

OUR TIME IS
now



Acquisition of St Charles Consulting Group

November 2022



St. Charles Consulting Group: Overview



- Headquartered in Illinois USA, St. Charles Consulting Group (StC) is a leading provider of Strategic Learning Interventions to Fortune 500 companies
- The Company serves 12 out of the top 15 global Management and Strategy Consulting firms
- Company has long-standing, trusted relationships with their key customers. Average tenure over 11.5 years
- Differentiated positioning as 'Learning Partner to Leading Global Strategy and Management Consulting Services Firms'
- StC has a network of over 500 consultants including premier management consultants in the fields of learning, organization development, knowledge services, and workforce planning.
- The company categorizes its solutions in four key areas - Custom Learning Experiences, Learning Curation, Managed Services, and Strategic Consulting

Transaction Rationale



NIIT + StC = Improved Reach & Value To Customers



Customer Segments



+

Global Strategy and Management Consulting Firms

Key Capability



+

Strategic Learning Interventions



StC: Financials



- The company achieved revenue of USD 20.76 million in CY21, up 57% YoY
- The growth achieved in CY21 was driven by volume recovery and growth in existing customers, as well as addition of new customers
- The company expects strong growth in CY22, given continuing momentum
- Company operates with a very lean structure, leading to strong margins, high ROCE and free cash flows
- Margins expected to be accretive to CLG business



Transaction Structure*



- The acquisition was completed at a fixed consideration of USD 23.428 Million for 100% ownership stake in StC
- In addition, the definitive agreements provide for payment of annual performance based earnout over the next four years (Till December 31, 2026)
- Earnout payments (subject to performance), at end of CY22, CY23, CY24, CY25, and CY26
- The aggregate earnout is capped at USD 41.7M (range 0 – 41.7M) linked to annual performance, over the earnout period

*Subject to certain adjustments and terms as per definitive agreements

Q&A

Can't Spell Training Without NIIT