.5%)	9.7%	(115%)
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	28.5	(100%)
Trade Receivable Turnover Ratio	Total sales	Trade receivables	11.1	5.0	122%
Trade Payable Turnover Ratio	Total purchases	Trade creditors	4.5	3.2	41%
Net Capital Turnover Ratio	Net Sales	Average Working Capital (i.e. Total current assets less Total current liabilities)	20.7%	42.0%	(51%)
Net Profit Ratio	Net Profit	Net Sales	(10.9%)	32.0%	(134%)
Return on Capital Employed	Earnings before interest & taxes	Capital employed = Tangible Net worth + Lease liabilities + Borrowings	(1.5%)	9.4%	(116%)
Return on Investment					
Mutual funds	Income generated from invested funds	Weighted average investments	5.6%	4.7%	20%
Fixed deposits	Income generated from invested funds	"Weighted average investments"	4.8%	4.9%	(4%)

\* Ratios are not comparable pursuant to scheme of arrangement.

**Notes to the Standalone Financial Statements for the year ended March 31, 2023** **Contd..**
**(All Amount in Rs. Millions, unless otherwise stated)**

- 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 been sanctioned working capital limits in excess of Rs. 50 Million in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns / statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- 40** 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.
- 41** Previous year/ period figures have been regrouped / reclassified to conform the current period classification.
- Signatures to Notes ' 1 ' to ' 41 ' above of these Financial Statements.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**Sanjay Bachchani**

Partner

Membership No. 400419

Place: Gurugram

Date : May 29, 2023

**For and on behalf of the Board of Directors of NIIT Limited**
**Rajendra S Pawar**

Chairman

DIN - 00042516

**Sanjeev Bansal**

Chief Financial Officer

Place: Gurugram

Date : May 29, 2023

**Vijay K Thadani**

Vice-Chairman &amp; Managing Director

DIN - 00042527

**Arpita B. Malhotra**

Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of NIIT Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates comprising of the consolidated Balance sheet as at March 31 2023, 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 significant 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, 2023, 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.

#### Emphasis of Matter- Composite Scheme of Arrangement

We draw attention to Note 37 of the consolidated financial statements regarding accounting of demerger of CLG Business Undertaking of the Company into NIIT Learning Systems Limited under the Composite Scheme of Arrangement (the 'Scheme') approved by the National Company Law Tribunal ('NCLT'). In accordance with the provisions of Indian Accounting Standards ("Ind AS") notified under Companies (Indian Accounting Standards) Rules, 2015 as amended, the Demerger should have been accounted for from the date of transfer of control. However, the same has been accounted for with effect from appointed date i.e. April 01, 2022, in accordance with the Scheme.

#### 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, 2023. 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.



**INDEPENDENT AUDITOR’S REPORT**

**Contd..**

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 significant accounting policies in point 2(e), (l) (iii) and (n) and the disclosure in note 7(ii), 7(iii) and 16 of the consolidated financial statements)</p>	
<p>The Company’s 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. 570.79 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 delivery, 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 Intangible assets and goodwill</b> (refer to the summary of significant accounting policies in point 2(s),(t) and the disclosure in note 5 of the consolidated financial statements)</p> <p>Annually, the management assess the impairment of internally generated intangible assets for each cash generating unit (CGU) and goodwill for an impairment test.</p> <p>As at the reporting date, the Company 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 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 consolidated financial statements.</p>	<p>Our audit procedures included the following:</p> <p>We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth. We have:</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>• Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used;</li> <li>• Tested the arithmetical accuracy of the models;</li> <li>• Checked the disclosure given in the consolidated financial statements for compliance with the Accounting Standards;</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>• Assessed potential changes in key drivers with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.</li> </ul>
<p><b>Recoverability of deferred tax assets</b> (refer to the summary of significant accounting policies in point 2(i) and the disclosure in note 8(i) of the consolidated financial statements)</p> <p>The Company has recognized deferred tax assets of Rs. 174.70 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 tax assets has been identified as a key audit matter because the assessment process 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 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>

**INDEPENDENT AUDITOR'S REPORT**

Contd..

**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.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 appears to be 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 judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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, 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, 2023 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 7 subsidiaries, whose financial statements include total assets of Rs 785.35 Millions as at March 31, 2023, and total revenues of Rs 614.85 Millions and net cash outflows of Rs 989.80 Millions for the year ended on that date. These financial statement and other financial information have been audited by other auditor, which financial statements, other financial information and auditor's report 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 that subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of such other auditor.
- (b) 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 Nil Million as at March 31, 2023, and total revenues of Rs Nil Million and net cash outflows of Rs 1.12 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 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 auditor and the financial statements and other financial information certified by the Management.

## INDEPENDENT AUDITOR'S REPORT

Contd..

### 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, 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 and reports of the other auditors.
  - (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, 2023 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, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) 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.
  - (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act.
  - (h) 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, 2023.
    - iii. There has been no delay in transferring amounts, 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, 2023.

- 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 41 (x) 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 41 (x) 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) No dividend has been declared or paid during the year by the Holding Company and its subsidiaries companies, incorporated in India.
- vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company and its subsidiaries companies incorporated in India, hence reporting under this clause is not applicable.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 23400419BGTGQM2670

Place of Signature: Gurugram

Date: May 29, 2023

**ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS****Re: NIIT Limited ('the Group')**

(xxi) Qualification or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No.	Name	CIN	Holding company/ subsidiary company	Clause number of the CARO report which is qualified or adverse
1	NIIT Institute of Finance Banking and Insurance Training Limited	U80903DL2006PLC149721	Subsidiary Company	Clause vii(a)
2	RPS Consulting Private Limited	U72200KA2006PTC041205	Subsidiary Company	Clause vii(a)

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

**per Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 23400419BGTGQM2670

Place of Signature: Gurugram

Date: May 29, 2023

## ANNEXURE -2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIIT LIMITED

### 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 Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, 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, 2023, 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: 23400419BGTGQM2670

Place of Signature: Gurugram

Date: May 29, 2023



## CONSOLIDATED BALANCE SHEET

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	As at	
		March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	1,374.54	1,471.21
Capital work-in-progress	3	0.38	-
Investment property	4	0.56	0.56
Goodwill	5	835.23	1,179.41
Other intangible assets	5	129.25	902.41
Right-of-use assets	6(ii)	111.54	151.87
Intangible assets under development	5	163.95	61.11
Financial assets			
Other financial assets	7(iii)	13.87	90.89
Deferred tax assets (net)	8(i)	174.70	308.18
Income tax assets (net)	8(ii)	502.82	453.75
Other non-current assets	9	2.95	61.58
<b>Total non-current assets</b>		<b>3,309.79</b>	<b>4,680.97</b>
<b>Current assets</b>			
Inventories	10	6.95	20.60
Financial assets			
Investments	7(i)	5,724.68	7,223.78
Trade receivables	7(ii)	305.99	1,886.18
Cash and cash equivalents	7(iv)	487.91	3,066.74
Bank balances other than above	7(v)	219.50	1,281.08
Other financial assets	7(iii)	1,220.52	2,654.28
Other current assets	9	126.96	269.90
<b>Total current assets</b>		<b>8,092.51</b>	<b>16,402.56</b>
<b>TOTAL ASSETS</b>		<b>11,402.30</b>	<b>21,083.53</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	11	269.14	267.74
Other equity	12		
Reserves and surplus	12(i)	9,592.59	14,460.04
Other reserves	12(ii)	97.35	424.96
<b>Equity attributable to owners of NIIT Limited</b>		<b>9,959.08</b>	<b>15,152.74</b>
Non controlling interests	35(b)	42.09	39.76
<b>TOTAL EQUITY</b>		<b>10,001.17</b>	<b>15,192.50</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	13(i)	-	5.31
Lease liabilities	6(ii)	95.56	107.06
Other financial liabilities	13(iii)	0.50	182.98
Deferred tax liabilities (net)	8(i)	-	15.38
Other non-current liabilities	15	0.79	0.79
<b>Total non-current liabilities</b>		<b>96.85</b>	<b>311.52</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	13(i)	5.31	85.23
Lease liabilities	6(ii)	27.95	54.66
Trade payables	13(ii)	369.64	1,251.37
Other financial liabilities	13(iii)	297.69	2,069.67
Provisions	14	134.16	418.14
Income tax liabilities (net)	8(ii)	6.40	209.75
Other current liabilities	15	463.13	1,490.69
<b>Total current liabilities</b>		<b>1,304.28</b>	<b>5,579.51</b>
<b>TOTAL LIABILITIES</b>		<b>1,401.13</b>	<b>5,891.03</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>11,402.30</b>	<b>21,083.53</b>

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

As per our report of even date

For S.R.Batlloi &amp; Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Powar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Vijay K Thadani

Vice-Chairman &amp; Managing Director

DIN - 00042527

Arpita B. Malhotra

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended	
		March 31, 2023	March 31, 2022
<b>Continuing and Discontinued Operations</b>			
<b>INCOME</b>			
Revenue from operations	16	3,412.50	2,506.17
Other Income	17	381.22	404.45
<b>Total Income</b>		<b>3,793.72</b>	<b>2,910.62</b>
<b>EXPENSES</b>			
Purchase of stock-in-trade		117.51	93.76
Change in inventories of stock-in-trade	10	8.21	(14.58)
Employee benefit expenses	18	1,576.55	1,174.30
Professional & technical outsourcing expenses		991.40	671.28
Finance costs	19	11.62	11.17
Depreciation and amortisation expenses	3,5 & 6(ii)	164.48	153.77
Other expenses	20	754.80	558.65
<b>Total Expenses</b>		<b>3,624.57</b>	<b>2,648.35</b>
<b>Profit before exceptional items and tax</b>		<b>169.15</b>	<b>262.27</b>
Exceptional items	22	(9.93)	(29.00)
<b>Profit before tax</b>		<b>159.22</b>	<b>233.27</b>
<b>Tax expense:</b>	23		
- Current tax		78.14	36.75
- Deferred tax charge/ (credit)		(30.09)	(120.62)
<b>Total tax expense</b>		<b>48.05</b>	<b>(83.87)</b>
<b>Profit for the year from continuing operations</b>		<b>111.17</b>	<b>317.14</b>
<b>(Loss)/ Profit after tax for the year from discontinued operations</b>	38	<b>(27.59)</b>	<b>1,981.47</b>
<b>Profit for the year</b>		<b>83.58</b>	<b>2,298.61</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
a) Remeasurement of the defined benefit obligation	24	13.41	(66.92)
b) Exchange differences on translation of foreign operations	12(ii)	3.67	67.48
c) Income tax effect		(3.37)	16.95
d) Fair value changes on cash flow hedges, net	12(ii)	-	0.14
		<b>13.71</b>	<b>17.65</b>
Items that will be reclassified to profit or loss			
a) Fair value changes on cash flow hedges, net	12(ii)	-	(1.46)
b) Income tax effect		-	-
		<b>-</b>	<b>(1.46)</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>13.71</b>	<b>16.19</b>
<b>Total comprehensive income for the year</b>		<b>97.29</b>	<b>2,314.80</b>
<b>Profit attributable to</b>			
Owners of NIIT Limited		31.77	2,261.96
Non-controlling interests	35(b)	51.81	36.65
		<b>83.58</b>	<b>2,298.61</b>
<b>Other comprehensive income attributable to:</b>			
Owners of NIIT Limited		13.71	16.19
		<b>13.71</b>	<b>16.19</b>
<b>Total comprehensive income attributable to</b>			
Owners of NIIT Limited		45.48	2,278.15
Non-controlling interests		51.81	36.65
		<b>97.29</b>	<b>2,314.80</b>
<b>Earnings per equity share (Face Value Rs. 2 each) for Continuing Operations:</b>	32		
- Basic		0.45	2.09
- Diluted		0.44	2.04
<b>(Loss) / Earnings per equity share (Face Value Rs. 2 each) for Discontinued Operations:</b>			
- Basic		(0.21)	14.74
- Diluted		(0.21)	14.39
<b>Earnings per equity share (Face Value Rs. 2 each) for Continuing and Discontinued Operations:</b>			
- Basic		0.24	16.83
- Diluted		0.23	16.43

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

Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Vijay K Thadani

Vice-Chairman & Managing Director

DIN - 00042527

Arpita B. Malhotra

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

(All Amount in Rs. Millions, unless otherwise stated)

**a) Equity Share Capital**

Particulars	Number	Amount
Equity share of Rs. 2 each issued, subscribed and fully paid	142,344,984	284.70
Balance as at April 1, 2021*	1,397,263	2.79
Issue of equity share capital (refer note 11(b))	(9,875,000)	(19.75)
Buyback of equity shares (refer note 11(b))	133,867,247	267.74
Balance as at March 31, 2022	697,113	1.40
Issue of equity share capital (refer note 11(b))	134,564,360	269.14
Balance as at March 31, 2023		

\* Paid up share capital includes Rs. 0.01 Million originally paid up towards 6,000 forfeited shares.

**b) Other Equity**

Particulars	Reserves and Surplus					Other Reserves	Total other equity	Non-Controlling Interests	Total		
	Capital Reserve	Securities Premium	Employees Stock Option Outstanding	General Reserve	Capital Redemption Reserve					Retained Earnings	Hedging Reserve Account
Balance as at April 1, 2021	5,174.73	171.59	150.90	46.34	53.60	10,163.57	9.61	349.19	16,119.53	33.52	16,153.05
Profit for the year	-	-	-	-	-	2,263.96	(1.32)	67.48	2,261.96	36.65	2,298.61
Other comprehensive income (net of tax)	-	-	-	-	-	(49.97)	-	-	16.19	-	16.19
Other comprehensive income for the year	-	-	-	-	-	2,211.99	(1.32)	67.48	2,278.15	36.65	2,314.80
Additions during the year on account of exercise of Employee Stock Options	-	105.72	-	-	-	-	-	-	105.72	-	105.72
Share Based Payments (Refer note 25)	-	-	158.15	-	-	-	-	-	158.15	-	158.15
Transferred to Securities Premium from Employee Stock Options Outstanding	-	42.41	(42.41)	-	-	-	-	-	-	-	-
Dividend (Refer note 31)	-	-	-	-	-	(734.39)	-	-	(734.39)	-	(734.39)
Adjustment of Non controlling interests (Refer note 35(b))	-	-	-	-	-	-	-	-	-	-	(30.41)
Transferred to Retained earning from Employee Stock Options Outstanding	-	-	(2.36)	-	-	2.36	-	-	(564.64)	-	(564.64)
Buyback expenses (net of tax) including tax on buyback (Refer note 12(i))	-	-	-	-	19.75	(19.75)	-	-	(564.64)	-	(564.64)
Creation of Capital Redemption Reserve (Refer note 12(ii))	-	-	-	-	-	(2,283.07)	-	-	(2,350.25)	-	(2,350.25)
Utilization against Buy Back (Refer note 12(i))	-	(67.18)	-	-	-	11.72	-	-	(127.27)	-	(127.27)
Transferred to Retained earnings (Refer note 12(i))	-	-	-	(11.72)	-	(127.27)	-	-	(127.27)	-	(127.27)
Fair Valuation impact on future acquisition liability (Refer note 12(i))	5,174.73	252.54	264.28	34.62	73.35	8,660.52	8.29	416.67	14,885.00	39.76	14,924.76
Balance as at March 31, 2022	5,174.73	252.54	264.28	34.62	73.35	8,660.52	8.29	416.67	14,885.00	39.76	14,924.76
Profit for the year	-	-	-	-	-	31.77	-	-	31.77	51.81	83.58
Other comprehensive income (net of tax)	-	-	-	-	-	10.04	-	3.67	13.71	-	13.71
Other comprehensive income for the year	-	-	-	-	-	41.81	-	3.67	45.48	51.81	97.29
Additions during the year on account of exercise of Employee Stock Options	-	59.45	-	-	-	-	-	-	59.45	-	59.45
Share Based Payments (Refer note 25)	-	-	71.20	-	-	-	-	-	71.20	-	71.20
Transferred to Securities Premium from Employee Stock Options Outstanding	-	23.40	(23.40)	-	-	-	-	-	-	-	-
Adjustment of Non controlling interests (Refer note 35(b))	-	-	-	-	-	-	-	-	-	-	(49.48)
Transferred to Retained earnings	-	(86.41)	-	-	-	86.41	-	-	-	-	-
Transferred to Retained earning from Employee Stock Options Outstanding	-	-	(0.12)	-	-	0.12	-	-	-	-	-
Transferred pursuant to Scheme of Arrangement (Refer note 37)	-	-	(149.50)	-	-	-	(8.29)	(322.99)	(5,451.92)	-	(5,451.92)
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	-	-	68.98	-	-	(41.00)	-	-	27.98	-	27.98
Transferred to Retained earnings (Refer note 12(i))	-	-	-	13.03	-	(13.03)	-	-	-	-	-
Fair Valuation impact on future acquisition liability (Refer note 12(i))	-	-	-	-	-	52.75	-	-	52.75	-	52.75
Balance as at March 31, 2023	5,174.73	248.98	231.44	47.65	73.35	3,816.44	-	97.35	9,689.94	42.09	9,732.03

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

As per our report of even date

For S.R.Baiflob & Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

Sanjay Bachchan

Partner

Membership No. 4004 19

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Place: Gurugram

Date: May 29, 2023

Vijay K Thadani

Vice-Chairman & Managing Director

DIN - 00042527

Apilpa B. Malhotra

Company Secretary

Place: Gurugram

Date: May 29, 2023

## CONSOLIDATED STATEMENT OF CASH FLOWS

(All Amount in Rs. Millions, unless otherwise stated)

	Year Ended	
	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit/ (Loss) before exceptional items and tax</b>		
From Continuing Operations	169.15	262.27
From Discontinued Operations	(26.91)	2,572.06
<b>Adjustments to reconcile profit before tax to net cash flows</b>		
Depreciation and Amortisation	164.49	576.65
Finance Cost	11.03	19.11
Interest Income	(94.56)	(201.69)
Rent Concession	(0.25)	(1.43)
Gain on termination of leases	(0.07)	(12.00)
Unwinding of discount on borrowings and deferred payment liability	0.59	1.59
Profit on sale/ disposal of Property, Plant and Equipment and Intangible assets (net)	(0.46)	(0.73)
Net gain on Investment carried at fair value through profit and loss	(247.36)	(260.15)
Allowance/ Write off of Doubtful Debts (net of reversal)	9.60	(11.91)
Allowance for Doubtful Advances (net of reversal)	8.66	0.82
Allowance for Unbilled Revenue (net of reversal)	23.97	43.28
Allowance for Slow/ Non-moving Inventory/ (Written back) - (net)	(14.12)	(13.54)
Liabilities/ Provisions no longer required written back	-	(2.06)
Unrealised Foreign Exchange Loss (net)	(0.34)	(6.47)
Share Based Payments	71.20	158.15
<b>Operating cash flows before working capital changes</b>	<b>74.62</b>	<b>3,123.95</b>
<b>Working Capital Adjustments</b>		
(Decrease)/ Increase in Trade Payables	(9.66)	162.00
(Decrease)/ Increase in Other Non Current Financial Liabilities	228.12	21.95
(Decrease)/ Increase in Other Non Current Liabilities	-	(0.38)
(Decrease)/ Increase in Other Current Liabilities	109.68	215.19
(Decrease)/ Increase in Other Current Financial Liabilities	(378.00)	(89.75)
(Decrease)/ Increase in Short-Term Provisions	(6.23)	(75.62)
(Increase)/ Decrease in Trade Receivables	200.82	(230.65)
(Increase)/ Decrease in Inventories	22.33	12.74
(Increase)/ Decrease in Other Non Current Assets	(8.73)	(2.29)
(Increase)/ Decrease in Other Current Assets	(53.46)	(102.48)
(Increase)/ Decrease in Other Current Financial Assets	16.78	319.34
(Increase)/ Decrease in Other Non Current Financial Assets	1.49	4.71
<b>Net cash flow generated from operations before tax</b>	<b>197.76</b>	<b>3,358.71</b>
Direct Tax- (paid including TDS)/ refund received (net)	(159.04)	(480.60)
<b>Net Cash flow generated from operating activities (A)</b>	<b>38.72</b>	<b>2,878.11</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant and Equipment (including Capital Work-in-progress, internally developed intangibles and Capital Advances)	(216.73)	(263.99)
Proceeds from sale of property, plant and equipment	4.38	4.88
Encashment of Fixed Deposits from Banks (Net)	(353.39)	1,386.58
Placement of Deposits with other Financial Institutions (Net)	347.00	773.78
Proceeds from sale of mutual funds	3,785.71	5,077.47
Purchase of mutual funds	(3,380.44)	(4,229.39)
Payment towards acquisition of businesses	-	(791.52)
Expenses in relation to acquisition of business	(1.59)	(8.21)
Expenses in relation to scheme of arrangement	(23.54)	(5.33)
Interest received	86.14	327.77
<b>Net Cash flows generated from Investing activities (B)</b>	<b>247.54</b>	<b>2,272.04</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

Contd...

(All Amount in Rs. Millions, unless otherwise stated)

	Year Ended	
	March 31, 2023	March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Issue of shares under Employee stock option scheme	60.85	108.51
Purchase of shares under buyback scheme	-	(2,370.00)
Tax on buyback	-	(552.12)
Expenses in relation to buyback	-	(15.12)
Payment of lease liabilities	(39.39)	(106.50)
Repayment of long term borrowings	-	(185.75)
Interest paid	(0.61)	(5.57)
Purchase/ Settlement of shares from non controlling interests	(357.85)	-
Dividend paid to equity share holders of the Holding Company	-	(734.82)
<b>Net Cash flow used in from Financing activities (C)</b>	<b>(337.00)</b>	<b>(3,861.37)</b>
<b>Net (Decrease) / Increase in cash &amp; cash equivalents (A) + (B) + (C)</b>	<b>(50.74)</b>	<b>1,288.78</b>
<b>Cash and Cash equivalents as at the beginning of the year (Note 1)</b>	<b>3,077.17</b>	<b>1,768.60</b>
Less : Transferred pursuant to Composite Scheme of Arrangement	(2,531.18)	-
Adjustment on account of Foreign Exchange Fluctuations	3.07	19.79
<b>Cash and cash equivalents as at the end of the year</b>	<b>498.32</b>	<b>3,077.17</b>

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

1) Particulars	March 31, 2023	March 31, 2022
Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:		
Cash and cash equivalents as per the balance sheet [Refer note 7(iv)]	487.91	3066.74
Add: Dividend accounts [Refer note 7(v)]	10.41	10.43
<b>Cash and cash equivalents as at the end of the year</b>	<b>498.32</b>	<b>3077.17</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.

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

As per our report of even date

For S.R.Batlboi &amp; Associates LLP

Chartered Accountants

Firm Registration No.: 101049W/E300004

Sanjay Bachchani

Partner

Membership No. 400419

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar

Chairman

DIN - 00042516

Sanjeev Bansal

Chief Financial Officer

Vijay K Thadani

Vice-Chairman &amp; Managing Director

DIN - 00042527

Arpita B. Malhotra

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023

### 1 Corporate Information

NIIT Limited ('the Company') is a talent development Company which was set up in 1981. NIIT ('the Company') currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The current registered place of business of the Company is : Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India.

During the previous year, the Holding Company's registered office was shifted to Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India, w.e.f. November 5, 2021, pursuant to the approval of Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi.

### 2 Significant Accounting Policies

This note provides a list of the significant 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 Limited, its subsidiaries and associate, consolidated in these financial statements, unless otherwise stated.

##### (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) Basis of consolidation

(i) 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 affects 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

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.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

- (ii) **Associate:** Associate is the entity over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associate is accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.
- (iii) **Equity method :** Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment.

- (iv) **Changes in ownership interests :** The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**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, as part of the gain or loss on sale.

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) Current - non-current classification**

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

**Assets**

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

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

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



**Liabilities**

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

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

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

**Operating cycle**

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

**e) Revenue recognition**

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

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 in respect of sale of courseware and other physical deliverables is recognised at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

**f) Other Income**
**(i) Interest income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) **Dividend income**

It is recognised when the right to receive dividend is established.

g) **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of NIIT Limited are considered as chief operating decision makers who assess the financial performance and position of the Group, and make strategic decisions.

h) **Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period on systematic basis to cover the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

i) **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, branches and associates and interest in joint arrangements 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, branches and associates and interest in joint arrangements 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.

j) **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.

(i) **Group as a lessee**

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.

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023** **Contd..**

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.

**(ii) Group as a lessor**

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

**k) 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.

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.

**l) 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 debt instruments, this will depend on the business model in which the investment is held. 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.

**Debt instruments**

Subsequent measurement of debt instruments 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 debt instruments:

**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. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**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 FVOCI are measured at fair value through profit or loss. 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.

**(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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

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.

### m) 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. Bank overdrafts are shown as borrowings in current liabilities in the balance sheet.

### n) Trade receivables

Trade receivables are recognised initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

### o) 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.

### p) 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.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- 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.

**(i) 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 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.

**(ii) Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit or loss.

**(iii) Derivatives that are not designated as hedges**

The group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).

**q) 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.

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

### 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
Buildings	58 Years
Leasehold Land	99 years or lease period, whichever is lower
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
Furniture, Fixtures & Electric Fittings	7 Years
Leasehold Improvements	3-5 years or lease period, whichever is lower
All other assets (including Vehicles)	Lives prescribed under Schedule II to the Companies Act, 2013

Freehold land is not depreciated.

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).

#### r) Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### s) Intangible Assets

##### Computer software, Educational content/products - Acquired

These Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

##### Education content/products-Internally generated

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the 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, Trainers Database and Customer Relationships

Brand, Trainers Database 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 impairment losses.

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	2 Years
e) Trainers Database	5 Years
f) Customer Relationships	3 Years

**f) 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 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).

**u) Trade and other payables**

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**v) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).



**Notes to the Consolidated Financial Statements for the year ended March 31, 2023** Contd..

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**w) Borrowings cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

**x) Provisions**

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.

**y) 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 Group makes contribution to the “NIIT LIMITED EMPLOYEES’ PROVIDENT FUND TRUST” for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group’s obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Group’s contribution towards Provident Fund is charged to Consolidated Statement of Profit and Loss.

For employees of the entities not covered above, 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.

#### **z) Share based payments - Employee stock option plan (ESOP)**

The fair value of options granted under the ‘NIIT Employee Stock Option Plan 2005’ 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).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

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.

### aa) 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.

### ab) 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.

### ac) 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.

### ad) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Group.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The Group measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

### ae) 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 2 y.

Measurement of useful life and residual values of property, plant and equipment -refer note 2 q.

Judgement required to determine grant date fair value technique -refer notes 2 z and 25.

Fair value measurement of financial instruments - refer notes 2 ad and 26.

Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 i.

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

**af) Exceptional items**

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

Materiality threshold can be used to select items to be disclosed as exceptional on case to case basis. This threshold would be applied separately for standalone as well as consolidated financial statements. However, in case an item qualifies for disclosure in standalone financial statements but not in consolidated financial statements or vice versa, this would need to be evaluated on case to case basis.

Basis the above analysis, mainly following items would be 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.

**ag) Non-current assets held for sale and discontinued operations**

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write –down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non –current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of profit or loss.

Contd..

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

(All Amount in Rs. Millions, unless otherwise stated)

**3. Property, Plant and Equipment and Capital work-in-progress**

Particulars	Land		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total tangible assets other than Capital Work-in-Progress	Capital Work-in- Progress	Total tangible assets
	Freehold	Leasehold (Footnote i)									
<b>Year ended March 31, 2022</b>											
Gross carrying amount	741.99	6.93	604.93	449.32	83.06	100.62	13.10	29.27	2,029.22	-	2,029.22
Opening gross carrying amount (refer note 39)	-	-	-	22.56	15.34	2.61	0.03	3.42	43.96	-	43.96
Acquired through business combination (refer note 39)	-	-	-	88.19	0.28	15.72	0.08	-	104.65	-	104.65
Additions	-	-	-	44.11	8.88	5.92	2.88	0.27	62.06	-	62.06
Disposals	-	-	-	11.96	0.82	3.92	0.18	(0.26)	15.92	-	15.92
Exchange differences	-	-	-	527.92	90.62	100.91	26.15	32.24	2,131.69	-	2,131.69
<b>Closing gross carrying amount (A)</b>	<b>741.99</b>	<b>6.93</b>	<b>604.93</b>	<b>527.92</b>	<b>90.62</b>	<b>100.91</b>	<b>26.15</b>	<b>32.24</b>	<b>2,131.69</b>	<b>-</b>	<b>2,131.69</b>
<b>Accumulated Depreciation</b>											
Opening accumulated depreciation	-	1.02	56.22	340.97	82.09	74.76	8.06	17.98	581.10	-	581.10
Acquired through business combination (refer note 39)	-	-	-	17.67	14.89	1.97	0.03	3.09	37.65	-	37.65
Depreciation charged during the year	-	0.07	11.44	67.25	0.86	6.93	1.65	4.09	92.29	-	92.29
Disposals	-	-	-	41.79	8.74	4.26	2.88	0.17	57.84	-	57.84
Exchange differences	-	-	-	3.84	0.80	2.81	0.07	(0.24)	7.28	-	7.28
<b>Closing accumulated depreciation (B)</b>	<b>741.99</b>	<b>1.09</b>	<b>67.66</b>	<b>387.94</b>	<b>89.90</b>	<b>82.21</b>	<b>6.93</b>	<b>24.75</b>	<b>660.48</b>	<b>-</b>	<b>660.48</b>
<b>Net Carrying Amount (A-B)</b>	<b>741.99</b>	<b>5.84</b>	<b>537.27</b>	<b>139.98</b>	<b>0.72</b>	<b>18.70</b>	<b>19.22</b>	<b>7.49</b>	<b>1,471.21</b>	<b>-</b>	<b>1,471.21</b>
<b>Year ended March 31, 2023</b>											
Gross carrying amount	741.99	6.93	604.93	527.92	90.62	100.91	26.15	32.24	2,131.69	-	2,131.69
Transferred pursuant to Scheme of Arrangement (Refer note 37)	-	-	-	352.17	62.92	43.89	18.58	18.04	495.60	-	495.60
Additions	-	-	-	23.00	0.59	19.72	30.97	1.16	75.44	0.38	75.82
Disposals	-	-	-	15.21	1.69	10.55	3.25	1.86	32.56	-	32.56
Exchange differences	-	-	-	(0.02)	-	(0.05)	-	-	(0.07)	-	(0.07)
<b>Closing gross carrying amount (C)</b>	<b>741.99</b>	<b>6.93</b>	<b>604.93</b>	<b>183.52</b>	<b>26.60</b>	<b>66.14</b>	<b>35.29</b>	<b>13.50</b>	<b>1,678.90</b>	<b>0.38</b>	<b>1,679.28</b>
<b>Accumulated Depreciation</b>											
Opening accumulated depreciation	-	1.09	67.66	387.94	89.90	82.21	6.93	24.75	660.48	-	660.48
Transferred pursuant to Scheme of Arrangement (Refer note 37)	-	-	-	258.79	62.78	33.84	2.76	14.67	372.84	-	372.84
Depreciation charged during the year	-	0.07	11.44	23.87	0.95	4.41	2.56	2.04	45.34	-	45.34
Disposals	-	-	-	14.37	1.69	10.55	1.84	-	28.64	-	28.64
Exchange differences	-	-	-	0.03	-	(0.02)	0.01	-	0.02	-	0.02
<b>Closing accumulated depreciation (D)</b>	<b>741.99</b>	<b>1.16</b>	<b>79.10</b>	<b>138.68</b>	<b>26.38</b>	<b>42.21</b>	<b>6.55</b>	<b>10.28</b>	<b>304.36</b>	<b>-</b>	<b>304.36</b>
<b>Net carrying amount (C-D)</b>	<b>741.99</b>	<b>5.77</b>	<b>525.83</b>	<b>44.84</b>	<b>0.22</b>	<b>23.93</b>	<b>28.74</b>	<b>3.22</b>	<b>1,374.54</b>	<b>0.38</b>	<b>1,374.92</b>

**Ageing of Capital Work-in-Progress**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2023	0.38	-	-	-	0.38
March 31, 2022	-	-	-	-	-

(i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar is allotted for education purpose. The Holding company has filed an application seeking approval to transfer this land with the allotment authority, Government of Rajasthan.

(ii) Building includes 10 shares of Rs. 50 /- each in the Guru Vidyya Co-operative Housing Society Limited.

(iii) Refer note 13(i) for assets pledged.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 4 Investment property

Particulars	Amount
<b>Year ended March 31, 2022</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount	0.56
<b>Closing gross carrying amount</b>	<b>0.56</b>
<b>Year ended March 31, 2023</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount	0.56
<b>Closing gross carrying amount</b>	<b>0.56</b>

The Group has not generated any rental income from the investment property, since inception.

The Group's investment property consist of one piece of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets - Land - based on the nature, characteristics and risks of property.

### 5 Other Intangible Assets, Goodwill and Intangible assets under development

Particulars	Internally Generated Products/ Contents (footnote i)	Software Acquired	Brand [Refer note 5(a)]	Trainers Database	Customer Relationships	Total Intangibles assets other than Goodwill and Intangible assets under development	Goodwill [Refer note 5(a)]	Intangible assets under development (footnote i)	Total Intangible assets
<b>Year ended March 31, 2022</b>									
<b>Gross carrying amount</b>									
<b>Opening gross carrying amount</b>	2,075.62	130.47	88.53	-	-	2,294.62	354.50	50.11	2,699.23
Acquired through business combination (refer note 39)	0.07	-	3.75	76.73	49.27	129.82	830.88	-	960.70
Additions	89.33	14.73	-	-	-	104.06	-	100.33	204.39
Disposals	2.58	2.71	-	-	-	5.29	-	-	5.29
Transfer	-	-	-	-	-	-	-	(89.33)	(89.33)
Exchange differences	55.19	0.23	3.31	-	-	58.73	12.38	-	71.11
<b>Closing gross carrying amount (A)</b>	<b>2,217.63</b>	<b>142.72</b>	<b>95.59</b>	<b>76.73</b>	<b>49.27</b>	<b>2,581.94</b>	<b>1,197.76</b>	<b>61.11</b>	<b>3,840.81</b>
<b>Accumulated amortisation and impairment</b>									
<b>Opening accumulated amortisation and impairment</b>	1,158.20	126.02	-	-	-	1,284.22	-	-	1,284.22
Acquired through business combination (refer note 39)	0.07	-	-	-	-	0.07	-	-	0.07
Amortisation charge during the year	347.79	8.23	0.94	7.67	8.21	372.84	-	-	372.84
Impairment charge during the year	-	-	-	-	-	-	18.35	-	18.35
Disposals	2.58	2.71	-	-	-	5.29	-	-	5.29
Exchange differences	27.51	0.18	-	-	-	27.69	-	-	27.69
<b>Closing accumulated amortisation and impairment (B)</b>	<b>1,530.99</b>	<b>131.72</b>	<b>0.94</b>	<b>7.67</b>	<b>8.21</b>	<b>1,679.53</b>	<b>18.35</b>	<b>-</b>	<b>1,697.88</b>
<b>Net carrying amount (A-B)</b>	<b>686.64</b>	<b>11.00</b>	<b>94.65</b>	<b>69.06</b>	<b>41.06</b>	<b>902.41</b>	<b>1,179.41</b>	<b>61.11</b>	<b>2,142.93</b>
<b>Year ended March 31, 2023</b>									
<b>Gross carrying amount</b>									
<b>Opening gross carrying amount</b>	2,217.63	142.72	95.59	76.73	49.27	2,581.94	1,197.76	61.11	3,840.81
Transferred pursuant to Scheme of Arrangement (Refer note 37)	1,927.11	17.92	91.84	-	-	2,036.87	344.17	24.52	2,405.56
Additions	-	0.04	-	-	-	0.04	-	127.36	127.40
Disposals	7.12	6.54	-	-	-	13.66	-	-	13.66
Transfer	-	-	-	-	-	-	-	-	-
Exchange differences	(0.06)	0.06	-	-	-	-	0.01	-	0.01
<b>Closing gross carrying amount (C)</b>	<b>283.34</b>	<b>118.36</b>	<b>3.75</b>	<b>76.73</b>	<b>49.27</b>	<b>531.45</b>	<b>853.60</b>	<b>163.95</b>	<b>1,549.00</b>
<b>Accumulated amortisation and impairment</b>									
<b>Opening accumulated amortisation and impairment</b>	1,530.99	131.72	0.94	7.67	8.21	1,679.53	18.35	-	1,697.88
Transferred pursuant to Scheme of Arrangement (Refer note 37)	1,332.65	17.13	-	-	-	1,349.78	-	-	1,349.78
Amortisation charge during the year	47.07	5.34	1.88	15.35	16.42	86.06	-	-	86.06
Disposals	7.12	6.54	-	-	-	13.66	-	-	13.66
Exchange differences	-	0.05	-	-	-	0.05	-	-	0.05
<b>Closing accumulated amortisation and impairment (D)</b>	<b>238.29</b>	<b>113.44</b>	<b>2.82</b>	<b>23.02</b>	<b>24.63</b>	<b>402.20</b>	<b>18.35</b>	<b>-</b>	<b>420.55</b>
<b>Net carrying amount (C-D)</b>	<b>45.05</b>	<b>4.92</b>	<b>0.93</b>	<b>53.71</b>	<b>24.64</b>	<b>129.25</b>	<b>835.25</b>	<b>163.95</b>	<b>1,128.45</b>

#### Footnotes:

(i) Refer Note 5 (i) for cost incurred during the year on internally generated intangible assets.

(ii) Refer note 13(i) for assets pledged.

(iii) Subsequent to the fair valuation of assets and liabilities pertaining to acquisition, the group recognised intangible assets (Brand, Trainers Database 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Reconciliation of Depreciation and Amortisation charged to Consolidated Statement of Profit and Loss (Continuing and discontinued operations)	March 31, 2023	March 31, 2022
(i) Depreciation on Property, plant and equipment	45.34	92.29
(ii) Amortisation on Intangible assets	86.06	391.19
(iii) Depreciation on Right-of-use assets (Refer note 6)	33.09	93.17
<b>Sub Total (A)</b>	<b>164.49</b>	<b>576.65</b>
<b>Less:</b>		
(i) Depreciation / Amortisation recognised in statement of profit and loss of Discontinued operations (Refer note 38)	0.01	422.88
<b>Sub Total (B)</b>	<b>0.01</b>	<b>422.88</b>
<b>Depreciation/ Amortisation recognised in Consolidated Statement of Profit and Loss as continuing operation (A-B)</b>	<b>164.48</b>	<b>153.77</b>

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

For impairment testing, goodwill is allocated to a Cash Generating Unit (CGU) representing the lowest level within the 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	RPS Consulting Business	Life Sciences Practice *		IFBI**	Total
	Goodwill	Goodwill	Brand	Goodwill	
As at March 31, 2023	830.90	-	-	4.35	<b>835.25</b>
As at March 31, 2022	830.90	344.17	91.84	4.35	<b>1,271.26</b>

\* Transferred pursuant to the Scheme of Arrangement (Refer note 37)

\*\* Goodwill related to NIIT Institute of Finance Banking and Insurance Training Limited (IFBI).

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 in next five years projections approved by the senior management.

#### RPS Consulting Business

The recoverable amount of the RPS Consulting Business 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 in the consolidated statement of profit and loss for the year ended March 31, 2023.

#### 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

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

CGU Unit	March 31, 2023	March 31, 2022
RPS Consulting Business	16.00%	11.75%

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, 2023	March 31, 2022
RPS Consulting Business	4%	4%

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

- 5 (i) The Group is internally developing new software tools, platforms and content/ courseware. 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, 2023	March 31, 2022
<b>Opening Balance</b>	61.11	50.11
<b>Add:-Expenses capitalised during the year</b>		
Transferred pursuant to scheme of arrangement (Refer note 37)	(24.52)	-
Salary and other employee benefits	92.46	64.02
Professional & outsourcing expenses	14.99	28.57
Other expenses	19.91	7.74
Less:-Intangible assets capitalised during the year	-	(89.33)
<b>Closing Balance</b>	<b>163.95</b>	<b>61.11</b>

Ageing of projects

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2023	127.36	31.51	5.08	-	163.95
March 31, 2022	50.95	10.16	-	-	61.11

## 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 office premises, employee accommodations, equipments which are cancelable 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	Year ended	
	March 31, 2023	March 31, 2022
In respect of Premises*	14.99	21.01
In respect of Equipments**	39.39	37.13
In respect of Vehicles	0.84	1.97
	<b>55.22</b>	<b>60.11</b>

\* Includes payment in respect of premises for office and employee accommodation.

\*\* Includes payment in respect of computers, printers and other equipments.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 6(ii) Right-of-use assets/ (Lease Liabilities)

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, 2021</b>	<b>256.90</b>	<b>25.96</b>	<b>282.86</b>
Acquired through business combination (Refer note 39)	19.01	-	19.01
Additions/Modification	40.90	4.28	45.18
Deletion	(86.88)	(2.99)	(89.87)
Depreciation	(80.51)	(12.66)	(93.17)
Translation difference	(12.14)	-	(12.14)
<b>As at March 31, 2022</b>	<b>137.28</b>	<b>14.59</b>	<b>151.87</b>
Transferred pursuant to Scheme of Arrangement (Refer note 37)	(29.14)	(7.94)	(37.08)
Additions/Modification	29.82	0.49	30.31
Deletion	-	(0.44)	(0.44)
Depreciation	(28.87)	(4.22)	(33.09)
Translation difference	-	(0.03)	(0.03)
<b>As at March 31, 2023</b>	<b>109.09</b>	<b>2.45</b>	<b>111.54</b>

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

Particulars	Total
<b>As at April 1, 2021</b>	<b>300.19</b>
Acquired through business combination (Refer note 39)	20.00
Additions/Modification	45.57
Deletion	(97.89)
Accretion of interest	14.15
Payments	(106.50)
Rent concession*	(1.43)
Translation difference	(12.37)
<b>As at March 31, 2022</b>	<b>161.72</b>
Transferred pursuant to Scheme of Arrangement (Refer note 37)	(37.74)
Additions/Modification	29.50
Deletion	(0.52)
Accretion of interest	10.42
Payments	(39.63)
Rent concession*	(0.25)
Translation difference	0.01
<b>As at March 31, 2023</b>	<b>123.51</b>

\*During the year, the Holding Company has availed rent concessions of Rs. 0.25 Million (Previous year Rs. 1.43 Million) from lessors on account of COVID-19 and recorded the same as other income in the consolidated statement of profit and loss consequent to amendment in Ind AS 116 "Leases". (Refer note 17).

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

Particulars	March 31, 2023	March 31, 2022
Lease Liabilities (Non-current)	95.56	107.06
Lease Liabilities (Current)	27.95	54.66
<b>Total Liabilities</b>	<b>123.51</b>	<b>161.72</b>

The following are the amounts recognised in Consolidated Statement of Profit and Loss:

Particulars	March 31, 2023	March 31, 2022
Depreciation expense*	33.09	93.17
Interest expense on lease liabilities (Refer note 19)**	10.42	14.15
Gain on termination of lease assets (net) (Refer note 17)	(0.07)	(0.90)
<b>Total</b>	<b>43.44</b>	<b>106.42</b>

\*Including depreciation charged in discontinued operations in Consolidated statement of profit and loss Nil (Previous year Rs. 54.31 Million).

\*\*Including interest expense charged in discontinued operations in Consolidated Statement of Profit and Loss Nil (Previous year Rs. 5.43 Million).

There are only fixed rental payable as per the terms of the contracts.

The table below provides details regarding the contractual maturities of lease liabilities:

Particulars	March 31, 2023	March 31, 2022
Less than one year	27.95	54.66
One to two years	28.73	35.83
More than two years	66.83	71.23
<b>Total Amount</b>	<b>123.51</b>	<b>161.72</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		As at	
		March 31, 2023	March 31, 2022
<b>7 Financial assets</b>			
<b>7(i) Investment</b>			
		<b>Current</b>	
	<b>Carried at Fair Value through statement of profit and loss [Quoted]</b>		
	Investment in Mutual Funds*	5,474.68	5,776.78
	<b>Carried at amortised cost [Unquoted]</b>		
	Investment in term deposits with Financial Institution	250.00	1,447.00
		<b>5,724.68</b>	<b>7,223.78</b>
		<b>5,474.68</b>	<b>5,776.78</b>
	<b>*Market Value of Quoted Investments</b>		
		<b>As at</b>	
		March 31, 2023	March 31, 2022
		<b>Current</b>	
	Unsecured, considered good	305.99	1,886.18
	Unsecured - credit impaired	327.14	610.45
	Less: Allowance for doubtful debts [Refer note 27(A)]	(327.14)	(610.45)
		<b>305.99</b>	<b>1,886.18</b>

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(ii) Refer note 13(i) for assets pledged.

### Ageing of trade receivables as at March 31, 2023\*

Particulars	Current but 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	220.71	62.72	22.56	-	-	-	305.99
Undisputed trade receivables - credit impaired	0.07	0.21	1.71	11.31	5.29	308.55	327.14
<b>Total</b>	<b>220.78</b>	<b>62.93</b>	<b>24.27</b>	<b>11.31</b>	<b>5.29</b>	<b>308.55</b>	<b>633.13</b>
Less: Allowance for doubtful debts							(327.14)
<b>Total</b>							<b>305.99</b>

### Ageing of trade receivables as at March 31, 2022\*

Particulars	Current but 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	1,437.45	436.06	6.32	5.33	1.02	-	1,886.18
Undisputed trade receivables - credit impaired	0.23	0.44	1.27	5.33	34.52	568.66	610.45
<b>Total</b>	<b>1,437.68</b>	<b>436.50</b>	<b>7.59</b>	<b>10.66</b>	<b>35.54</b>	<b>568.66</b>	<b>2,496.63</b>
Less: Allowance for doubtful debts							(610.45)
<b>Total</b>							<b>1,886.18</b>

\* There are no disputed trade receivables

		As at			
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>7(iii) Other financial assets</b>					
		<b>Non-Current</b>		<b>Current</b>	
<b>a) Security Deposits</b>					
	Unsecured, considered good	11.80	17.49	3.31	5.53
	Unsecured, considered doubtful	14.37	15.28	-	-
	Less: Allowance for doubtful deposits	(14.37)	(15.28)	-	-
		<b>11.80</b>	<b>17.49</b>	<b>3.31</b>	<b>5.53</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-Current		Current	
<b>b) Contract assets - Unbilled Revenue</b>				
Unsecured, considered good (Refer note 16.1)	-	-	264.80	990.51
Unsecured, considered doubtful	-	-	84.63	91.31
Less: Provision for doubtful unbilled revenue	-	-	(84.63)	(91.31)
	-	-	<b>264.80</b>	<b>990.51</b>
<b>c) Interest receivable</b>				
Interest Accrued on bank and other deposits	0.08	0.69	46.16	109.39
<b>d) Derivative asset (refer note 27 D)</b>	-	-	-	16.20
<b>e) Other receivables</b>	-	-	183.41	652.02
<b>f) Bank deposits</b>				
With remaining maturity of more than 12 months*	1.99	72.71	-	-
With remaining maturity of less than 12 months	-	-	722.84	880.63
<b>Total</b>	<b>13.87</b>	<b>90.89</b>	<b>1,220.52</b>	<b>2,654.28</b>

Refer note 13(i)(A) for assets pledged.

\*Deposit of Rs. 3.20 Million (Previous year Rs. 20.01 Million) pledged as margin money with bank for issuance of bank guarantees.

**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	199.17	63.55	2.08	-	-	264.80
Undisputed unbilled revenue - credit impaired	1.65	-	-	-	82.98	84.63
<b>Total</b>	<b>200.82</b>	<b>63.55</b>	<b>2.08</b>	<b>-</b>	<b>82.98</b>	<b>349.43</b>
Less: Allowance for doubtful unbilled revenue [Refer note 27 (A)]						(84.63)
<b>Total</b>						<b>264.80</b>

**Ageing of unbilled revenue from transaction date as at March 31, 2022**

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	982.80	7.71	-	-	-	990.51
Undisputed unbilled revenue - credit impaired	-	-	0.30	1.83	89.18	91.31
<b>Total</b>	<b>982.80</b>	<b>7.71</b>	<b>0.30</b>	<b>1.83</b>	<b>89.18</b>	<b>1,081.82</b>
Less: Allowance for doubtful unbilled revenue [Refer note 27 (A)]						(91.31)
<b>Total</b>						<b>990.51</b>

\* There are no disputed unbilled revenue

**7(iv) Cash and cash equivalents**

	As at	
	March 31, 2023	March 31, 2022
	Current	
Balance with banks		
- Current Accounts	487.81	3,006.51
- Deposits with original maturity of less than 3 months*	-	59.77
Cash on hand	0.10	0.46
	<b>487.91</b>	<b>3,066.74</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, 2023	March 31, 2022
	Current	
Bank deposits		
- With original maturity of more than 3 months and upto 12 months*	209.09	1,270.65
Dividend Accounts	10.41	10.43
	<b>219.50</b>	<b>1,281.08</b>

\*Deposit of Rs. 0.11 Million (Previous year Rs.3.38 Million) pledged as margin money with bank for issuance of bank guarantees. 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 8 Tax Assets (Net)

#### 8(i) Deferred Tax Assets/ Liabilities

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Deferred Tax Assets</b>		
<b>The balance comprises temporary differences attributable to:</b>		
Provisions	29.97	44.15
Tax impact of difference between carrying amount of property, plant and equipments and Intangible assets in the financial statements and as per Income Tax	7.28	67.36
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	2.30	2.11
Provision for employee benefits	27.10	87.15
Carry forward losses [Refer footnote (c)]	94.13	209.16
Allowance for doubtful debts and advances	104.43	83.84
Others	8.74	2.58
<b>Total deferred tax assets</b>	<b>273.95</b>	<b>496.35</b>
<b>Deferred Tax Liabilities</b>		
Unrealised gain on Investment marked to market	(93.49)	(203.54)
Others	(5.76)	(0.01)
<b>Total deferred tax liabilities</b>	<b>(99.25)</b>	<b>(203.55)</b>
<b>Net deferred tax assets</b>	<b>174.70</b>	<b>292.80</b>
Deferred tax assets recognised in Consolidated Balance Sheet	174.70	308.18
Deferred tax liabilities recognised in Consolidated Balance Sheet	-	(15.38)

- (a) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.
- (b) Deferred Tax Asset on brought forward losses has been recognised to the extent of availability of probable future taxable income to set off the losses.
- (c) During the previous year, based on the expected return on investments as per future business plan, the Holding Company had recognised Deferred Tax Asset of Rs. 179.51 Million on long term capital losses on cancellation of shares of NYJL.

#### Movement in Deferred Tax Assets/ (Liabilities)

Movement in deferred tax assets / (liabilities) (net)	Property, Plant and Equipments and Intangibles Assets	Provision for employee benefits	Provision for doubtful debts, unbilled revenue and others	Others including unabsorbed unrealized gain	Right-of-use assets/ (Lease Liabilities)	Total
<b>As at April 1, 2021</b>	<b>83.58</b>	<b>61.50</b>	<b>147.17</b>	<b>(144.76)</b>	<b>4.80</b>	<b>152.29</b>
Acquired through business combination (refer note 39)	3.46	3.57	-	-	-	7.03
(charged)/credited:						
- to profit or loss	(17.97)	16.68	(10.73)	133.54	(0.90)	120.62
- to profit or loss discontinued operation (Refer note 38)	(0.47)	(11.49)	7.81	-	(1.82)	(5.97)
- to other comprehensive income	-	16.95	-	-	-	16.95
- Exchange differences	(1.24)	(0.06)	(0.01)	3.16	0.03	1.88
<b>As at March 31, 2022</b>	<b>67.36</b>	<b>87.15</b>	<b>144.24</b>	<b>(8.06)</b>	<b>2.11</b>	<b>292.80</b>
Transferred pursuant to Scheme of Arrangement (Refer note 37)	(51.95)	(62.83)	(0.88)	(29.16)	(0.08)	(144.90)
(charged)/credited:						
- to profit or loss	(9.56)	6.90	6.96	25.45	0.34	30.09
- to profit or loss discontinued operation (Refer note 38)	-	-	(0.68)	-	-	(0.68)
- to other comprehensive income	-	(3.37)	-	-	-	(3.37)
- Exchange differences	1.43	(0.75)	(0.55)	0.70	(0.07)	0.76
<b>As at March 31, 2023</b>	<b>7.28</b>	<b>27.10</b>	<b>149.09</b>	<b>(11.07)</b>	<b>2.30</b>	<b>174.70</b>

#### Note :

- a) 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.

#### 8(ii) Income Tax Assets/ (Liabilities)(net)

Taxes recoverable	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-Current		Current	
Advance Income Tax	685.91	798.38	-	191.22
Less : Provision for Income Tax	(183.09)	(344.63)	(6.40)	(400.97)
	<b>502.82</b>	<b>453.75</b>	<b>(6.40)</b>	<b>(209.75)</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

9 Other assets	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-Current		Current	
i) <b>Capital Advances</b>				
Unsecured, considered good	2.23	59.86	-	-
	<b>2.23</b>	<b>59.86</b>	-	-
ii) <b>Advances recoverable in cash or in kind</b>				
Unsecured, considered good	0.72	1.72	54.70	201.00
Unsecured, considered doubtful	62.45	62.53	0.28	0.89
Less: Allowance for doubtful advances	(62.45)	(62.53)	(0.28)	(0.89)
	<b>0.72</b>	<b>1.72</b>	<b>54.70</b>	<b>201.00</b>
iii) <b>Balances with Government Authorities (net)</b>	-	-	72.26	68.90
	-	-	<b>72.26</b>	<b>68.90</b>
	<b>2.95</b>	<b>61.58</b>	<b>126.96</b>	<b>269.90</b>

Refer note 13(i)(A) for assets pledged.

10 Inventories	As at	
	March 31, 2023	March 31, 2022
<b>As at the end of the year</b>		
Stock-in-trade		
Education and Training Material*	6.95	20.60
	<b>6.95</b>	<b>20.60</b>
<b>As at the beginning of the year</b>		
Stock-in-trade		
Education and Training Material* [Refer foot note (i)]	15.16	17.80
	<b>15.16</b>	<b>17.80</b>
<b>Decrease / (Increase) in Inventories</b>	<b>8.21</b>	<b>(2.80)</b>

(i) Pursuant to Scheme of Arrangement, change in inventory amounting to Rs. (11.78) Million is allocated to NLSL in March 31, 2022.

\* Net of provision for non-moving inventories of Rs. 5.85 Million (Previous year - Rs. 27.92 Million).

### 11 Share capital

#### a) Authorised Share Capital

Particulars	Equity Shares of Rs. 2 each		Redeemable Preference Shares of Rs. 100 each		Cumulative Redeemable Preference Shares of Rs. 1 each	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
<b>As at April 1, 2021</b>	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00
Addition during the year	-	-	-	-	-	-
<b>As at March 31, 2022</b>	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00
Addition during the year	-	-	-	-	-	-
<b>As at March 31, 2023</b>	411,000,000	822.00	2,500,000	250.00	350,000,000	350.00

#### b) Movement in Equity Share Capital

Subscribed and paid up share capital	Equity Shares	
	Number of Shares	Amount
<b>As at April 1, 2021*</b>	142,344,984	284.70
Issued during the year (Refer note 25)	1,397,263	2.79
Shares extinguished on buyback#	(9,875,000)	(19.75)
<b>As at March 31, 2022</b>	133,867,247	267.74
Issued during the year (Refer note 25)	697,113	1.40
<b>As at March 31, 2023</b>	134,564,360	269.14

\* Paid up capital includes Rs. 0.01 Million originally paid up towards 6,000 forfeited shares.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

#During the previous year, the Holding Company had concluded the buyback of 9,875,000 equity shares at a price of Rs. 240 per equity share ("Buyback") as approved earlier by the Board of Directors on December 24, 2020. Buyback was completed on May 7, 2021 and the equity shares bought back were extinguished on May 11, 2021. Total outflow of Rs. 2,370 Million had been utilised from the share capital, securities premium account and retained earnings, in line with the requirement under the Companies Act 2013. Further tax on Buyback and Buyback related expenses amounting to Rs. 552.12 Million and Rs. 15.12 Million had also been utilised from retained earnings. Additionally, Capital Redemption Reserve of Rs. 19.75 Million (equivalent to nominal value of the equity shares bought back) has been created out of retained earnings, in line with the requirement under the Companies Act 2013. Consequent to extinguishment of shares so bought back, the paid-up equity share capital had been reduced by Rs. 19.75 Million (Refer note 12).

### 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 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 period/ year, is set out in Note 25.

### e) Details of Shareholders holding more than 5% shares in the Company

Particulars	March 31, 2023		March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	16.68%	22,445,644	16.77%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	17.09%	22,994,229	17.18%
Nippon Life India Trustee Ltd - A/c Nippon India Small Cap Fund	11,095,416	8.25%	10,139,961	7.57%
Massachusetts Institute of Technology	7,741,830	5.75%	7,714,530	5.76%
<b>Total</b>	<b>64,277,119</b>	<b>47.77%</b>	<b>63,294,364</b>	<b>47.28%</b>

### f) Other details of equity shares for a period of five years immediately preceding March 31, 2023

#### Equity shares extinguished on buy-back

During the financial year 2019-20, the Company bought back 26,800,000 equity shares for an aggregate amount of Rs. 3,350 Million (excluding taxes, fees and expenses) at a price of Rs. 125 per equity share. The equity shares bought back were extinguished on December 23, 2019.

#### Details of shares held by Promoter and Promoter Group

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>					
Rajendra Singh Pawar	155,000	-	155,000	0.12%	0.00%
Vijay Kumar Thadani	155,000	-	155,000	0.12%	0.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	22,445,644	-	22,445,644	16.68%	0.00%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	22,994,229	-	22,994,229	17.09%	0.00%
Arvind Thakur	566,829	-	566,829	0.42%	0.00%
Neeti Pawar and Rajendra Singh Pawar	427,326	-	427,326	0.32%	0.00%
Urvashi Pawar	56,250	-	56,250	0.04%	0.00%
Unnati Pawar	56,242	-	56,242	0.04%	0.00%
Udai Pawar	7,500	-	7,500	0.01%	0.00%
R S Pawar HUF	2,527	-	2,527	0.00%	0.00%

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 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
V K Thadani HUF	2,527	-	2,527	0.00%	0.00%
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	-	1,000	0.00%	0.00%
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%

### As at March 31, 2022

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	155,000	-	155,000	0.12%	0.00%
Vijay Kumar Thadani	155,000	-	155,000	0.12%	0.00%
<b>Promoter Group</b>					
Rajendra Singh Pawar as Trustee of Pawar Family Trust	23,280,989	(835,345)	22,445,644	16.77%	(3.59)
Vijay Kumar Thadani as Trustee of Thadani Family Trust	23,830,065	(835,836)	22,994,229	17.18%	(3.51)
Arvind Thakur	606,508	(39,679)	566,829	0.42%	(6.54)
Neeti Pawar and Rajendra Singh Pawar	427,326	-	427,326	0.32%	0.00%
Urvashi Pawar	56,250	-	56,250	0.04%	0.00%
Unnati Pawar	56,242	-	56,242	0.04%	0.00%
Udai Pawar	7,500	-	7,500	0.01%	0.00%
R S Pawar HUF	2,527	-	2,527	0.00%	0.00%
V K Thadani HUF	2,527	-	2,527	0.00%	0.00%
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	-	1,000	0.00%	0.00%
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%

\*Mr. Chablani Vinod passed away on November 12, 2021 and shares were transmitted in the name of Second shareholder i.e. Rubika Vinod Chablani on January 7, 2022.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

12 Other equity	As at	
	March 31, 2023	March 31, 2022
<b>Particulars</b>		
<b>Reserves and Surplus [refer note 12(i)]</b>		
Capital Reserve	5,174.73	5,174.73
Securities Premium	248.98	252.54
Employees Stock Option Outstanding	231.44	264.28
General Reserve	47.65	34.62
Retained Earnings	3,816.44	8,660.52
Capital Redemption Reserve	73.35	73.35
	<b>9,592.59</b>	<b>14,460.04</b>
<b>Other Reserves [refer note 12(ii)]</b>		
Hedging Reserve Account	-	8.29
Foreign Currency Translation Reserve	97.35	416.67
	<b>97.35</b>	<b>424.96</b>
<b>Total other equity</b>	<b>9,689.94</b>	<b>14,885.00</b>

12(i) Reserves and surplus	As at			
	March 31, 2023		March 31, 2022	
<b>a) Capital Reserve (refer footnote i)</b>				
Opening Balance	5,174.73		5,174.73	
Add: Increase / (decrease) during the year	-	5,174.73	-	5,174.73
<b>b) Securities Premium (refer footnote ii)</b>				
Opening Balance	252.54		171.59	
Utilization against buyback of shares [Refer note 11(b)]	-		(67.18)	
Transferred to Retained earnings	(86.41)		-	
Additions during the year on account of exercise of ESOP's	59.45		105.72	
Transferred from securities premium on ESOP exercised	23.40	248.98	42.41	252.54
<b>c) Employees Stock Option Outstanding</b>				
Opening Balance	264.28		150.90	
Pursuant to Scheme of Arrangement (Refer note 37)	(149.50)		-	
Transferred to Retained earnings [Refer footnote (v)]	(0.12)		(2.36)	
Transferred to securities premium on exercise of ESOP	(23.40)		(42.41)	
Adjustment pursuant to Scheme of Arrangement (Refer note 37)	68.98		-	
Share Based Payments (Refer note 25)	71.20	231.44	158.15	264.28
<b>d) General Reserve (Refer footnote iii)</b>				
Opening Balance	34.62		46.34	
Add/ (Less) :				
Transferred to Retained Earnings	13.03	47.65	(11.72)	34.62
<b>e) Retained Earnings</b>				
Opening Balance	8,660.52		10,163.57	
Pursuant to Scheme of Arrangement (Refer note 37)	(4,971.14)		-	
Current year profit attributable to Shareholders	31.77		2,261.96	
<b>Less: Appropriations</b>				
Dividend [Refer notes 31]	-		(734.39)	
Other Comprehensive Loss	10.04		(49.97)	
Transferred from Share Premium	86.41		-	
Utilization against buyback of shares [Refer note 11(b)]	-		(2,283.07)	
Transferred to Capital Redemption Reserve [Refer note 11(b)]	-		(19.75)	
Transferred from ESOP Reserve	0.12		2.36	
Transferred from General Reserve	(13.03)		11.72	
Buyback expenses (net of tax) including tax on buyback	-		(564.64)	
Adjustment pursuant to the Scheme of Arrangement (Refer note 37)	(41.00)		-	
Fair valuation impact on Future Acquisition Liability (Refer note 39) <sup>ii</sup>	52.75	3,816.44	(127.27)	8,660.52
<b>f) Capital Redemption Reserve (refer footnote iv)</b>				
Opening Balance	73.35		53.60	
Add : Transferred from Retained Earnings [Refer note 11(b)]	-	73.35	19.75	73.35
<b>Total Reserves and Surplus</b>	<b>9,592.59</b>		<b>14,460.04</b>	

### Footnotes

- (i) Capital reserve represents the reserve created on Amalgamation and Business Combinations.
- (ii) 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) General Reserve represents requirement to transfer specific sums to General Reserve as per the local laws of the jurisdiction.
- (iv) As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or security premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve. The reserve can be utilised in accordance with the provisions of Section 69 of Companies Act, 2013.
- (v) The Group has transferred employee stock option outstanding of Rs. 0.12 Million (Previous year Rs.2.36 Million) to retained earnings on account of lapse of vested options.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	As at			
	March 31, 2023	March 31, 2022		
<b>12(ii) Other reserves</b>				
<b>a) Hedging Reserve Account (Cash flow Hedge) [refer footnote i]</b>				
Opening Balance	8.29	9.61		
Pursuant to the Scheme of Arrangement (Refer note 37)	(8.29)	-		
Impact of restatement of derivative on Term Loan	-	4.05		
Impact of restatement of interest	-	(0.14)		
Movement in Derivative Instrument Fair Value Asset/ (Liability)	-	(3.77)		
Impact of restatement of derivative on Receivables	-	(1.46)	8.29	
<b>b) Foreign Currency Translation Reserve (refer footnote ii)</b>				
Opening Balance	416.67	349.19		
Pursuant to the Scheme of Arrangement (Refer note 37)	(322.99)	-		
Increase/(Decrease) during the year on translation of balances	3.67	67.48	416.67	
<b>Total Other Reserves</b>	<b>97.35</b>	<b>424.96</b>		

### Footnote :

- (i) The group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., revenue, as described in Note 27. 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 Statement of Profit or Loss when the hedged item effects profit and loss, i.e., Revenue.
- (ii) 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.

	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>13 Financial liabilities</b>				
<b>(i) Borrowings</b>				
			<b>Non-Current</b>	<b>Current Maturities</b>
<b>A) Secured</b>				
Term Loans from Banks:				
Foreign Currency Term Loans#	-	-	-	48.52
<b>Sub Total (A)</b>	-	-	-	<b>48.52</b>
<b>B) Unsecured</b>				
Deferred payment liabilities	-	5.31	5.31	36.71
<b>Sub Total (B)</b>	-	<b>5.31</b>	<b>5.31</b>	<b>36.71</b>
<b>Total (A+B)</b>	-	<b>5.31</b>	<b>5.31</b>	<b>85.23</b>

### #Details of interest rate security given against Loans

- (i) During the previous year, the Holding Company had repaid foreign currency loan of USD 0.96 Million equivalent to Rs. 66.67 Million which was fully hedged by converting it from the floating rate in USD 3 Month Libor with spread of 135 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 68.98, through full maturity of the loan. The said loan was secured by way of whole of the Holding Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Holding Company at Sector-34, Gurugram. The rate of interest on fully hedged equivalent loan amount was fixed at 9.25% p.a. for the tenure of the loan.
- (ii) ICICI Bank UK Plc has sanctioned the Overdraft and Working Capital Demand Loan (WC DL) facilities for an aggregate value of up to GBP 4.00 Million. The said credit facilities are secured by Corporate Guarantee from NIIT 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). Pursuant to Scheme of Arrangement the said loan has been transferred to NLSL.

	As at	
	March 31, 2023	March 31, 2022
<b>13(iii) Trade payables</b>		
		<b>Current</b>
Trade payables*	369.64	1,251.37
	<b>369.64</b>	<b>1,251.37</b>

\*Includes dues of micro enterprises and small enterprises amounting to Rs. 21.76 Million (Previous year Rs. 8.13 Million). Trade payables are non-interest bearing and are normally settled on 45 day terms.

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

**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	21.76	-	-	-	-	21.76
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	46.19	102.89	12.97	4.11	18.60	184.76
<b>Sub Total</b>	<b>67.95</b>	<b>102.89</b>	<b>12.97</b>	<b>4.11</b>	<b>18.60</b>	<b>206.52</b>
Unbilled dues						163.12
<b>Total</b>						<b>369.64</b>

**Ageing of trade payables as at March 31, 2022\***

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	33.56	-	-	-	-	33.56
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	166.43	140.89	10.41	0.81	46.14	364.68
<b>Sub Total</b>	<b>199.99</b>	<b>140.89</b>	<b>10.41</b>	<b>0.81</b>	<b>46.14</b>	<b>398.24</b>
Unbilled dues						853.13
<b>Total</b>						<b>1,251.37</b>

\* There are no disputed trade payables

**13(iii) Other financial liabilities**

	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-current		Current	
Interest accrued but not due on borrowings	-	-	-	0.03
Unpaid dividends *	-	-	10.41	10.43
Security deposits	0.50	0.52	-	-
Future acquisition liability	-	182.46	150.67	329.48
Other payables **	-	-	136.61	1,729.73
	<b>0.50</b>	<b>182.98</b>	<b>297.69</b>	<b>2,069.67</b>

\* There are no amounts due for transfer to the Investor Protection Fund as at the year end.

\*\* Includes capital creditors, payable to employees and payable on account of Strategic sourcing.

**14 Provisions**

Provision for Employee Benefits :  
 -Provision for Gratuity (Refer note 24)  
 -Provision for Compensated Absences  
 Other Provisions

	As at	
	March 31, 2023	March 31, 2022
	Current	
	62.72	187.31
	66.66	186.26
	4.78	44.57
	<b>134.16</b>	<b>418.14</b>

The Movement of provision towards other provisions is as below:-

Particulars	As at	
	March 31, 2023	March 31, 2022
Opening balance	44.57	44.57
Created during the year	4.78	-
Utilised/(Written back) during the year	(44.57)	-
<b>Closing Balance</b>	<b>4.78</b>	<b>44.57</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

15 Other liabilities	As at			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Non-current		Current	
<b>Contract Liabilities (Refer note 16.1)</b>				
Deferred Revenue	0.79	0.79	126.17	801.52
Advances from Customers	-	-	262.05	350.89
Payable to Government Authorities (net)	-	-	-	112.68
Statutory Dues*	-	-	74.91	225.60
	<b>0.79</b>	<b>0.79</b>	<b>463.13</b>	<b>1,490.69</b>

\*Statutory dues mainly includes withholding taxes and contribution to provident fund etc.

16 Revenue from operations	Year ended	
	March 31, 2023	March 31, 2022
Sale of products : Courseware	45.26	45.62
Sale of Services	3,369.80	2,462.75
Less : Discounts & Rebates	(2.56)	(2.20)
	<b>3,412.50</b>	<b>2,506.17</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	45.26	45.62
Sale of Services	3,367.24	2,460.55
	<b>3,412.50</b>	<b>2,506.17</b>

##### Timing of revenue recognition

Goods (Courseware, Training Material) transferred at a point in time	45.26	45.62
Services transferred over time	3,367.24	2,460.55
	<b>3,412.50</b>	<b>2,506.17</b>

#### b. Contract Balances

Trade Receivables [refer note 7(ii)]	305.99	1,886.18
Contract Assets [refer note 7(iii)]	264.80	990.51
Contract Liabilities (refer note 15)	(389.01)	(1,153.20)

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days. A sum of Rs. 9.60 Million (Previous year Rs. (11.41) Million) is recognised as allowance for doubtful debts (net of reversal) on trade receivables during the year.

Unbilled revenues are billed in a terms of 30 - 90 days. A sum of Rs. 30.65 Million (Previous year Rs. 43.28 Million) is recognised as provision for expected credit losses on unbilled revenue during the year.

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.

#### c. Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

	Year ended	
	March 31, 2023	March 31, 2022
Revenue as per contracted price	3,415.06	2,508.37
<b>Adjustments</b>		
Discount	(2.56)	(2.20)
	<b>3,412.50</b>	<b>2,506.17</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 period and an explanation as to when the Group expects to recognize these amounts in revenue. As on March 31, 2023, there were no remaining performance obligation as the same is satisfied upon delivery of goods/services.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2023	March 31, 2022
<b>17 Other income</b>		
Interest Income		
- Deposits with Banks & others	86.35	78.16
- Unwinding of Interest on Security Deposit	1.06	0.89
- Others	7.15	16.49
Net gain on Investment carried at fair value through profit and loss	247.36	257.88
Provision / Other Liabilities written back	-	0.59
Gain on Disposal of Property, Plant and Equipment and Intangible assets (net)	0.46	1.54
Gain on Termination of Lease Assets (net)	0.07	0.90
Gain on foreign currency translation and transaction (Net)	1.14	8.10
Rent concession	0.25	1.43
Provision for Doubtful debts written back	-	3.69
Other non-operating income	37.38	34.78
	<b>381.22</b>	<b>404.45</b>

	Year ended	
	March 31, 2023	March 31, 2022
<b>18 Employee benefits expenses#</b>		
Salary, Wages and Bonus	1,354.49	1,021.99
Contribution to Provident and Other Funds* (refer note 24)	122.06	96.12
Share Based Payments (refer note 25)	71.20	33.15
Staff Welfare Expenses	28.80	23.04
	<b>1,576.55</b>	<b>1,174.30</b>

# Net of Rs. 92.46 Million (Previous year Rs. 11.66 Million) capitalised in intangible assets [refer note 5(i)].

\*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, 2023	March 31, 2022
<b>19 Finance costs</b>		
Interest Expense	1.20	2.45
Interest on Lease Liabilities [refer note 6(ii)]	10.42	8.72
	<b>11.62</b>	<b>11.17</b>

	Year ended	
	March 31, 2023	March 31, 2022
<b>20 Other expenses*</b>		
Equipment Hiring [Refer note 6(i)]	39.39	37.13
Software Subscriptions	14.17	9.82
Royalties	152.70	82.95
Freight and Cartage	4.54	2.36
Rent [Refer note 6(i)]	15.83	22.98
Rates and Taxes	1.72	4.50
Power & Fuel	11.36	10.05
Communication	13.50	13.44
Legal and Professional	125.28	97.77
Travelling and Conveyance	43.34	17.85
Allowance/ Write off of Doubtful Debts [Refer note 27 (A)]	9.60	0.09
Allowance for Doubtful Advances	8.66	-
Insurance	4.95	2.75
Repairs and Maintenance		
- Plant and Machinery	1.86	3.11
- Buildings	1.35	0.48
- Others	8.22	6.33
Consumables	15.00	4.36
Security and Administration Services	5.79	4.49
Bank Charges	2.46	2.31
Marketing & Advertising Expenses	255.94	226.20
Sales Commission	-	-
Donation	0.10	-
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 21)	3.00	0.10
Subscription and Membership	7.67	4.69
Sundry Expenses	8.37	4.89
	<b>754.80</b>	<b>558.65</b>

\*Net of Rs. 19.91 Million (Previous year Rs. 7.74 Million) capitalised in intangible assets (refer note 5(i)).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

	Year ended	
	March 31, 2023	March 31, 2022
<b>21 Corporate social responsibility expenditure (refer note 37)*</b>		
a) Gross amount required to be spent by the Company during the year	3.00	5.60
b) Amount approved by the board to be spent during the year	3.00	5.80
c) Amount spent during the year:		
-Construction/acquisition of any asset	-	-
-On purposes other than above	3.00	5.80
d) Details of related party transactions in relation to CSR expenditure		
-Contribution to NIIT Institute of Information Technology	3.00	5.70
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 2022-23 & 2021-22)	

\*During the previous year, amounting to Rs. 5.70 Million had been allocated to CLG Business undertaking pursuant to scheme of arrangement.

	Year ended	
	March 31, 2023	March 31, 2022
<b>22 Exceptional items</b>		
<b>Income</b>		
Reversal of Provision on one time settlement of litigation (net)	6.48	-
<b>Expenses</b>		
Legal and professional cost towards acquisition	(0.29)	(9.51)
Legal and professional cost towards scheme of arrangement (refer note 37)	(16.12)	(19.49)
	<b>(9.93)</b>	<b>(29.00)</b>
<b>23 Tax expense</b>		
<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Current tax</b>		
Current tax on profits for the year	72.46	35.42
Adjustments for tax relating to earlier years	3.20	0.45
Foreign tax paid for branches (FTC)	2.48	0.88
<b>Total current tax</b>	<b>78.14</b>	<b>36.75</b>
<b>Deferred tax</b>		
(Increase) / Decrease in deferred tax assets	(30.09)	(120.62)
<b>Total deferred tax charge/ (credit)</b>	<b>(30.09)</b>	<b>(120.62)</b>
<b>Total tax expense</b>	<b>48.05</b>	<b>(83.87)</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	Year ended	
	March 31, 2023	March 31, 2022
<b>Profit before tax</b>	<b>159.22</b>	<b>233.27</b>
Tax at the Indian tax rate of 25.17% for FY 2022-23 and 25.17% for FY 2021-22	40.08	58.71
<b>Adjustments for:</b>		
Taxes relating to earlier years	3.20	0.45
Tax provision (reversal) / expense in foreign territories to the extent not allowed to be set off	2.48	0.88
Tax impact on account of adjustment of brought forward business loss & unabsorbed depreciation	29.93	(17.63)
Reversal of deferred tax liability on mark to market Gains	-	(20.37)
Deferred tax on long term capital loss (Cancellation of investment in subsidiary) [Refer note 8 (i)]	-	(87.82)
Tax impact of difference in tax rates on account of section 80M deduction	-	(26.52)
Effect due to difference in tax rates	(26.79)	3.09
Tax Impact of other adjustments	(0.85)	5.34
<b>Income tax expense</b>	<b>(48.05)</b>	<b>(83.87)</b>
<b>Profit before tax from discontinued operations</b>	<b>(26.91)</b>	<b>2,571.76</b>
Tax at rate of 25.17%	(6.77)	647.31
- Deferred Tax on Long Term Capital Loss (Cancellation of Investment in Subsidiary)	-	(87.82)
- Others	7.45	41.69
<b>Income tax expense from Discontinued Operations (Refer note 38)</b>	<b>0.68</b>	<b>601.18</b>

## 24 Employee benefits

### A) Defined Contribution Plans

The Group makes contribution towards Provident Fund (other than NIIT Limited and certain other domestic subsidiaries), 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, 2023	March 31, 2022
Employers' Contribution to Provident Fund & Other Fund	4.31	103.16
Employers' Contribution to Superannuation Fund	4.15	18.44
Employers' Contribution to Employees Pension Scheme	71.54	168.22
Employers' Contribution to Employee National Pension System	1.44	2.95
<b>Total</b>	<b>81.44</b>	<b>292.77</b>

The Group has charged the following costs in Contribution to Other Funds in the Consolidated Statement of Profit and Loss for Key Management Personnel:

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Employers' Contribution to Provident Fund	0.66	3.12
Employers' Contribution to Superannuation Fund	0.46	2.28
Employers' Contribution to Employees Pension Scheme	0.01	0.03
<b>Total</b>	<b>1.13</b>	<b>5.43</b>

### B) Defined Benefit Plans

#### I. Provident Fund

The Group makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" ("the Trust") [for NIIT Limited and certain other domestic subsidiaries]. The Group contributed Rs. 20.27 Million (Previous year Rs. 16.97 Million) including Rs. 0.66 Million (Previous year Rs. 3.12 Million) in respect of Key Management personnel during the year to the Trust.

The Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Group's obligation in this regard is actuarially determined and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The guidance on implementing Ind AS 19 Employee Benefits, issued by Accounting Standards Board (ASB) of The Institute of Chartered Accountants of India, states that benefits involving employer established provident fund trust, which require interest shortfall to be compensated by the employer is required to be considered as Defined Benefits Plans. The actuary has provided a valuation and based on the below mentioned assumptions, determined that there is no short fall as at March 31, 2023.

The details of fund and plan assets of the Trust as at March 31, 2023 (limited to the extent provided by the actuary):

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

		As at	
Particulars		March 31, 2023	March 31, 2022
(i)	<b>Change in Defined Benefit Obligation</b>		
	<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	Present Value of Defined Benefit Obligation as at the beginning of the year	1,596.06	1,449.64
	Current service cost	66.58	54.45
	Acquisition cost	29.86	53.52
	Interest Cost	109.29	92.25
	Benefit paid	(165.09)	(151.33)
	Employee Contribution	114.64	95.99
	Actuarial loss on Obligations	15.56	1.54
	<b>Present Value of Defined Benefit Obligation as at the end of the year</b>	<b>1,766.90</b>	<b>1,596.06</b>
(ii)	<b>Change in Fair Value of Assets</b>		
	<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	Fair value of Plan Assets as at the beginning of the year	1,816.73	1,665.19
	Benefit paid	(165.09)	(151.33)
	Employee Contribution	114.64	95.99
	Acquisition Adjustment	29.86	53.52
	Interest Income on Plan Assets	109.29	92.25
	Return on plan assets greater/(lesser) than discount rate	(60.24)	6.66
	Employers' Contribution	66.58	54.45
	<b>Fair value of Plan Assets as at the end of the year</b>	<b>1,911.77</b>	<b>1,816.73</b>
(iii)	<b>Estimated Net Asset/ (Liability) recognised in the Balance Sheet :</b>		
	<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	Present value of Defined Benefit Obligation	1,766.90	1,596.06
	Fair Value of Plan Assets	1,911.77	1,816.73
	Funded Status [Surplus/(Deficit)] with the trust	144.87	220.67
	<b>Net Asset/(Liability) recognised in the Balance Sheet</b>	<b>-</b>	<b>-</b>
(iv)	<b>Assumptions used in accounting for provident Fund:-</b>		
	<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	Discount Rate (Per Annum)	7.25%	6.75%
	EPFO Rate	8.15%	8.10%
	Expected return of exempt fund	7.75%	7.50%
v)	<b>Investment details of Plan Assets:-</b>		
	<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	Government Securities	51.33%	60.81%
	Debt Instruments	36.86%	32.50%
	Equities	2.13%	1.06%
	Short term Debt Instruments	9.68%	5.63%
	<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>
II.	<b>Gratuity Fund - Funded / Non Funded</b>		
A.	<b>Gratuity Non Funded</b>		
	<b>Particulars</b>	<b>Year ended</b>	
		<b>March 31, 2023</b>	<b>March 31, 2022</b>
i)	<b>Change in Present value of Obligation:-</b>		
	Present value of obligation as on the date of acquisition	11.61	13.17
	Interest cost	0.77	0.24
	Current service cost	2.62	0.91
	Benefits paid	(0.26)	(2.21)
	Actuarial (gain)/ loss on obligations		
	Actuarial (gain)/ loss on experience	1.05	-
	Actuarial (gain)/ loss on financial assumption	(0.24)	(0.50)
	<b>Present value of obligation as at the year end</b>	<b>15.55</b>	<b>11.61</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

B. Gratuity Funded Particulars	Year ended	
	March 31, 2023	March 31, 2022
<b>i) Change in Present value of Obligation:-</b>		
Present value of obligation as at beginning of the year	368.00	280.69
Transferred pursuant to Scheme of Arrangement	(267.42)	-
Interest cost	7.59	16.67
Current service cost	11.89	33.82
Benefits paid	(3.18)	(28.01)
Acquisition cost / (credit)	(0.81)	-
Actuarial loss on experience	(2.89)	7.60
Actuarial loss on financial assumption	(10.04)	57.23
<b>Present value of obligation as at the year end</b>	<b>103.14</b>	<b>368.00</b>

ii) Change in fair value of plan assets:- Particulars	Year ended	
	March 31, 2023	March 31, 2022
Fair value of Plan Assets as at the beginning of the year	192.30	68.78
Transferred pursuant to Scheme of Arrangement	(139.38)	-
Expected return on Plan Assets	3.11	8.00
Contributions	2.88	146.12
Benefits Paid	(3.18)	(28.01)
Return on plan assets greater / (lesser) than discount rate	0.24	(2.59)
<b>Fair value of Plan Assets as at the end of the year</b>	<b>55.97</b>	<b>192.30</b>

Estimated contributions for the year ended on March 31, 2024 is Rs. 66.72 Million (Previous year Rs. 187.31 Million).

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, 2023	55.97	118.69	(62.72)
As at March 31, 2022	192.30	379.61	(187.31)

iv) Net Gratuity Cost recognised in Consolidated Statement of Profit and Loss:-

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Current service cost	14.51	34.73
Net interest on net defined benefit liability / (asset)	5.25	8.91
<b>Expense recognised in Consolidated Statement of Profit and Loss* (under contribution to provident and other funds)</b>	<b>19.76</b>	<b>43.64</b>

\* Includes Rs. 0.18 Million (Previous year Rs. 32.23 Million) recognised in consolidated statement of profit and loss from discontinued operations.

v) Gratuity Cost recognised through Other Comprehensive Income:-

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Actuarial (gain)/ loss - experience	(2.89)	7.60
Actuarial (gain)/ loss - financial assumptions	(10.28)	56.73
Return on plan assets (greater) / less than discount rate	(0.24)	2.59
<b>Expense recognised through other comprehensive income</b>	<b>(13.41)</b>	<b>66.92</b>



## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### vi) Assumptions used in accounting for gratuity plan:-

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Discount Rate (Per Annum)</b>		
RPS Consulting Private Limited (RPS)	7.43%	6.67%
Entities other than RPS	7.25%	6.75%
<b>Future Salary Increase</b>		
RPS	8.00%	8.00%
Entities other than RPS	10.00%	16% for next two years and 10% thereafter
<b>Expected Rate of return on plan assets</b>	7.37%	7.15%

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, 2023	March 31, 2023	March 31, 2023
Discount rate	0.50%	(4.21)	4.57
Salary growth rate	0.50%	4.05	(3.84)
Withdrawal rate	5.00%	(5.09)	5.47

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2022	March 31, 2022	March 31, 2022
Discount rate	0.50%	(14.43)	15.45
Salary growth rate	0.50%	14.53	(13.70)
Withdrawal rate	5.00%	(26.52)	26.99

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

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

As per the plan, each option is exercisable for one equity share of face value of Rs. 2 each (Rs. 10 each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

Pursuant to Scheme of the 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.

### i) Summary of options granted under plan:

Particulars	March 31, 2023		March 31, 2022	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	78.13	7,188,894	89.14	5,637,204
Granted during the year	151.34	3,070,000	289.49	3,260,000
Exercised during the year	37.45	697,113	77.66	1,397,263
Forfeited/lapsed during the year	143.08	236,674	92.32	311,047
<b>Closing balance</b>	<b>103.63</b>	<b>9,325,107</b>	<b>182.09</b>	<b>7,188,894</b>
<b>Vested and exercisable</b>		<b>3,846,773</b>		<b>2,778,894</b>

### ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Vests	Grant date	Vesting date	Expiry date	March 31, 2023		March 31, 2022	
					Exercise price*	Share options outstanding	Exercise price	Share options outstanding
Grant 10	Vest I	28-Aug-14	28-Aug-15	28-Aug-20	21.35	-	49.75	-
	Vest II	28-Aug-14	28-Aug-16	28-Aug-21	21.35	-	49.75	-
	Vest III	28-Aug-14	28-Aug-17	28-Aug-22	21.35	-	49.75	2
Grant 12	Vest I	24-Jun-15	24-Jun-16	24-Jun-21	17.85	-	41.60	-
	Vest II	24-Jun-15	24-Jun-17	24-Jun-22	17.85	-	41.60	45,000
	Vest III	24-Jun-15	24-Jun-18	24-Jun-23	17.85	50,000	41.60	146,844
Grant 13	Vest I	17-Jul-15	17-Jul-16	17-Jul-21	22.38	-	52.15	-
	Vest II	17-Jul-15	17-Jul-17	17-Jul-22	22.38	-	52.15	33,336
	Vest III	17-Jul-15	17-Jul-18	17-Jul-23	22.38	48,846	52.15	66,684
Grant 16	Vest I	16-Jun-16	16-Jun-17	16-Jun-22	35.74	-	83.30	13,332
	Vest II	16-Jun-16	16-Jun-18	16-Jun-23	35.74	13,332	83.30	13,332
	Vest III	16-Jun-16	16-Jun-19	16-Jun-24	35.74	13,338	83.30	20,672
Grant 17	Vest I	05-Feb-17	05-Feb-18	05-Feb-23	31.58	-	73.60	6,666
	Vest II	05-Feb-17	05-Feb-19	05-Feb-24	31.58	6,666	73.60	6,666
	Vest III	05-Feb-17	05-Feb-20	05-Feb-25	31.58	6,668	73.60	13,336
Grant 18	Vest I	23-Jun-17	23-Jun-18	23-Jun-23	39.71	63,332	92.55	140,664
	Vest II	23-Jun-17	23-Jun-19	23-Jun-24	39.71	123,664	92.55	207,330
	Vest III	23-Jun-17	23-Jun-20	23-Jun-25	39.71	179,340	92.55	233,340
Grant 19	Vest I	27-Jul-17	27-Jul-18	27-Jul-23	38.13	88,333	88.85	93,333
	Vest II	27-Jul-17	27-Jul-19	27-Jul-24	38.13	93,333	88.85	93,333
	Vest III	27-Jul-17	27-Jul-20	27-Jul-25	38.13	93,334	88.85	93,334
Grant 21	Vest I	25-Jun-18	25-Jun-19	25-Jun-24	41.26	115,000	96.15	120,000
	Vest II	25-Jun-18	25-Jun-20	25-Jun-25	41.26	115,000	96.15	140,000
	Vest III	25-Jun-18	25-Jun-21	25-Jun-26	41.26	115,000	96.15	140,000
Grant 22	Vest I	19-Jul-18	19-Jul-19	19-Jul-24	38.47	63,660	89.65	82,324
	Vest II	19-Jul-18	19-Jul-20	19-Jul-25	38.47	91,334	89.65	100,000
	Vest III	19-Jul-18	19-Jul-21	19-Jul-26	38.47	120,027	89.65	154,366

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	Grant date	Vesting date	Expiry date	March 31, 2023		March 31, 2022	
					Exercise price*	Share options outstanding	Exercise price	Share options outstanding
Grant 23	Vest I	23-Jan-19	23-Jan-20	23-Jan-25	40.19	-	93.65	-
	Vest II	23-Jan-19	23-Jan-21	23-Jan-26	40.19	-	93.65	20,000
	Vest III	23-Jan-19	23-Jan-22	23-Jan-27	40.19	20,000	93.65	50,000
Grant 24	Vest I	16-Jul-19	16-Jul-20	16-Jul-25	42.48	140,000	99.00	140,000
	Vest II	16-Jul-19	16-Jul-21	16-Jul-26	42.48	140,000	99.00	140,000
	Vest III	16-Jul-19	16-Jul-22	16-Jul-27	42.48	140,000	99.00	140,000
Grant 25	Vest I	10-Jul-20	10-Jul-21	10-Jul-26	40.51	345,000	94.40	385,000
	Vest II	10-Jul-20	10-Jul-22	10-Jul-27	40.51	425,000	94.40	425,000
	Vest III	10-Jul-20	10-Jul-23	10-Jul-28	40.51	425,000	94.40	425,000
Grant 26	Vest I	28-Sep-20	28-Sep-21	28-Sep-26	54.77	55,000	127.65	55,000
	Vest II	28-Sep-20	28-Sep-22	28-Sep-27	54.77	55,000	127.65	55,000
	Vest III	28-Sep-20	28-Sep-23	28-Sep-28	54.77	55,000	127.65	55,000
Grant 27	Vest I	07-Dec-20	07-Dec-21	07-Dec-26	74.75	-	174.20	25,000
	Vest II	07-Dec-20	07-Dec-22	07-Dec-27	74.75	25,000	174.20	25,000
	Vest III	07-Dec-20	07-Dec-23	07-Dec-28	74.75	25,000	174.20	25,000
Grant 28	Vest I	03-Jun-21	03-Jun-22	03-Jun-27	80.61	35,000	187.85	50,000
	Vest II	03-Jun-21	03-Jun-23	03-Jun-28	80.61	50,000	187.85	50,000
	Vest III	03-Jun-21	03-Jun-24	03-Jun-29	80.61	50,000	187.85	50,000
Grant 29	Vest I	18-Jun-21	18-Jun-22	18-Jun-27	113.39	356,666	264.25	356,666
	Vest II	18-Jun-21	18-Jun-23	18-Jun-28	113.39	356,666	264.25	356,666
	Vest III	18-Jun-21	18-Jun-24	18-Jun-29	113.39	356,668	264.25	356,668
Grant 30	Vest I	23-Aug-21	23-Aug-22	23-Aug-27	133.11	669,900	310.20	680,000
	Vest II	23-Aug-21	23-Aug-23	23-Aug-28	133.11	650,000	310.20	680,000
	Vest III	23-Aug-21	23-Aug-24	23-Aug-29	133.11	650,000	310.20	680,000
Grant 31	Vest I	19-Jul-22	19-Jul-23	19-Jul-28	151.34	736,666	-	-
	Vest II	19-Jul-22	19-Jul-24	19-Jul-29	151.34	736,666	-	-
	Vest III	19-Jul-22	19-Jul-25	19-Jul-30	151.34	736,668	-	-
Grant 32	Vest I	19-Jul-22	15-May-25	15-May-30	151.34	20,000	-	-
Grant 33	Vest I	19-Jul-22	23-Aug-25	23-Aug-30	151.34	640,000	-	-
Grant 34	Vest I	26-Aug-22	26-Aug-23	26-Aug-28	151.00	10,000	-	-
	Vest II	26-Aug-22	26-Aug-24	26-Aug-29	151.00	10,000	-	-
	Vest III	26-Aug-22	26-Aug-25	26-Aug-30	151.00	10,000	-	-

\* Adjusted pursuant to the Scheme of arrangement (Refer note 37)

**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	March 31, 2023	March 31, 2022	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate	March 31, 2023	March 31, 2022
		Market price*						Fair value*	
Grant 10	Vest I	21.35	49.75	40.75%	3.50	8.78%	3.96%	6.65	15.50
	Vest II	21.35	49.75	39.51%	4.50	8.73%	3.96%	7.13	16.61
	Vest III	21.35	49.75	46.99%	5.50	8.70%	3.96%	8.49	19.78

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..**

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	March 31, 2023	March 31, 2022	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate	March 31, 2023	March 31, 2022
		Market price*						Fair value*	
Grant 12	Vest I	17.85	41.60	42.73%	3.50	7.95%	3.50%	5.77	13.45
	Vest II	17.85	41.60	41.13%	4.50	7.93%	3.50%	6.17	14.38
	Vest III	17.85	41.60	39.89%	5.50	7.92%	3.50%	6.47	15.07
Grant 13	Vest I	22.38	52.15	43.53%	3.50	7.79%	3.50%	7.30	17.01
	Vest II	22.38	52.15	41.89%	4.50	7.86%	3.50%	7.81	18.21
	Vest III	22.38	52.15	40.55%	5.50	7.90%	3.50%	8.19	19.08
Grant 16	Vest I	35.74	83.30	48.89%	3.50	7.52%	3.01%	13.00	30.30
	Vest II	35.74	83.30	45.98%	4.50	7.52%	3.01%	13.68	31.88
	Vest III	35.74	83.30	44.05%	5.50	7.52%	3.01%	14.23	33.17
Grant 17	Vest I	31.58	73.60	48.75%	3.50	6.41%	3.01%	11.10	25.87
	Vest II	31.58	73.60	45.93%	4.50	6.41%	3.01%	11.64	27.13
	Vest III	31.58	73.60	44.36%	5.50	6.41%	3.01%	12.14	28.29
Grant 18	Vest I	39.71	92.55	47.76%	3.50	6.45%	2.35%	14.36	33.47
	Vest II	39.71	92.55	46.09%	4.50	6.45%	2.35%	15.48	36.08
	Vest III	39.71	92.55	43.93%	5.50	6.45%	2.35%	16.14	37.61
Grant 19	Vest I	38.13	88.85	47.64%	3.50	6.45%	2.35%	13.76	32.06
	Vest II	38.13	88.85	45.78%	4.50	6.45%	2.35%	14.79	34.46
	Vest III	38.13	88.85	43.85%	5.50	6.45%	2.35%	15.04	35.05
Grant 21	Vest I	41.26	96.15	44.86%	3.50	7.80%	1.43%	15.79	36.79
	Vest II	41.26	96.15	47.55%	4.50	7.80%	1.43%	18.37	42.81
	Vest III	41.26	96.15	46.15%	5.50	7.80%	1.43%	19.64	45.76
Grant 22	Vest I	38.47	89.65	45.06%	3.50	7.77%	1.43%	14.75	34.37
	Vest II	38.47	89.65	47.63%	4.50	7.77%	1.43%	17.13	39.92
	Vest III	38.47	89.65	46.30%	5.50	7.77%	1.43%	18.33	42.71
Grant 23	Vest I	40.19	93.65	43.80%	3.50	7.53%	1.43%	15.01	34.98
	Vest II	40.19	93.65	45.29%	4.50	7.53%	1.43%	17.22	40.12
	Vest III	40.19	93.65	46.75%	5.50	7.53%	1.43%	19.11	44.53
Grant 24	Vest I	42.48	99.00	42.39%	3.50	6.53%	1.10%	15.36	35.79
	Vest II	42.48	99.00	44.87%	4.50	6.53%	1.10%	17.97	41.88
	Vest III	42.48	99.00	47.04%	5.50	6.53%	1.10%	20.22	47.12
Grant 25	Vest I	40.51	94.40	43.86%	3.50	5.82%	2.67%	13.15	30.65
	Vest II	40.51	94.40	42.96%	4.50	5.82%	2.67%	14.29	33.31
	Vest III	40.51	94.40	44.66%	5.50	5.82%	2.67%	15.80	36.83
Grant 26	Vest I	54.77	127.65	45.58%	3.50	6.00%	3.07%	17.95	41.84
	Vest II	54.77	127.65	43.43%	4.50	6.00%	3.07%	18.98	44.24
	Vest III	54.77	127.65	45.53%	5.50	6.00%	3.07%	21.03	49.02
Grant 27	Vest I	74.75	174.20	46.55%	3.50	5.92%	3.07%	24.85	57.92
	Vest II	74.75	174.20	44.09%	4.50	5.92%	3.07%	26.14	60.91
	Vest III	74.75	174.20	45.80%	5.50	5.92%	3.07%	28.75	66.99

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Grant	Vests	March 31, 2023	March 31, 2022	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate	March 31, 2023	March 31, 2022
		Market price*						Fair value*	
Grant 28	Vest I	80.61	187.85	46.77%	3.50	6.01%	3.15%	26.83	62.53
	Vest II	80.61	187.85	45.32%	4.50	6.01%	3.15%	28.69	66.86
	Vest III	80.61	187.85	44.62%	5.50	6.01%	3.15%	30.27	70.55
Grant 29	Vest I	113.39	264.25	48.34%	3.50	6.01%	3.15%	38.76	90.34
	Vest II	113.39	264.25	46.57%	4.50	6.01%	3.15%	41.22	96.06
	Vest III	113.39	264.25	45.60%	5.50	6.01%	3.15%	43.28	100.87
Grant 30	Vest I	133.11	310.20	48.68%	3.50	6.23%	3.52%	44.98	104.83
	Vest II	133.11	310.20	47.25%	4.50	6.23%	3.52%	47.90	111.63
	Vest III	133.11	310.20	45.32%	5.50	6.23%	3.52%	49.30	114.89
Grant 31	Vest I	151.34	-	53.29%	3.50	7.45%	3.48%	56.96	-
	Vest II	151.34	-	51.29%	4.50	7.45%	3.48%	60.32	-
	Vest III	151.34	-	49.66%	5.50	7.45%	3.48%	62.58	-
Grant 32	Vest I	151.34	-	50.10%	5.30	7.45%	3.48%	62.32	-
Grant 33	Vest I	151.34	-	49.40%	5.60	7.45%	3.48%	62.67	-
Grant 34	Vest I	151.00	-	52.92%	3.50	7.23%	3.48%	56.21	-
	Vest II	151.00	-	51.09%	4.50	7.23%	3.48%	59.64	-
	Vest III	151.00	-	49.54%	5.50	7.23%	3.48%	61.92	-

\* Adjusted pursuant to the Scheme of arrangement (Refer note 37)

### (b) Expense arising from share-based payment transactions

Particulars	March 31, 2023	March 31, 2022
Expenses charged to Consolidated Statement of Profit and Loss during the year based on fair value of options*	71.20	33.15

\*Excluding share based payment charged in discontinued operations in Consolidated Statement of Profit and Loss Rs Nil (Previous year Rs. 125.00 Million).

## 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:** 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### Financial instruments by category

Particulars	March 31, 2023				March 31, 2022			
	FVTPL Level 1	FVTPL Level 2	FVOCI Level 2	Amortised cost	FVTPL Level 1	FVTPL Level 2	FVOCI Level 2	Amortised cost
<b>Financial assets</b>								
Investments	5,474.68	-	-	250.00	5,776.78	-	-	1,447.00
Trade receivables	-	-	-	305.99	-	-	-	1,886.18
Cash and cash equivalents	-	-	-	487.91	-	-	-	3,066.74
Bank balances other than above	-	-	-	219.50	-	-	-	1,281.08
Other Financial Assets	-	-	-	1,234.39	-	-	-	2,728.97
Derivative assets	-	-	-	-	-	7.91	8.29	-
<b>Total financial assets</b>	<b>5,474.68</b>	<b>-</b>	<b>-</b>	<b>2,497.79</b>	<b>5,776.78</b>	<b>7.91</b>	<b>8.29</b>	<b>10,409.97</b>
<b>Financial liabilities</b>								
Borrowings	-	-	-	5.31	-	-	-	90.54
Lease liabilities	-	-	-	123.51	-	-	-	161.72
Trade payables	-	-	-	369.64	-	-	-	1,251.37
Other Financial Liabilities*	-	-	-	298.19	-	-	-	2,252.65
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>796.65</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,756.28</b>

\*Financial liability for future acquisition amounting to Rs. 150.67 Million (Previous year Rs. 511.94 Million) has been measured through fair valuation by other equity.

As of March 31, 2023 and March 31, 2022, the fair value of cash and bank balances, trade receivables, other financial assets and liabilities, borrowings, trade payables 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. 305.99 Million and Rs. 1,886.18 Million as of March 31, 2023 and March 31, 2022 respectively and unbilled revenue (net) amounting to Rs. 264.80 Million and Rs. 990.51 Million as of March 31, 2023 and March 31, 2022 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, 2023:

#### Reconciliation of loss allowance provision.

Particulars	Trade Receivables	Unbilled Revenue
<b>Loss allowance as on April 01, 2021</b>	<b>680.52</b>	<b>48.03</b>
Less: Bad Debts/ Unbilled Revenue written off	(58.66)	-
Add: Provision for Expected credit loss*	(11.41)	43.28
<b>Loss allowance as on March 31, 2022</b>	<b>610.45</b>	<b>91.31</b>
Less: Transferred pursuant to Scheme of Arrangement	(290.70)	(2.89)
Less: Bad Debts/Unbilled Revenue written off	(2.21)	(34.44)
Add: Provision for Expected credit loss*	9.60	30.65
<b>Loss allowance as on March 31, 2023</b>	<b>327.14</b>	<b>84.63</b>

\*Provision (net of reversal) for expected credit loss in unbilled revenue and trade receivables includes Rs. 30.65 Million (Previous year Rs. 42.78 Million) recognised in consolidated statement of profit and loss in discontinued operations.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (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 table below provides details regarding the contractual maturities of significant financial liabilities:

#### Contractual maturities of financial liabilities

Particulars	Less than 1	Between 1 and	More than 2	Total
	year	2 years	years	
<b>March 31, 2023</b>				
Borrowings	5.31	-	-	5.31
Trade payables	369.64	-	-	369.64
Other financial liabilities	297.69	-	0.50	298.19
Lease liabilities	27.95	28.73	66.83	123.51
	<b>700.59</b>	<b>28.73</b>	<b>67.33</b>	<b>796.65</b>
<b>March 31, 2022</b>				
Borrowings	85.23	5.31	-	90.54
Trade payables	1,251.37	-	-	1,251.37
Other financial liabilities	2,069.67	-	182.98	2,252.65
Lease liabilities	54.66	35.83	71.23	161.72
	<b>3,460.93</b>	<b>41.14</b>	<b>254.21</b>	<b>3,756.28</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, 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 and AUD. 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.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Financial assets</b>		
Trade receivables & Bank balances		
SGD	5.87	68.06
USD	14.14	194.15
EUR	2.96	402.90
NOK	-	13.83
GBP	1.86	61.48
AUD	-	30.05
<b>Net exposure to foreign currency risk (assets)</b>	<b>24.83</b>	<b>770.47</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023** Contd..  
(All Amount in Rs. Millions, unless otherwise stated)

Particulars	As at	
	March 31, 2023	March 31, 2022
<b>Financial liabilities</b>		
Trade payables		
SGD	-	12.24
USD	1.60	70.67
EUR	0.68	81.41
NOK	-	1.85
GBP	-	6.46
AUD	-	9.97
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>2.28</b>	<b>182.60</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, 2023		Impact on Profit and Loss for the year ended March 31, 2022	
	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	0.06	(0.06)	0.56	(0.56)
USD	0.13	(0.13)	1.23	(1.23)
EUR	0.02	(0.02)	3.21	(3.21)
NOK	0.00	0.00	0.12	(0.12)
GBP	0.02	(0.02)	0.55	(0.55)
AUD	0.00	0.00	0.20	(0.20)
<b>Total</b>	<b>0.23</b>	<b>(0.23)</b>	<b>5.87</b>	<b>(5.87)</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.



**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

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, 2023</b>									
<b>Foreign Exchange Risk</b>									
Foreign exchange forward contracts	-	-	-	-	-	-	-	-	-
<b>March 31, 2022</b>									
<b>Foreign Exchange Risk</b>									
Foreign exchange forward contracts	1,438.96	-	16.20	-	April 2022 to March 2023	1:1	Euro:- 89.83 USD:- 77.77 GBP:- 104.43 CAD:- 61.31	(1.46)	1.46
Foreign currency borrowing	-	-	-	-	-	1:1	-	(4.05)	4.05
<b>Interest rate risk</b>									
Interest rate swap	-	-	-	-	April 2021 to April 2021	1:1	9.25%	3.77	(3.77)

\*The foreign exchange forward 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 loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 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 other borrowings.

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, 2023.

Particulars	March 31, 2023	March 31, 2022
Borrowings [refer note 13(i)]	5.31	90.54
Lease liabilities [refer note 6(ii)]	123.51	161.72
<b>Total Debt (A)</b>	<b>128.82</b>	<b>252.26</b>
Equity share capital (refer note 11)	269.14	267.74
Other Equity (refer note 12)	9,689.94	14,885.00
Non controlling interests [refer note 35(b)]	42.09	39.76
<b>Total Equity (B)</b>	<b>10,001.17</b>	<b>15,192.50</b>
<b>Profit after tax (C)</b>	<b>83.58</b>	<b>2,298.61</b>
Opening Shareholders equity	15,192.50	15,234.87
Closing Shareholders equity	10,001.17	15,192.50
<b>Average Shareholder's Equity (D)</b>	<b>12,596.84</b>	<b>15,213.69</b>
<b>Debt equity ratio (A/B)</b>	<b>0.01</b>	<b>0.02</b>
<b>Return on equity Ratio (%) (C/D)</b>	<b>0.66%</b>	<b>15.11%</b>

### 29 Contingent liabilities

#### a) i). Claims against the Group not acknowledged as debts:-

	As at	
	March 31, 2023	March 31, 2022
- Customers	6.62	12.59
- Indemnification related to sale of investments in Coforge Limited	2,589.10	2,393.22
- Works Contract Tax	-	31.32
- Custom Duty	4.80	4.80
- Service Tax	32.34	32.34
- VAT	-	19.42
- Income Tax	41.41	59.68
- Others*	17.98	17.98
<b>Total</b>	<b>2,692.25</b>	<b>2,571.35</b>

\*It pertains to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting. The Group does not expect any reimbursements in respect of the above.

- ii) The Holding Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Holding Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Holding Company and on merits, the Tribunal has allowed some of the issues and dismissed others which were referred back to the assessing officer for fresh examination. The Holding Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/quantified demands. Based on legal opinion, the Holding Company has fair chances of obtaining adequate relief before the Appellate Authorities.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

It is not practical for the Holding Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

Serious Fraud Investigation Office ('SFIO') has filed a case against one of the past vendors, from whom the Holding Company has obtained certain services during FY 2002-05, which are also the subject matter of the above-mentioned matter u/s 263. Recently, the Holding Company has received a copy of partial complaint from the Court of ACMM, Delhi, who has made the Holding Company also a party to the above case. While the Holding Company has requested for a complete copy of complaint, which is yet to be received, based on the legal advice the matter is not maintainable and accordingly the Holding Company has filed a revision petition challenging the summoning order of the Court, which is pending to be heard.

### b) Guarantees

- i) Bank Guarantees issued by bankers outstanding at the end of the year Rs. 7.59 Million (Previous year - Rs. 29.50 Million).
- ii) \*Issuance of Performance Bank Guarantee of Rs. Nil [Previous year Rs. 208.73 Million (USD 2.75 Million)] by NIIT USA Inc. on behalf of NIIT Learning Solutions (Canada) Limited. The subject bank guarantee has been issued in terms of Registration Education Services Agreement dated March 30, 2017 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 Canada to secure loan of Rs. Nil (Previous year Rs. 304.02 Million [CAD 5.00 Million]), [Amount Outstanding at the end of the year Rs. Nil [CAD Nil], (Previous year Rs. 48.64 Million [CAD .80 Million]) availed by NIIT Learning Solutions (Canada) Limited.
- iv) \*Corporate Guarantee issued to ICICI Bank UK for availing working capital limits on behalf of NIIT Limited, UK Rs. Nil (GBP Nil) (Previous year Rs. 419.28 Million (GBP 4.20 Million), [Amount Outstanding at the end of the year Rs. Nil (Previous year GBP Nil)].  
\*Pursuant to Scheme of Arrangement the above Guarantees have been transferred to NLSL.

### 30 Capital and other commitments

- a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 1.92 Million (Previous year Rs. 22.68 Million).
- b) For commitments related to lease arrangements, refer note 6.

### 31 Dividend

#### Declared and paid during the year and previous year

#### Cash dividends on equity shares declared and paid:

Final dividend for the F.Y. 2021-22: Nil (F.Y. 2020-21: Rs. 2.50 per share)  
Interim dividend for the F.Y. 2022-23 : Nil (F.Y. 2021-22:Rs. 3.00 per share)

	Year ended	
	March 31, 2023	March 31, 2022
	-	333.17
	-	401.22
	-	<b>734.39</b>

### 32 Earnings per share

#### From Continuing operations

Profit attributable to Equity Shareholders (Rs. Million) (A)

59.36 280.49

#### From Discontinued operations

(Loss) / Profit attributable to Equity Shareholders (Rs. Million) (B)

(27.59) 1,981.47

#### From Continuing and Discontinued operations

Profit attributable to Equity Shareholders (Rs. Million) (C)

31.77 2,261.96

Weighted average number of Equity Shares outstanding during the year (Nos.) – (D)

134,309,442 134,430,448

Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)

3,253,292 3,209,571

Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (E)

137,562,734 137,640,019

Nominal Value of Equity Shares (Rs.)

2 2

#### From Continuing operations

Basic Earnings per Share (Rs.) (A/D)

0.45 2.09

Diluted Earnings per Share (Rs.) (A/E)

0.44 2.04

#### From Discontinued operations

Basic (loss) / Earnings per Share (Rs.) (B/D)

(0.21) 14.74

Diluted (loss) / Earnings per Share (Rs.) (B/E)

(0.21) 14.39

#### From Continuing and Discontinued operations

Basic Earnings per Share (Rs.) (C/D)

0.24 16.83

Diluted Earnings per Share (Rs.) (C/E)

0.23 16.43

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023** Contd..  
(All Amount in Rs. Millions, unless otherwise stated)

**33 Related Party Transactions :**

**(A) Related parties with whom the Group has transacted:**

**Key Management Personnel**

- 1 Mr. Rajendra S Pawar (Executive Chairman w.e.f. May 24, 2023) (Non-Executive Chairman till May 23, 2023)
- 2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director)
- 3 Mr. P Rajendran (Joint Managing Director)
- 4 Mr. Sapnesh Kumar Lalla (Non-Executive Director w.e.f. May 24, 2023)(Executive Director & Chief Executive Officer till May 23, 2023)
- 5 Mr. Anand Sudarshan (Independent Director)
- 6 Mr. Ashish Kashyap (Independent Director- resigned w.e.f. August 30, 2021)
- 7 Ms. Geeta Mathur (Independent Director)
- 8 Mr. Ravinder Singh (Independent Director- resigned w.e.f. May 24, 2023)
- 9 Ms. Sangita Singh (Independent Director- resigned w.e.f. May 24, 2023)
- 10 Ms. Avani Vishal Davda (Independent Director w.e.f. June 05, 2021)
- 11 Mr. Srikanth Velamakanni (Independent Director w.e.f. May 24, 2023)
- 12 Mr. Udai Singh Pawar (Non executive Director w.e.f. August 05, 2021)
- 13 Ms. Leher Vijay Thadani (Non executive Director- resigned w.e.f. May 24, 2023)
- 14 Mr. Ravindra Babu Garikipati (Independent Director w.e.f. November 11, 2021)
- 15 Mr. Sanjay Mal (Chief Financial Officer- resigned w.e.f. May 24, 2023)
- 16 Mr. Deepak Bansal (Company secretary- resigned w.e.f. May 24, 2023)
- 17 Mr. Sanjeev Bansal (Chief Financial Officer- w.e.f. May 24, 2023)
- 18 Ms. Arpita B. Malhotra (Company secretary- w.e.f. May 24, 2023)

**Relatives of Key Management Personnel**

- 1 Ms. Renuka Thadani (Wife of Vijay K Thadani)

**(B) Entities in which Key Management Personnel of the Holding Company and NIIT Learning Systems Limited are same #**

- 1 NIIT (USA) Inc, USA
- 2 Stackroute Learning Inc, USA (subsidiary of entity at serial no. 1)
- 3 St. Charles Consulting Group, LLC (subsidiary of entity at serial no. 1 w.e.f. November 04, 2022)
- 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 international Institute Inc. USA (subsidiary of entity at serial no. 1 till June 30, 2021, merged with NIIT (USA) Inc, USA w.e.f. July 01, 2021)
- 10 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 9 till June 30, 2021, became subsidiary of entity at serial no. 1 w.e.f. July 1, 2021)
- 11 NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 1 - incorporated on February 23, 2023)
- 12 NIIT Brazil LTDA (subsidiary of entity at serial no. 1- incorporated on March 23, 2023)

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

**(C) Parties in which 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 Novelties Private Limited
- 4 NIIT Foundation
- 5 NIIT Network Services Limited

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (D) Key Management Personnel compensation

Particulars	March 31, 2023	March 31, 2022
Short-term employee benefits	17.71	130.76
Post-employment benefits	2.46	5.55
Share based payments	10.14	33.41
Commission, Sitting fees, Remuneration and Others reimbursements to Non Executive & Independent Directors	6.66	28.91
<b>Total compensation</b>	<b>36.97</b>	<b>198.63</b>

Further, Key management personnel compensation of NIIT Limited has been allocated to CLG Business undertaking to the extent of Rs. 147.52 Million pursuant to scheme of arrangement (Refer note 37).

### (D) 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.

### (E) Details of significant transactions and balances with related parties :

Nature of Transactions	Key Management Personnel	Relatives of Key Management Personnel	Parties in which Key Management Personnel of the Company are deemed to be interested	Entities in which KMP of the Holding Company and NIIT Learning Systems Limited are same	Total
Other Income	-	-	0.33	-	<b>0.33</b>
	(-)	(-)	(0.29)	(-)	<b>(0.29)</b>
Purchase of Goods	-	-	0.16	-	<b>0.16</b>
	(-)	(-)	(0.14)	(-)	<b>(0.14)</b>
<b>Purchase of Services</b>					
Other Expenses (CSR Expenses)	-	-	3.00	-	<b>3.00</b>
	(-)	(-)	(5.80)	(-)	<b>(5.80)</b>
Other Services (Included in Other Expenses)	-	0.98	-	-	<b>0.98</b>
	(-)	(0.98)	(1.80)	(-)	<b>(2.78)</b>
Professional Technical & Outsourcing Services	-	-	20.31	-	<b>20.31</b>
	(-)	(-)	(28.02)	(-)	<b>(28.02)</b>
<b>Recovery of Expenses By</b>					
Other Expenses	0.11	-	0.10	-	<b>0.21</b>
	(0.19)	(-)	(0.07)	(-)	<b>(0.26)</b>
<b>Recovery of Expenses From</b>					
Other Expenses	-	-	2.45	-	<b>2.45</b>
	(-)	(-)	(2.07)	(-)	<b>(2.07)</b>
Sale of Services	-	-	-	77.22	<b>77.22</b>
	(-)	(-)	(-)	(-)	<b>(-)</b>

Refer Notes 29 & 30 for Guarantees, collaterals and commitments.

Previous year figures are given in parenthesis.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (F) Outstanding Balances:

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Parties in which Key Management Personnel of the Company are deemed to be interested	Entities in which KMP of the Holding Company and NIIT Learning Systems Limited are same	Total
<b>Receivables</b>					
March 31, 2023	0.06	-	0.86	28.13	<b>29.05</b>
March 31, 2022	0.26	-	0.71	-	<b>0.97</b>
<b>Payables</b>					
March 31, 2023	2.79	-	0.02	13.71	<b>16.52</b>
March 31, 2022	11.37	-	0.43	-	<b>11.80</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 Operating Decision Maker (CODM) 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 in the context of Ind AS 108 – Operating Segments.

The Holding Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is show in table below :

Particulars	March 31, 2023	March 31, 2022
India	2,808.09	1,846.78
America	75.66	92.54
Europe	5.83	3.35
Rest of the World	522.92	563.50
<b>Total</b>	<b>3,412.50</b>	<b>2,506.17</b>

Revenue from external customer in India for discontinued operations Rs. 0.26 Million (Previous year Rs. 11,323.63 Million) not included in above.

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	March 31, 2023	March 31, 2022
India	1,609.84	1,709.96
America	-	494.92
Europe	-	35.93
Rest of the World	1,008.56	1,587.32
<b>Total</b>	<b>2,618.40</b>	<b>3,828.13</b>

**Consolidated Statement of Changes in Equity for the year ended March 31, 2023**

**Contd..**  
(All Amount in Rs. Millions, unless otherwise stated)

**35 Interests in other entities**

**(a) Subsidiaries**

The group's subsidiaries as at March 31, 2023 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 %)		Ownership interest held by non-controlling interests (in %)		Principal activities
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
1	NIIT Institute of Finance Banking and Insurance Training Limited	India	80.72	80.72	19.28	19.28	Education and Training
2	NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited, name changed w.e.f January 18, 2022)*	India	-	100	-	-	Education and Training
3	NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022)	India	100	100	-	-	Education and Training
4	NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)	India	100	100	-	-	Education and Training
5	NIIT USA Inc, USA*	United States	-	100	-	-	Education and Training
6	Stackroute Learning Inc, USA (subsidiary of entity at serial no. 5 - incorporated on December 29, 2020)*	United States	-	100	-	-	Education and Training
7	NIIT Limited, UK*	United Kingdom	-	100	-	-	Education and Training
8	NIIT Malaysia Sdn. Bhd, Malaysia*	Malaysia	-	100	-	-	Education and Training
9	NIIT West Africa Limited*	Nigeria	-	100	-	-	Education and Training
10	NIIT GC Limited, Mauritius	Mauritius	100	100	-	-	Education and Training
11	NIIT (Ireland) Limited*	Ireland	-	100	-	-	Education and Training
12	NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 11)*	Canada	-	100	-	-	Education and Training
13	Engle International Institute Inc, USA (subsidiary of entity at serial no. 5 till June 30, 2021, merged with NIIT (USA) Inc, USA w.e.f. July 01, 2021)*	United States	-	100	-	-	Education and Training
14	Eagle Training Spain, S.L.U. (subsidiary of entity at serial no. 13 till June 30, 2021, subsidiary of entity at serial no. 5 w.e.f. July 1, 2021)*	Spain	-	100	-	-	Education and Training
15	PT NIIT Indonesia, Indonesia (under liquidation)	Indonesia	100	100	-	-	Education and Training
16	NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 10)	China	100	100	-	-	Education and Training
17	NIIT WuXi Service Outsourcing Training School, China (Deregistered on June 24, 2020) (subsidiary of entity at serial no. 16)	China	-	-	-	-	Education and Training
18	Wuxi NIIT Information Technology Consulting Limited, China (entity closed on October 30, 2020) (subsidiary of entity at serial no. 16)	China	-	-	-	-	Education and Training
19	Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 18, ceases to exist as step-down subsidiary of the Company w.e.f. October 30, 2020)	China	-	-	-	-	Education and Training
20	Chengzhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 18, ceases to exist as step-down subsidiary of the Company subsidiary w.e.f. October 30, 2020)	China	-	-	-	-	Education and Training
21	Chengmai NIIT Information Technology Company Limited, China (Under process of closing) (subsidiary of entity at serial no. 16)	China	100	100	-	-	Education and Training
22	Chongqing An Dao Education Consulting Limited, China (subsidiary of entity at serial no. 16)	China	65	65	35	35	Education and Training
23	Chongqing NIIT Education Consulting Limited, China (Closed on January 20, 2021) (subsidiary of entity at serial no. 16)	China	-	60	40	40	Education and Training
24	Ningxia NIIT Education Technology Company Limited, China (subsidiary of entity at serial no. 16)	China	100	100	-	-	Education and Training
25	Guizhou NIIT information technology consulting Co., Limited, China (subsidiary of entity at serial no. 16)	China	100	100	-	-	Education and Training
26	NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 16)	China	100	100	-	-	Education and Training
27	RPS Consulting Private Limited (w.e.f. October 01, 2021)	India	90	70	10.00	30.00	Education and Training
28	Sr. Charles Consulting Group, LLC (subsidiary of entity at serial no. 5 w.e.f. November 04, 2022)*	United States	-	-	-	-	Education and Training
29	NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 5) - incorporated on February 23, 2023*	Mexico	-	-	-	-	Education and Training
30	NIIT Brazil LTDA (subsidiary of entity at serial no. 5) - incorporated on March 23, 2023*	Brazil	-	-	-	-	Education and Training

\*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 Company Law Tribunal vide its Order dated May 19, 2023 and effective on May 24, 2023, with an appointed date of April 1, 2022.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### (b) Non Controlling Interest

Particulars	Amount
<b>As at April 1, 2021</b>	<b>33.52</b>
Less : 30% of Non-controlling share of RPS Consulting Private Limited transferred to Future acquisition liability up to March 31, 2022	(30.41)
Less : Share of loss attributable to non-controlling interest	36.65
<b>As at March 31, 2022</b>	<b>39.76</b>
<b>As at April 1, 2022</b>	<b>39.76</b>
Less : 30% of Non-controlling share of RPS Consulting Private Limited transferred to Future acquisition liability up to March 31, 2023	(49.48)
Add : Share of profit attributable to non-controlling interest	51.81
<b>As at March 31, 2023</b>	<b>42.09</b>

### 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>									
NIIT Limited	2023	81.88	8,190.53	(762.98)	(242.40)	74.91	10.27	(510.39)	(232.13)
	2022	71.80	10,910.52	(64.35)	(1,456.12)	(317.97)	(51.48)	(66.18)	(1,507.60)
<b>Indian Subsidiaries</b>									
1. NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited, name changed w.e.f January 18, 2022) (Refer note 38)	2023	-	-	-	-	-	-	-	-
	2022	0.14	20.68	(0.19)	(4.20)	2.59	0.42	(0.17)	(3.78)
2. NIIT Institute of Finance Banking and Insurance Training Limited	2023	1.57	157.27	314.98	100.07	2.77	0.38	220.87	100.45
	2022	0.82	124.93	2.76	62.42	(3.64)	(0.59)	2.71	61.83
3. NIIT Institute of Process Excellence Limited (Under Liquidation)	2023	-	(0.05)	1.16	0.37	-	-	0.81	0.37
	2022	0.03	4.60	(0.01)	(0.21)	-	-	(0.01)	(0.21)
4. NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022)	2023	-	-	-	-	-	-	-	-
	2022	-	-	-	(0.09)	-	-	-	(0.09)
5. RPS Consulting Private Limited	2023	12.09	1,209.11	349.04	110.89	(4.38)	(0.60)	242.50	110.29
	2022	4.64	705.01	2.92	66.16	2.29	0.37	2.92	66.53
<b>Foreign Subsidiaries</b>									
1. NIIT (USA) Inc., USA	2023	-	-	-	-	-	-	-	-
	2022	9.64	1,462.55	81.40	1,841.14	304.20	49.25	82.98	1,890.39
2. NIIT Limited, UK	2023	-	-	-	-	-	-	-	-
	2022	1.10	167.67	1.04	23.54	(30.95)	(5.01)	0.81	18.53
3. NIIT Malaysia Sdn. Bhd	2023	-	-	-	-	-	-	-	-
	2022	0.45	68.21	(1.09)	(24.66)	16.37	2.65	(0.97)	(22.01)
4. NIIT GC Limited	2023	0.07	5.62	(6.61)	(2.10)	4.23	0.58	(3.34)	(1.52)
	2022	0.06	7.14	(0.24)	(5.33)	(2.22)	(0.36)	(0.25)	(5.69)
5. NIIT China (Shanghai) Limited	2023	3.07	306.90	493.58	156.81	16.92	2.32	349.89	159.13
	2022	1.62	246.77	6.33	143.25	119.95	19.42	7.14	162.67
6. Chongqing NIIT Education Consulting Limited	2023	-	-	-	-	-	-	-	-
	2022	-	(0.17)	0.01	0.17	(48.86)	(7.91)	(0.34)	(7.74)
7. NIIT West Africa Limited	2023	-	-	-	-	-	-	-	-
	2022	0.01	1.54	(0.04)	(0.97)	0.12	0.02	(0.04)	(0.95)



## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(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)
8. Chongqing An Dao Education Consulting Limited	2023	0.52	51.84	22.47	7.14	0.66	0.09	15.90	7.23
	2022	0.21	32.22	1.35	30.62	21.25	3.44	1.50	34.06
9. Zhangjiagang NIIT Information Services Limited	2023	-	-	-	-	-	-	-	-
	2022	-	-	-	-	-	-	-	-
10. Chengmai NIIT Information Technology Company Limited	2023	-	-	(0.09)	(0.03)	-	-	(0.07)	(0.03)
	2022	0.00	0.03	-	(0.01)	-	-	-	(0.01)
11. Guizhou NIIT Information Technology Consulting Company Limited	2023	0.07	6.54	9.92	3.15	(0.58)	(0.08)	6.75	3.07
	2022	0.02	3.41	(0.22)	(4.88)	21.43	3.47	(0.06)	(1.41)
12. NIIT Ireland Limited	2023	-	-	-	-	-	-	-	-
	2022	1.10	166.93	32.80	741.98	(172.76)	(27.97)	31.34	714.01
13. NIIT Learning Solutions (Canada) Limited	2023	-	-	-	-	-	-	-	-
	2022	7.90	1,199.58	55.63	1,258.43	182.77	29.59	56.54	1,288.02
14. NIIT (Guizhou) Education Technology Company Limited	2023	(0.07)	(7.24)	(162.20)	(51.53)	4.30	0.59	(112.01)	(50.94)
	2022	(0.01)	(1.91)	(2.05)	(46.47)	5.19	0.84	(2.00)	(45.63)
15. Ningxia NIIT Education Technology Company Limited	2023	-	-	3.81	1.21	1.17	0.16	3.01	1.37
	2022	(0.01)	(1.13)	(1.38)	(31.13)	1.79	0.29	(1.35)	(30.84)
16. Eagle International Institute Inc. USA	2023	-	-	-	-	-	-	-	-
	2022	-	-	0.91	20.68	5.62	0.91	0.95	21.59
17. Eagle Training, Spain S.L.U	2023	-	-	-	-	-	-	-	-
	2022	0.02	3.63	(2.64)	(59.69)	1.98	0.32	(2.61)	(59.37)
18. Stackroute Learning, Inc	2023	-	-	-	-	-	-	-	-
	2022	(0.04)	(5.39)	(11.32)	(256.02)	(9.14)	(1.48)	(11.30)	(257.50)

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>Non-controlling Interest in all subsidiaries</b>									
<b>Indian</b>									
1. NIIT Institute of Finance Banking and Insurance Training Limited	2023	0.31	31.15	(11.46)	(3.64)	-	-	(8.00)	(3.64)
	2022	0.18	27.50	(0.10)	(2.26)	-	-	(0.10)	(2.26)
2. RPS Consulting Private Limited	2023	0.49	49.48	(155.74)	(49.48)	-	-	(108.80)	(49.48)
	2022	0.24	35.75	(1.34)	(30.41)	-	-	(1.33)	(30.41)
<b>Foreign</b>									
1. Chongqing NIIT Education Consulting Limited	2023	-	-	-	-	-	-	-	-
	2022	-	0.17	(0.01)	(0.17)	-	-	(0.01)	(0.17)
2. Chongqing An Dao Education Consulting Limited	2023	0.00	0.02	4.12	1.31	-	-	2.88	1.31
	2022	0.08	12.26	(0.17)	(3.81)	-	-	(0.17)	(3.81)
<b>Total</b>	2023	100.00	10,001.17	100.00	31.77	100.00	13.71	100.00	45.48
	2022	100.00	15,192.50	100.00	2,261.96	100.00	16.19	100.00	2,278.15

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### 37 Composite Scheme of Arrangement

(A) The Board of Directors of the Company, 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.

Further, the consolidated statement of profit and loss for the year ended March 31, 2022 have been restated by the Company to give effect of the Scheme. The transferred business as defined in the 'Scheme' have been disclosed as 'Discontinued Operations' in the consolidated financial statements for the year ended March 31, 2022, as per the requirements of Ind AS 105 - "Non-current Assets Held for Sale and Discontinued Operations".

The assets and liabilities of the Demerged Undertaking were transferred at their book value as appearing in the books of the transferor company with effect from April 1, 2022 i.e. the Appointed Date as per Scheme.

The details of assets and liabilities transferred are as under :

PARTICULARS	As at 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
Financial assets	
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>	<b>1,468.19</b>
<b>Current assets</b>	
Inventories	5.42
Financial assets	
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>	<b>8,014.50</b>
<b>TOTAL ASSETS</b>	<b>9,482.69</b>
<b>LIABILITIES</b>	
<b>Non-current liabilities</b>	
Financial liabilities	
Lease liabilities	7.88
Deferred tax liabilities (net)	15.38
<b>Total non-current liabilities</b>	<b>23.26</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

PARTICULARS	As at April 1, 2022
<b>Current liabilities</b>	
Financial liabilities	
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>	<b>4,007.51</b>
<b>TOTAL LIABILITIES</b>	<b>4,030.77</b>
<b>Net Assets Transferred</b>	<b>5,451.92</b>

Pursuant to the Scheme, the difference between the book value of the assets and liabilities transferred to NLSL has been debited to the following reserves of the the Company:

PARTICULARS	April 1, 2022
Employees Stock Option Outstanding	149.50
Hedging Reserve Account	8.29
Foreign Currency Translation Reserve	322.99
Retained Earnings	4,971.14
	<b>5,451.92</b>

### (B) Basis of Carve Out Financials with respect to Demerged Undertaking

The Financial Information is prepared in accordance with the Guidance Note on 'Combined and Carve-out Financial information' ("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:

- 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.
- 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 Employees Stock Option Outstanding 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, the Company will issue and allot 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.

### 38 Discontinued operations

- (i) During the year 2019-20, in line with its stated long term strategy of reducing exposure to low margin, capital intensive government business, the Group had decided not to pursue new skills contracts and decided to discontinue operations post completion of continuing commitments. These contracts were transferred from its wholly owned subsidiary NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022) to the parent company (NIIT Limited) through an agreement.

In pursuance of applicable accounting standard (IND AS - 105), the net results (i.e. revenue minus expenses) of such operations are disclosed separately as loss from 'Discontinued Operations'.

Net results of Discontinued Operations :	Year ended	
	March 31, 2023	March 31, 2022
Revenue	0.26	0.39
Other Income	13.22	1.01
<b>Less Expenses :</b>		
Depreciation and Amortisation	0.01	0.04
Other Expenses	40.38	51.64
<b>Loss before tax from discontinued operations</b>	<b>(26.91)</b>	<b>(50.28)</b>
- Current tax	-	(0.28)
- Deferred Tax charge / (credit)	0.68	(10.89)
<b>Total Tax Expenses</b>	<b>0.68</b>	<b>(11.17)</b>
<b>Loss after tax from discontinued operations (i)</b>	<b>(27.59)</b>	<b>(39.11)</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

### Cash flow from Discontinued Operations

Net Cash flow generated from/(used in) operating activities  
 Net Cash flow generated from investing activities  
 Net Cash flow used in financing activities

	Year ended	
	March 31, 2023	March 31, 2022
Net Cash flow generated from/(used in) operating activities	1.68	(5.49)
Net Cash flow generated from investing activities	-	0.42
Net Cash flow used in financing activities	-	-

### (ii) CLG Business undertaking (Refer note 37)

#### Net results of Discontinued Operations :

Revenue  
 Other Income

#### Less Expenses :

Depreciation and Amortisation  
 Other Expenses  
 Exceptional Items

#### Profit before tax and exceptional items from discontinued operations

- Current tax  
 - Deferred tax charge/ (credit)

#### Total Tax Expenses

#### Profit after tax from discontinued operations (ii)

#### Profit after tax from discontinued operations (Net) (i) + (ii)

	Year ended
	March 31, 2022
Revenue	11,323.24
Other Income	139.39
Less Expenses :	
Depreciation and Amortisation	422.84
Other Expenses	8,417.45
Exceptional Items	0.30
<b>Profit before tax and exceptional items from discontinued operations</b>	<b>2,622.04</b>
- Current tax	584.60
- Deferred tax charge/ (credit)	16.86
<b>Total Tax Expenses</b>	<b>601.46</b>
<b>Profit after tax from discontinued operations (ii)</b>	<b>2,020.58</b>
<b>Profit after tax from discontinued operations (Net) (i) + (ii)</b>	<b>1,981.47</b>

### Cash flow from Discontinued Operations

Net Cash flow generated from operating activities  
 Net Cash flow used in investing activities  
 Net Cash flow used in financing activities

	Year ended
	March 31, 2022
Net Cash flow generated from operating activities	2,765.66
Net Cash flow used in investing activities	(664.74)
Net Cash flow used in financing activities	(938.48)

### 39 Business combinations

#### (a) Summary of acquisition

On October 1, 2021, the Group entered into Share Purchase Agreement (SPA) and other transaction documents with RPS Consulting Private Limited ("RPS") and promoters/existing shareholders of RPS to acquire 70% equity shareholding (on a fully diluted basis) for a consideration of Rs. 826.61 Million. The remaining 30% shareholding of RPS will be acquired by the Holding Company in next 2 tranches based on achievement of certain financial milestones in terms of the transaction documents.

The group concluded Purchase Price Allocation ("PPA") of the purchase consideration paid to the shareholders of RPS and recognised intangible assets of Rs. 129.75 Million and balance as goodwill of Rs. 830.88 Million in accordance with Ind AS 103- 'Business Combinations'. Further, the Group has recognised Future Acquisition Liability of Rs.511.94 Million for the balance 30% stake at fair value as at March 31, 2022. Acquisition related cost has been recognised as an exceptional item in the consolidated statement of profit and loss for the year ended March 31, 2022

The assets and liabilities recognised as on October 01, 2021 as a result of the acquisition are as follows:

Particulars	Amount
Property, plant and equipment	6.31
Right-of-use assets	19.01
Other financial assets	144.83
Deferred tax assets	7.03
Income tax assets (net)	51.16
Inventories	2.00
Trade receivables	166.71
Cash and cash equivalents	75.93
Other current assets	29.01
Trade payables	(148.10)
Lease Liabilities	(20.00)
Other financial liabilities	(81.81)
Provisions	(14.05)
Other current liabilities	(17.79)
<b>Net identifiable assets acquired (A)</b>	<b>220.24</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2023** Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Particulars	Amount
<b>Intangible assets recognised pursuant to PPA</b>	
Brand	3.75
Trainers Database	76.73
Customer Relationships	49.27
<b>Total Intangible assets recognised (B)</b>	<b>129.75</b>
<b>Total Assets acquired (A+B)</b>	<b>349.99</b>
<b>Calculation of goodwill</b>	
Purchase consideration as per SPA*	1,180.87
Less : Total assets acquired as above	(349.99)
<b>Goodwill</b>	<b>830.88</b>

\*First tranche of 70% has been paid.

**(b) Significant judgements****(i) Future Acquisition Liability**

The obligation to acquire remaining 30% interest of RPS has been recorded as financial liability for future acquisition. The Group recorded transferred identifiable assets (tangible and intangible) basis a fair valuation. Consequent to this business acquisition, RPS results were consolidated effective October 1, 2021. Pending acquisition of 30% interest the group has attributed the profit and each component of OCI (if any) to Non Controlling Interest, which is included in future acquisition liability. This financial liability has been measured at the date of acquisition initially as per SPA. This amount was re-measured at Rs.511.94 Million as at March 31, 2022. The increase in liability, after adjusting the profit and OCI attributed to non- controlling interest as described above, has been included in retained earnings. This has resulted in reduction in retained earnings by Rs. 127.27 Million in the year ended March 31, 2022.

**(ii) The acquired business contributed revenues and profits to the Company as follows:**

Particulars	October 01, 2021 to March 31, 2022
Revenue	615.11
Profit	84.55

**(iii) Purchase consideration - cash flow**

Particulars	October 01, 2021 to March 31, 2022
Outflow of cash to acquire subsidiary, net of cash acquired*	
Cash consideration	834.82
Less: balances acquired	
Cash and Bank	(75.93)
<b>Net outflow of cash - investing activities</b>	<b>758.89</b>

\*including acquisition related costs.

Acquisition related costs of Rs 8.21 Million included in Consolidated Statement of Profit or Loss.

**40** The Holding Company on February 19, 2020 had approved the proposal of voluntary liquidation as shareholder of NIIT Institute of Process Excellence Limited (NIPE), wholly owned subsidiary, in accordance with applicable laws, as recommended by the board of directors of the subsidiary. The application for the voluntary liquidation has been filed with NCLT on May 13, 2023 and liquidation process is in progress.

**41 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 Group has not revalued its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year ended March 31, 2023.
- iii) The Group 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 Group 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;

## Notes to the Consolidated Financial Statements for the year ended March 31, 2023 Contd..

(All Amount in Rs. Millions, unless otherwise stated)

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as on March 31, 2023	Balance outstanding as on March 31, 2022	Relationship with the struck off company, if any, to be disclosed
Fututech Infotech Pvt Ltd	Trade Receivable	1.37	-	None
Tetra Education Systems Pvt Ltd, Tatwamasi Infotech Bijapur, Pvt. Lt, M/S. Shri Renuga Institute Of Infor, M/S Prajwal Information Pvt Ltd, Riverview Computer Technoogies Pvt, Sit Infotech Pvt. Ltd., G-Telsoft Solutions Pvt Ltd, M/S. Valluvanad Infosys Pvt. Ltd, Sagar Matha Edu Private Limited, Anchor Education Pvt. Ltd., M/S. Vedang It Transformation Pvt., M/S 2S Systems Learning Pvt. Ltd, Wisha Computer Academy Pvt.Ltd., Career Technocraft Pvt. Ltd., M/S. Orissa Management Education Pv, Info Ed Pvt. Ltd., M/S. A & T Computer Education Pvt., Sri Sarabeswarar Education P Ltd	Trade Receivable	4.26*	-	None
S One Technologies Pvt Ltd.	Trade Payable	(1.59)	(1.59)	None
Dhansree Computers Pvt. Ltd.	Trade Payable	(1.60)	(1.60)	None
GSV INFOTECH Pvt. Ltd.	Trade Payable	(1.75)	-	None
Softline Informatics Pvt. Ltd., Sathya Sudha Computers Pvt. Ltd., Insoft Technologies Pvt. Ltd., JoshisonS Computers Pvt Ltd, Sri Veerabhadra Infotech Pvt Ltd, VegiS Computers Pvt Ltd, Rhino Infotech Private Limited, Assam Computer Services Pvt. Ltd., Hariharan Technologies Pvt. Ltd., Tatwamasi Infotech Bijapur, Pvt. Ltd., Vijayalakshmi Soft Tech Pvt. Ltd., Data Nest Pvt.Ltd., Mal Solutions Private Limited, Vivritta Technologies India Opc, Bootstrap Media Communications, Oziwo Hospitality Pvt Ltd.	Trade Payable	(2.61)*	(2.86)*	None
Vijayalakshmi Soft Tech Pvt. Ltd.	Advance to Vendor	-	0.01	None

\*Individual Companies with balance outstanding less than Rs. 1 Million

- vii) 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.
- viii) The Group has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.
- ix) 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.
- x) 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.
- 42 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.
- 43 Previous year figures have been regrouped / reclassified to conform to the current year's classification. Signatures to Notes ' 1 ' to ' 43 ' above of these Consolidated Financial Statements.

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

Chartered Accountants

Firm Registration No.: 101049W/E300004

**Sanjay Bachchani**

Partner

Membership No. 400419

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

**Rajendra S Pawar**

Chairman

DIN - 00042516

**Sanjeev Bansal**

Chief Financial Officer

**Vijay K Thadani**

Vice-Chairman & Managing Director

DIN - 00042527

**Arpita B. Malhotra**

Company Secretary

Place: Gurugram

Date : May 29, 2023

Place: Gurugram

Date : May 29, 2023

<p><b>NIIT Limited</b>  <b>Registered Office:</b>                  Plot No. 85, Sector 32,                  Institutional Area, Gurugram - 122 001,                  Haryana, India                  Phone: +91 124 4293000                  Fax: +91 124 4293333                  Website: <a href="http://www.niit.com">www.niit.com</a></p>	<p><b>Mauritius</b>  <b>NIIT GC Limited</b>                  Level 6, Tower A,                  1 Exchange Square,                  Wall Street, Ebene 72201                  Republic of Mauritius                  Tel No.: +230 403 6000</p>
<p><b>NIIT Institute of Finance Banking                  and Insurance Training Limited</b>  <b>Registered Office:</b>                  8, Balaji Estate, First Floor,                  Guru Ravi Das Marg, Kalkaji,                  New Delhi - 110019, India                  Phone: +91 11 41675000                  Fax: +91 11 41407120                  Website: <a href="http://www.ifbi.com">www.ifbi.com</a></p>	<p><b>China</b>  <b>NIIT China (Shanghai) Limited</b>                  7A, Long Feng Mansion                  1566, Yan An West Road                  Shanghai 200052, PRC                  Phone: +86 21 52581540                  Fax: +86 21 52581541</p>
<p><b>RPS Consulting Private Limited</b>  <b>Registered Office:</b>                  #92, 4th Floor, HJS Chambers,                  Richmond Road, Bangalore - 560025,                  Karnataka, India                  Phone: +91 8046675999                  Website: <a href="http://www.rpsconsulting.in">www.rpsconsulting.in</a></p>	<p><b>Chongqing An Dao Education Consulting Limited</b>                  No. 2, Floor 5, Block B,                  Neptune Building, Star Street 62,                  Northern New Area District,                  Chongqing, PRC</p>



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