

Independent Auditors' Report on Special Purpose Ind AS Financial Statements

To the Board of Directors of NIIT Learning Solutions (Canada) Limited

Opinion

We have audited the accompanying special purpose financial statements of NIIT Learning Solutions (Canada) Limited ("the Company"), comprising of the Balance sheet as at March 31, 2022, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement for the year then ended and selected explanatory notes. These special purpose financial statements have been prepared by the management of the Company solely for its internal use to assist its Ultimate parent Company, NIIT Limited, in preparing their consolidated financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose Ind AS financial statements is prepared, in all material respects, in accordance with the basis of accounting set out in Note 2.1 of the state of affairs of the Company as at March 31, 2022, its profit and its cash flows for the year then ended.

Management's Responsibility for the special purpose Ind AS financial statements

The Company's Board of Directors is responsible for the preparation of these special purpose Ind AS financial statements in accordance with the basis of accounting described in Note 2.1 to these special purpose Ind AS financial statements. 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 special purpose Ind AS financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these special purpose Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the special purpose Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 special purpose Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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.

Restriction on distribution

This report covering the special purpose financial statements of the Company for the year ended March 31, 2022 is intended solely for the information and use of the management of the Company in connection for its internal use to assist its Ultimate parent Company, NIIT Limited, in preparing their consolidated financial statements. These special purpose Ind AS financial statements have been prepared in all material respects in accordance with the basis of preparation as set out in Note 2.1 to the special purpose financial statement of the Company, which describes the basis of accounting. As a result, the special purpose Ind AS financial statements may not be suitable for another purpose. It should not be used for any other purpose or provided to other parties.

For S.R. Batliboi & Associates, LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 22400419AJGROZ7339

Place: Gurugram
Date: May 19, 2022

NIIT Learning Solutions (Canada) Limited
Special Purpose Balance Sheet as at March 31, 2022

(All amounts are in CAD, unless stated otherwise)

		As at	
	Notes	March 31, 2022	March 31, 2021
ASSETS			
Non-current Assets			
Property, plant and equipment	3	24,982	44,198
Other Intangible assets	4	9,672,070	13,353,023
Right-of-use assets	5(ii)	28,957	72,421
Intangible assets under development	4.1	-	610,078
Financial Assets			
Other financial assets	7	8,151	7,794
Total non-current assets		9,734,160	14,087,514
Current Assets			
Financial assets			
Trade receivables	8	2,065,109	857,374
Cash and cash equivalents	9	12,874,883	6,417,079
Other financial assets	7	7,197,374	7,427,490
Other current assets	10	74,186	66,620
Total current assets		22,211,552	14,768,563
Total Assets		31,945,712	28,856,077
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	9,197,260	9,197,260
Other equity	13	9,393,545	7,533,075
Total Equity		18,590,805	16,730,335
Liabilities			
Non-Current liabilities			
Financial Liabilities			
Borrowings	14	-	797,978
Lease liabilities	5(ii)	-	32,594
Deferred tax liabilities (net)	11(i)	217,615	201,678
Total non-current liabilities		217,615	1,032,250
Current liabilities			
Financial Liabilities			
Borrowings	14	797,978	1,588,045
Lease liabilities	5(ii)	32,591	45,687
Trade payables	15	5,859,880	3,903,646
Other financial liabilities	16	140,181	468,275
Other current liabilities	17	3,042,596	2,563,358
Provisions	18	65,178	71,764
Income tax liabilities (net)	11(ii)	3,198,888	2,452,717
Total current liabilities		13,137,292	9,459,760
Total liabilities		13,354,907	10,492,010
Total Equity and Liabilities		31,945,712	27,222,345

The accompanying notes form an integral part of these special purpose financial statements.
As per our report of even date.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of
NIIT Learning Solutions (Canada) Limited

Sanjay Bachchani
Partner
Membership No. 400419

P R Subramanian
Director

Sapnesh Lalla
Director

Vijay K Thadani
Director

Place: Gurugram
Date: May 19, 2022

Place: Atlanta
Date: May 19, 2022

Place: Gurugram
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Date: May 19, 2022

NIIT Learning Solutions (Canada) Limited

Special Purpose Statement of Profit and Loss for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

		Year ended	
	Notes	March 31, 2022	March 31, 2021
INCOME			
Revenue from operations	19	42,323,384	25,252,191
Other income	20	448,066	743,665
Total income		42,771,450	25,995,856
EXPENSES			
Professional & technical outsourcing expenses		9,323,076	6,280,043
Employee benefit expenses	21	4,007,668	2,960,214
Finance costs	22	70,060	115,048
Depreciation and amortisation expenses	6	4,403,529	3,298,715
Other expenses	23	3,348,760	1,986,322
Total expenses		21,153,093	14,640,342
Profit before Tax		21,618,357	11,355,514
Tax expense:			
-Current Tax	30	5,762,115	2,453,396
-Deferred Tax	30	15,937	201,678
Total tax expenses		5,778,052	2,655,074
Profit for the year		15,840,305	8,700,440
Total comprehensive income for the year		15,840,305	8,700,440
Earnings per equity share (Face value CAD 1 each)	26		
-Basic		1.72	1.39
-Diluted		1.72	1.39

The accompanying notes form an integral part of these special purpose financial statements
As per our report of even date.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

**For and on behalf of the Board of Directors of
NIIT Learning Solutions (Canada) Limited**

Sanjay Bachchani
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P R Subramanian
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Place: Gurugram
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NIIT Learning Solutions (Canada) Limited
Statement of changes in equity for the year ended March 31, 2022
(All amounts are in CAD, unless stated otherwise)

a) Equity share capital

For the year ended March 31, 2022

Particulars	No. of shares	Amount
As at April 1, 2020	2,997,260	2,997,260
Issue of share capital during the year	6,200,000	6,200,000
As at March 31, 2021	9,197,260	9,197,260
Issue of share capital during the year	-	-
As at March 31, 2022	9,197,260	9,197,260

b) Other equity

Reserves & Surplus

Particulars	Retained Earnings
Balance at April 1, 2020	(1,167,365)
Profit for the year	8,700,440
Balance at March 31, 2021	7,533,075
Profit for the year	15,840,305
Dividend paid to Holding Company	(13,979,835)
Balance at March 31, 2022	9,393,545

The accompanying notes are an integral part of special purpose financial statements.
As per our report of even date.

For S. R. Batliboi & Associates LLP
ICAI Firm Registration No.: 101049W/E300004
Chartered Accountants

**For and on behalf of the Board of Directors of
NIIT Learning Solutions (Canada) Limited**

Sanjay Bachchani
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NIIT Learning Solutions (Canada) Limited
Cash Flow Statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

	Year ended	
	March 31, 2022	March 31, 2021
Cash Flow from Operating Activities		
Profit before Tax	21,618,357	11,355,514
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	4,403,529	3,298,715
Interest income	(357)	(341)
Finance cost	70,060	115,048
Allowance/(write back) for Doubtful Advances	(205)	205
Unrealised foreign exchange gain	(1,807)	(500,784)
Operating loss before working capital changes	26,089,577	14,268,357
Working capital adjustments:		
(Increase) in trade receivables	(1,207,676)	(143,061)
(Increase)/Decrease in other current assets	(7,566)	7,033
Decrease/(Increase) in other financial assets	230,321	(5,754,028)
Increase/(Decrease) in trade payables	1,957,982	(2,411,390)
(Decrease)/Increase in Provisions	(6,586)	3,464
Increase in other current liabilities	479,238	1,855,647
Decrease in other financial liabilities	(326,797)	(4,390,706)
Cash generated from operations	27,208,493	3,435,316
Taxes paid	(5,015,944)	(37)
Net cash flows generated from Operating activities (A)	22,192,549	3,435,279
Cash Flow from Investing Activities		
Purchase of property, plant and equipment	(2,900)	-
Development of Internally generated Intangible assets	(46,918)	(2,985,426)
Net cash flows used in Investing activities (B)	(49,818)	(2,985,426)
Cash Flow from Financing Activities		
Issue of share Capital	-	6,200,000
Term Loan raised during the year	-	1,000,000
Term Loan paid during the year	(1,600,000)	(1,600,000)
Payment of Lease Liabilities	(48,108)	(45,956)
Interest paid	(56,984)	(111,648)
Dividend paid to holding Company	(13,979,835)	-
Net cash flows (used in)/generated from Financing Activities (C)	(15,684,927)	5,442,396
Net increase in Cash & Cash equivalents (A + B + C)	6,457,804	5,892,248
Cash and Cash equivalents at the beginning of the year	6,417,079	524,830
Cash and Cash equivalents at the year end (refer note 9)	12,874,883	6,417,079

Notes:

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

The accompanying notes are an integral part of these special purpose financial statements.
As per our report of even date

For S. R. Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of
NIIT Learning Solutions (Canada) Limited

Sanjay Bachchani
Partner
Membership No. 400419

P R Subramanian
Director

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Place: Gurugram
Date: May 19, 2022

Place: Atlanta
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Date: May 19, 2022

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

1 Corporate Information

NIIT Learning Solutions (Canada) Ltd, Canada (the Company) incorporated under the laws of province of British Columbia, Canada on March 10, 2016 and a wholly owned subsidiary of NIIT Ireland Limited, a leading global talent management Company is in the learning business providing services to customers in Canada. The registered place of business of the Company is : 1200, Waterfront Center, 200, Burrard Street, Vancouver BC V6C3L6, Canada.

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these special purpose financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with Ind AS

These special purpose Ind AS financial statements has been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Historical cost convention

These special purpose Ind AS financial statements have been prepared on a historical cost basis.

These special purpose Ind AS financial statements have been prepared by the management solely for its internal use to assist its ultimate parent Company (NIIT Limited) in preparing their consolidated financial statements. These special purpose financial statements were approved for issue by the board of directors on May 19, 2022.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products 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 as 12 months for the purpose of current and non current classification of assets and liabilities.

2.2 Foreign currency translation

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

The resultant translation adjustment is charged to the Statement of Profit and Loss.

Foreign currency assets/ liabilities covered by forward contracts are stated at the forward contract rate and differences between the forward rate and the exchange rate at the inception of the forward contract are recognised to the Statement of Profit and Loss over the life of the respective contracts.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

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

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

Liabilities

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

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

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

Operating cycle

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

2.4 Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

Note 2.10 - measurement of useful life and residual values of property, plant and equipment.

Note 32 - fair value measurement of financial instruments.

Note 2.7 & 11(i) - judgement required to determine probability of recognition of deferred tax assets.

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

2.5 Revenue from Contracts with Customers

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 in accordance with the principles given in INDAS 115. 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.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

Income from services

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. Revenue in respect of sale of courseware is recognised when the significant risks and rewards of ownership in it are transferred to the buyer as per the terms of the contracts.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management. Revenue from training services is recognised over the period of the course programs as the case may be. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method). Revenue from time and material contracts is recognised as the related services are performed.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue.

Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

2.6 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and applicable rate of interest. Interest income from debt instruments is recognised using the effective 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.

2.7 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income taxes

The current income tax expense includes income taxes payable by the Company, 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.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

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.

2.8 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.

The Company has adopted the amendments to Ind AS 116 for the first time in the previous year. The amendments provide practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID-19, by introducing a practical expedient to Ind AS 116. The practical expedient permits a lessee to elect not to assess whether a COVID-19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change applying Ind AS 116 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

- (a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2021 and increased lease payments that extend beyond 30 June 2021); and
- (c) There is no substantive change to other terms and conditions of the lease.

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.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

2.9 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.10 Property, plant and equipment and Depreciation

The Company had applied for the one-time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS, regarded thereafter as historical cost

Property, plant & equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs (if capitalization criteria are met) and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on property, plant & equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. The Company has used the following rates to provide depreciation on its property, plant & equipment:

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

2.11 Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in 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.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

- 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. 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.

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.

2.12 Employee Benefits

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 and the contribution towards Employee Pension Scheme is charged to Statement of Profit and Loss.

Compensated Absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. Accumulated compensated absences, not exceeding 5 days per calendar year, are carried forward to the next calendar year and can be availed or encashed on separation. The obligation towards the same is measured on the basis of actuarial valuation at the year end.

2.13 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. The amounts are unsecured and are usually paid as per the agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2.14 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Disclosure of third party claims are made on merits where management foresees possibilities of any outflow of resources.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the special purpose financial statements.

2.15 Earnings Per Share

The earnings considered in ascertaining the Company's Earnings per share ('EPS') comprises the Net Profit after Tax. The number of shares used in computing the Basic EPS is the weighted average number of shares outstanding during the period. The Diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential Dilutive Equity Shares unless impact is anti-dilutive.

NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

2.16 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and cash in hand and short-term investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

2.17 Fair Value measurement

The Company measures financial instruments, such as investment in mutual funds, at fair value at each balance sheet date. 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

- i) in the principal market for the asset or liability, or
- ii) in the absence of a principal market, in the most advantageous market for the asset or liability

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 - Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, management regularly reviews significant unobservable inputs applied in the valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

3 Property, Plant and equipment*

Particulars	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Office Equipments	Total
Gross Carrying Amount					
As at April 1, 2020	164,051	32,243	45,597	2,487	244,379
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2021 (A)	164,051	32,243	45,597	2,487	244,379
Accumulated Depreciation					
As at April 1, 2020	112,963	29,567	19,756	1,536	163,822
Depreciation charged during the year	26,805	2,676	6,380	498	36,359
Disposals	-	-	-	-	-
As at March 31, 2021 (B)	139,768	32,243	26,136	2,034	200,181
Net Carrying Amount (A-B)	24,284	-	19,461	453	44,198

Gross Carrying Amount					
As at April 1, 2021	164,051	32,243	45,597	2,487	244,379
Additions	2,901	-	-	-	2,901
Disposals	-	-	-	-	-
As at March 31, 2022 (C)	166,952	32,243	45,597	2,487	247,280
Accumulated Depreciation					
As at April 1, 2021	139,768	32,243	26,136	2,034	200,181
Depreciation charged during the year	15,366	-	6,380	370	22,116
Disposals	-	-	-	-	-
As at March 31, 2022 (D)	155,134	32,243	32,516	2,404	222,297
Net Carrying Amount (C-D)	11,818	-	13,081	83	24,982

*For details of assets pledged as security against borrowings (refer note 14).

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

4 Other Intangible Assets*

Particulars	Content Internally Generated	Total Intangibles Assets
Gross Carrying Amount		
As at April 1, 2020	13,037,148	13,037,148
Additions	4,764,304	4,764,304
Disposals	-	-
As at March 31, 2021 (A)	17,801,452	17,801,452
Accumulated Amortisation		
As at April 1, 2020	1,229,537	1,229,537
Amortisation charge for the year	3,218,892	3,218,892
Disposals	-	-
As at March 31, 2021 (B)	4,448,429	4,448,429
Net Carrying Amount (A-B)	13,353,023	13,353,023

Gross Carrying Amount		
As at April 1, 2021	17,801,452	17,801,452
Additions	656,996	656,996
Disposals	-	-
As at March 31, 2022 (C)	18,458,448	18,458,448
Accumulated Amortisation		
As at April 1, 2021	4,448,429	4,448,429
Amortisation charge for the year	4,337,949	4,337,949
Disposals	-	-
As at March 31, 2022 (D)	8,786,378	8,786,378
Net Carrying Amount (C-D)	9,672,070	9,672,070

4.1 Intangible Assets under Development*

The Company is in the process of internally developing course modules for customer - Real Estate Council of Ontario (RECO). The management estimates that this would offer more technology based learning products/ solutions to the customer in future. The Company is confident of its ability to generate future economic benefits out of the abovementioned assets. The costs incurred during the year towards the development are as follows:

Description	As at	
	March 31, 2022	March 31, 2021
Opening Intangible assets under development	610,078	2,388,956
Add:-Expenditure during the Year		
Employee Benefits Expense	4,696	941,087
Professional and technical outsourcing expenses	40,585	2,023,720
Other Expenses	1,637	20,619
Less:-Intangible assets capitalised during the year	656,996	4,764,304
Closing Intangible assets under development	-	610,078

*For details of assets pledged as security against borrowings (refer note 14).

Ageing of projects

Projects in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2022	-	-	-	-	-
As at 31 March 2021	610,078	-	-	-	610,078

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

5 Leases

5(i) Aggregate amounts during the year for short term leases in respect of equipments, vehicles and premises for office and employees accommodation amounting to CAD 51,306 (Previous year CAD 51,304).

5(ii) The following are the carrying amount of right-of-use assets recognised and movement during the year and previous year :-

Particulars	Total
As at April 1, 2020	115,885
Additions	-
Deletion	-
Depreciation	(43,464)
As at March 31, 2021	72,421
As at April 1, 2021	72,421
Additions	-
Deletion	-
Depreciation	(43,464)
As at March 31, 2022	28,957

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

Particulars	Total
As at April 1, 2020	119,856
Additions	-
Deletion	-
Accretion of interest (refer note 22)	4,381
Lease rentals paid	(45,956)
As at March 31, 2021	78,281
As at April 1, 2021	78,281
Additions	-
Deletion	-
Accretion of interest (refer note 22)	2,418
Lease rentals paid	(48,108)
As at March 31, 2022	32,591

The following is the break-up of current and non-current lease liabilities as of March 31, 2022 and March 31, 2021 :

Particulars	March 31, 2022	March 31, 2021
Current Lease liabilities	32,591	45,687
Non Current Lease liabilities	-	32,594
Total	32,591	78,281

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

Particulars	March 31, 2022	March 31, 2021
Depreciation expense on right-of-use assets	43,464	43,464
Interest expense on lease liabilities	2,418	4,381
Total	45,882	47,845

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2022 and March 31, 2021 :

Particulars	March 31, 2022	March 31, 2021
Less than one year	32,591	45,687
One to Two years	-	32,594
Total	32,591	78,281

6 Depreciation And Amortization Expense

	Year ended	
	March 31, 2022	March 31, 2021
Depreciation on tangible assets (refer note 3)	22,116	36,359
Amortization on intangible assets (refer note 4)	4,337,949	3,218,892
Depreciation on right-of-use assets (refer note 5(ii))	43,464	43,464
	4,403,529	3,298,715

NIIT Learning Solutions (Canada) Limited**Notes to the special purpose financial statements for the year ended March 31, 2022**

(All amounts are in CAD, unless stated otherwise)

7 Financial Assets	As at			
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Non Current		Current	
i) Security Deposits				
Unsecured, considered good	8,151	7,794	-	-
ii) Contract assets				
-Unbilled Revenue (refer note 29)	-	-	7,168,083	7,371,648
iii) Other Receivables*	-	-	29,291	55,842
Total	8,151	7,794	7,197,374	7,427,490

*Includes receivables relating to strategic sourcing.

Ageing of undisputed unbilled revenue from transaction date

Particulars	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022	7,168,083	-	-	-	-	7,168,083
As at March 31, 2021	7,371,648	-	-	-	-	7,371,648

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

8 Trade Receivables

	As at	
	March 31, 2022	March 31, 2021
	Current	
Unsecured, considered good		
Trade Receivables	1,251,813	238,886
Receivables from Related Parties (refer note 33)	813,296	618,488
	2,065,109	857,374

Trade receivables are non-interest bearing and are generally on terms upto 45 days. For details of assets pledged as security against borrowings (refer note 14).

Trade receivables Ageing Schedule

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	1,694,579	370,531					2,065,109
Total	1,694,579	370,531	-	-	-	-	2,065,109

Ageing of trade receivables as at March 31, 2021

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	829,613	27,761					857,374
Total	829,613	27,761	-	-	-	-	857,374

9 Cash and Cash equivalents

	As at	
	March 31, 2022	March 31, 2021
	Current	
Balance with banks		
-Current Accounts	12,874,883	6,417,079
	12,874,883	6,417,079

10 Other Assets

	As at	
	March 31, 2022	March 31, 2021
	Current	
Advances recoverable in cash or in kind		
Unsecured, considered good*	74,186	66,620
	74,186	66,620

*It consists primarily employee recoverables and prepaid expenses.

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

11 Tax Assets (Net)

11(i) Deferred tax assets/ (liabilities)

The balance comprises temporary differences attributable to:

	As at	
	March 31, 2022	March 31, 2021
Lease Assets (net)	963	1,674
Total deferred tax asset	963	1,674
Less: Tax impact of difference between carrying amount of property, plant & equipment in the financial statements and as per the income tax calculation.	(218,578)	(203,352)
Deferred tax liabilities (net)	(217,615)	(201,678)

Movement in deferred tax asset/ (liabilities)

	Property, plant & equipment	Carried forward losses	Lease assets	Total
As at April 1, 2020	(159,220)	157,946	1,274	-
(charged)/credited:				
- to profit or loss	(44,132)	(157,946)	400	(201,678)
As at March 31, 2021	(203,352)	-	1,674	(201,678)
(charged)/credited:				
- to profit or loss	(15,226)	-	(711)	(15,937)
As at March 31, 2022	(218,578)	-	963	(217,615)

11(ii) Income tax assets / (liabilities) (Net)

	As at	
	March 31, 2022	March 31, 2021
	Current	
Advance Income Tax	2,521,091	679
Less : Provision for Income Tax	(5,719,979)	(2,453,396)
	(3,198,888)	(2,452,717)

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

12 Equity share capital

a) Authorised share capital (Equity share of CAD 1 each)

Particulars	Equity shares	
	No. of shares	Amount
As at April 01, 2020	2,997,260	2,997,260
Addition during the year	6,200,000	6,200,000
As at March 31, 2021	9,197,260	9,197,260
Addition during the year	-	-
As at March 31, 2022	9,197,260	9,197,260

b) Issued share capital (Equity share of CAD 1 each issued, subscribed and fully paid up)

Particulars	Equity shares	
	No. of shares	Amount
As at April 01, 2020	2,997,260	2,997,260
Issued during the year	6,200,000	6,200,000
As at March 31, 2021	9,197,260	9,197,260
Issued during the year	-	-
As at March 31, 2022	9,197,260	9,197,260

c) Detail of class of shares held by the Holding Company

Shares in respect of each class in the Company held by	Name of the Company	Class of shares Equity/ Preference	As at			
			March 31, 2022		March 31, 2021	
			No. of shares	Amount	No. of shares	Amount
Holding Company	NIIT (Ireland) Limited	Equity	9,197,260	9,197,260	9,197,260	9,197,260

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

Particulars	As at			
	March 31, 2022		March 31, 2021	
	No. of shares	% of holding	No. of shares	% of holding
NIIT (Ireland) Limited	9,197,260	100%	9,197,260	100%

(e) Details of shares held by promoters

As at March 31, 2022

S. No	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of CAD 1 each fully paid	NIIT (Ireland) Limited	9,197,260	-	9,197,260	100%	0%
Total		9,197,260	-	9,197,260	100%	0%

As at March 31, 2021

S. No	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of CAD 1 each fully paid	NIIT (Ireland) Limited	2,997,260	6,200,000	9,197,260	100%	207%
Total		2,997,260	6,200,000	9,197,260	100%	207%

f) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of CAD 1 per share. Each shareholder is entitled to one vote per share of the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their holding.

13 Reserves and Surplus

Retained Earnings

Opening Balance

Add : Profit for the year

Less: Appropriations

Dividend (refer note 27)

Closing Balance

As at	
March 31, 2022	March 31, 2021
7,533,075	(1,167,365)
15,840,305	8,700,440
(13,979,835)	-
9,393,545	7,533,075

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

14 Borrowings	As at		As at	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Non Current		Current	
Secured Borrowings at Amortised cost				
Term Loan from Bank	-	797,978	797,978	1,588,045
	-	797,978	797,978	1,588,045

Terms of repayment

Term Loan for Four Million Canadian Dollars (CAD 4,000,000) [Outstanding as at March 31, 2022 is Eight lakh Canadian Dollars (CAD 800,000)] is repayable as follows:

Repayment Dates	% Term loan facility
September 30, 2022	10%
June 30, 2022	10%
March 31, 2022	10%
December 31, 2021	10%
September 30, 2021	10%
June 30, 2021	10%
March 31, 2021	10%
December 31, 2020	10%
September 30, 2020	10%
June 30, 2020	10%
	100%

Interest

The revolving and Term Loan facility availed from ICICI Bank shall bear interest at a rate per annum equal at all times to the 3-month CDOR rate 0.48% in effect on the interest reset date plus the 1%.

Maturity Date

The revolving maturity date in the case of the term loan is September 30, 2022.

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

15 Trade Payables	As at	
	March 31, 2022	March 31, 2021
	Current	
Trade Payables	3,457,159	1,346,275
Trade payables to related parties (refer note 33)	2,402,721	2,557,371
	5,859,880	3,903,646

Trade payables are non-interest bearing and are normally settled on 45 days term.

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 Trade Payables	2,437,209	17,349	-	-	-	2,454,558
Total	2,437,209	17,349	-	-	-	2,454,558
Add: Unbilled dues						3,405,322
Total Trade Payables						5,859,880

Ageing of trade payables as at March 31, 2021						
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	
Trade Payables	3,299,152	24,476	-	-	-	3,323,628
Total	3,299,152	24,476	-	-	-	3,323,628
Add: Unbilled dues						580,018
Total Trade Payables						3,903,646

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

16 Other Financial Liabilities

Interest accrued but not due on borrowings
Payable to employees
Other Payables*
Capital Creditors related parties (refer note 33)

As at	
March 31, 2022	March 31, 2021
Current	
458	1,755
105,893	266,476
33,830	37,220
-	162,824
140,181	468,275

*Payables relates to strategic sourcing.

17 Other Liabilities

Contract liabilities (refer note 29)

-Deferred Revenue
-Advances from Customers
Statutory Dues*

As at	
March 31, 2022	March 31, 2021
Current	
207,579	121,875
2,333,154	2,143,265
501,863	298,218
3,042,596	2,563,358

*Statutory Dues primarily pertains to GST/HST.

18 Provisions

Provision for Compensated Absences

As at	
March 31, 2022	March 31, 2021
Current	
65,178	71,764
65,178	71,764

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

19 Revenue From Operations	Year ended	
	March 31, 2022	March 31, 2021
Sale of Service (refer note 29)	42,323,384	25,252,191
	42,323,384	25,252,191

20 Other Income	Year ended	
	March 31, 2022	March 31, 2021
Gain on Foreign Currency Translation and Transaction (net)	33,192	431,368
Other Non-Operating Income	414,312	311,956
Unwinding of Interest on Security Deposit	357	341
Reversal of Allowance for Doubtful Advances	205	-
	448,066	743,665

21 Employee Benefits Expenses*	Year ended	
	March 31, 2022	March 31, 2021
Salaries, Wages and Bonus	3,798,024	2,809,937
Contribution to Provident and other Funds	193,471	139,897
Staff Welfare	16,173	10,380
	4,007,668	2,960,214

*Net of CAD 4,696 (Previous year CAD 941,087) capitalized in Intangible asset under development (refer note 4.1).

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

22 Finance Costs	Year ended	
	March 31, 2022	March 31, 2021
Interest on borrowings	38,053	80,675
Interest on lease liabilities [refer note 5(ii)]	2,418	4,381
Other Borrowing Costs	29,589	29,992
	70,060	115,048

23 Other Expenses*	Year ended	
	March 31, 2022	March 31, 2021
Royalties (refer note 33)	1,569,388	921,609
Rent [refer note 5(i)]	51,306	51,304
Rates and Taxes	26,843	12,209
Communication Costs	22,621	46,642
Legal and Professional (refer note 24)	104,715	113,227
Management Cost Recovery by Ultimate Holding Company (refer note 33)	1,052,617	663,838
Travelling and Conveyance	10,939	2,736
Allowance for Doubtful Advances	-	205
Insurance	45,179	27,308
Repairs and Maintenance		
- Plant and Machinery	131	1,122
- Others	1,366	150
Bank Charges	70,418	73,251
Marketing & Advertising Expenses	381,975	72,318
Sundry Expenses	11,262	403
Total	3,348,760	1,986,322

*Net of CAD 1,637 (Previous year CAD 20,619) capitalized in Intangible asset under development (refer note 4.1)

24 Payment To Auditors (excluding taxes)	Year ended	
	March 31, 2022	March 31, 2021
Audit Fee	5,729	5,754
	5,729	5,754

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

25 Contingent Liabilities

Issuance of Performance Bank Guarantee of CAD 3,000,000 [Previous year CAD 3,000,000] 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.

26 Earnings Per Share

Particular	Year Ended	
	March 31, 2022	March 31, 2021
Profit attributable to equity shareholders (CAD) - (A)	15,840,305	8,700,440
Weighted average number of equity shares outstanding during the year (Nos.) - (B)	9,197,260	6,241,644
Nominal value of equity shares (CAD)	1	1
Basic and diluted earnings per share (CAD) - (A/B)	1.72	1.39

As there are no dilutive securities at the year end, the basic and diluted loss per share are same.

27 Dividend distribution & proposed

Declared and paid during the year:	Year Ended	
	March 31, 2022	March 31, 2021
Cash dividends on equity shares declared and paid :		
First Interim dividend for the year (2021-22) CAD 0.70 per share	6,438,082	-
Second Interim dividend for the year (2021-22) CAD 0.82 per share	7,541,753	-
Total	13,979,835	-

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

28 Segmental Reporting

The Company is engaged in providing Education & Training Services for the corporate sector in a single geography. Based on “Management Approach”, as defined in Ind AS 108 – Operating Segment, 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 Segment.

29 Disclosure under Ind AS - 115 (Revenue from contracts with customers)

a. Disaggregated revenue information

Type of Services

	March 31, 2022	March 31, 2021
Sale of Services	42,323,384	25,252,191
Total	42,323,384	25,252,191

Timing of Revenue Recognition

Services transferred over time	42,323,384	25,252,191
Total	42,323,384	25,252,191

b. Contract Balances

Trade Receivables (refer note 8)	2,065,109	857,374
Contract Assets (refer note 7)	7,168,083	7,371,648
Contract Liabilities (refer note 17)	(2,540,733)	(2,265,140)
	6,692,459	5,963,882

There is no difference between revenue recognised in Statement of Profit and Loss and contracted price.

Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

Trade receivables are non-interest bearing and are generally on terms of 0- 45 days.

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

Contract assets includes unbilled revenue.

Contract liabilities includes deferred revenue and advance from customers.

c. Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on March 31, 2022, there were no remaining performance obligation as the same is satisfied upon delivery of goods/services.

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

30 Income Tax Expense	Year ended	
	March 31, 2022	March 31, 2021
(a) Income tax expense		
Current tax		
Current tax on profits of the year	5,719,979	2,453,396
Foreign tax credit written off	642	-
Tax adjustment for earlier years	41,494	-
Total current tax expense (A)	5,762,115	2,453,396
Deferred tax		
Deferred tax charge	15,937	201,678
Total deferred tax expense (B)	15,937	201,678
Income tax expense (A+B)	5,778,052	2,655,074
(b) Reconciliation of tax expense and the accounting profit multiplied by Canada tax rate:		
Profit before tax	21,618,357	11,355,514
Income tax at the Canada tax rate @ 26.5% (Previous year: 26%)	5,728,865	2,952,434
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Unrecognized Timing Difference	-	(297,360)
Foreign tax credit written off	642	-
Tax Adjustment for Earlier years	41,494	-
Impact of Change in Tax rate	3,878	-
Others	3,173	-
Total	5,778,052	2,655,074

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

31 Financial risk management

The Company's principal financial liabilities comprise of promissory note, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(i) 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.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There are no significant borrowings on the financial statements. Hence, there is no significant concentration of interest rate risk.

Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (CAD). 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 CAD, are as follows:

Financial Liabilities	March 31, 2022	March 31, 2021
Payables		
USD	145,136	1,204,462
GBP	1,467	37,710
Others	29	29,702
Net exposure to foreign currency risk (liabilities)	146,632	1,271,875

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

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		Impact on Profit and Loss	
	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation
1% appreciation / depreciation in CAD against following foreign currencies *:				
USD	(1,451)	1,451	(12,045)	12,045
GBP	(15)	15	(377)	377
Others	(0)	0	(297)	297
	(1,466)	1,466	(12,719)	12,719

* Holding all other variables constant

GBP: Great Britain Pound sterling, USD: United States Dollar

ii) 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 CAD 2,065,109 and CAD 857,374 as of March 31, 2022 and March 31, 2021, respectively and unbilled revenue amounting to CAD 7,168,083 and CAD 7,371,648 as of March 31, 2022 and March 31, 2021, respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through affiliates 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.

iii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

	Less than 1 year	1-2 Years	2-5 Years	Total
March 31, 2022				
Borrowings	797,978	-	-	797,978
Trade payables	5,859,880	-	-	5,859,880
Lease liabilities	32,591	-	-	32,591
Other financial liabilities	140,181	-	-	140,181
	6,830,630	-	-	6,830,630
March 31, 2021				
Borrowings	797,978	1,588,045	-	2,386,023
Trade payables	3,903,646	-	-	3,903,646
Lease liabilities	45,687	32,594	-	78,281
Other financial liabilities	468,275	-	-	468,275
	5,215,586	1,620,639	-	6,836,225

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

32 Fair value measurements

(i) Fair value hierarchy

To provide indication about the reliability of the inputs in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard explained below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price.

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) Fair value of financial assets and liabilities measured at amortised cost:

	As at	
	March 31, 2022	March 31, 2021
	Carrying value	Carrying value
Financial assets		
Trade receivables	2,065,109	857,374
Cash and Bank Balances	12,874,883	6,417,079
Other Financial Assets	7,205,525	7,435,284
Total financial assets	22,145,517	14,709,737
Financial liabilities		
Borrowings	797,978	2,386,023
Trade payables	5,859,880	3,903,646
Other financial Liabilities	140,181	468,275
Lease Liabilities	32,591	78,281
Total financial liabilities	6,830,630	6,836,225

As of March 31, 2022 and March 31, 2021, 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.

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

33 Related Party Transactions :

A. Related party relationship where control exists:

Holding Company - NIIT Ireland Limited

Ultimate Holding Company - NIIT Limited, India

B. Fellow Subsidiaries

1. NIIT Institute of Finance Banking and Insurance Training Limited
2. NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited, name changed w.e.f January 18, 2022)
3. NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022)
4. NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
5. NIIT USA Inc, USA
6. Stackroute Learning Inc., USA (Incorporated on December 29, 2020) (subsidiary of entity at serial no. 5)
7. NIIT Limited, UK
8. NIIT Malaysia Sdn. Bhd, Malaysia
9. NIIT West Africa Limited
10. NIIT GC Limited, Mauritius
11. Eagle 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)
12. Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 5)
13. PT NIIT Indonesia, Indonesia (under liquidation)
14. NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 10)
15. NIIT Wuxi Service Outsourcing Training School, China (Deregistered on June 24, 2020) (subsidiary of entity at serial no. 14)
16. Wuxi NIIT Information Technology Consulting Limited, China (Closed on October 30, 2020) (subsidiary of entity at serial no. 14)
17. Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 16)
18. Changzhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 16)
19. Chengmai NIIT Information Technology Company Limited, China (Under Closure) (subsidiary of entity at serial no. 14)
20. Chongqing An Dao Education Consulting Limited, China (subsidiary of entity at serial no. 14)
21. Chongqing NIIT Education Consulting Limited, China (Closed on January 20, 2021) (subsidiary of entity at serial no. 14)
22. Ningxia NIIT Education Technology Company Limited, China (subsidiary of entity at serial no. 14)
23. Guizhou NIIT information technology consulting Co., Limited, China (subsidiary of entity at serial no. 14)
24. NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 14)
25. RPS Consulting Private Limited (w.e.f. October 01, 2021)

C. Key Management Personnel

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

D. Terms and conditions

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

All outstanding balances are unsecured and are repayable in cash.

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

33 E. Detail of significant transactions with related parties carried out in ordinary course of business.

Nature of Transactions	Ultimate Holding Company	Holding Company	Fellow Subsidiaries	Total
Purchase of services - professional technical & outsourcing services				
NIIT Ireland Limited	-	13,916	-	13,916
	-	(29,895)	-	(29,895)
NIIT Limited, UK	-	-	83,650	83,650
	-	-	(14,400)	(14,400)
NIIT (USA) Inc.	-	-	3,288,918	3,288,918
	-	-	(2,620,165)	(2,620,165)
NIIT Limited, India	2,972,898	-	-	2,972,898
	(1,935,910)	-	-	(1,935,910)
Management Cost Recovery				
NIIT Limited, India	1,052,617	-	-	1,052,617
	(663,838)	-	-	(663,838)
Sales of services				
NIIT Ireland Limited	-	356,958	-	356,958
	-	(216,911)	-	(216,911)
NIIT (USA) Inc.	-	-	1,793,609	1,793,609
	-	-	(1,216,419)	(1,216,419)
NIIT Limited, India	35,917	-	-	35,917
	(364)	-	-	(364)
NIIT Limited, UK	-	-	-	-
	-	-	(4,485)	(4,485)
Other Income				
NIIT (USA) Inc.	-	-	385,828	385,828
	-	-	(309,290)	(309,290)
Issue of Share Capital				
NIIT Ireland Limited	-	-	-	-
	-	(6,200,000)	-	(6,200,000)
Dividend paid				
NIIT Ireland Limited	-	13,979,835	-	13,979,835
	-	-	-	-

Figures in parenthesis represent Previous Year's figure.

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts in CAD, unless specified otherwise)

Nature of Transactions	Ultimate Holding	Holding Company	Fellow Subsidiaries	Total
Recovery of expenses from -Other Expenses				
NIIT (USA) Inc.	-	-	15,459	15,459
	-	-	(6,239)	(6,239)
NIIT Ireland Limited	-	-	-	-
	-	(21,990)	-	(21,990)
NIIT Limited, UK	-	-	751	751
	-	-	(1,200)	(1,200)
NIIT Limited	1,497	-	-	1,497
	-	-	-	-
Share Capital				
NIIT Ireland Limited	-	-	-	-
	-	(100)	-	(100)
Interest free advance, receivable on demand				
NIIT Ireland Limited	-	-	-	-
	-	(4,110,662)	-	(4,110,662)
Interest free advance, payable on demand				
NIIT Ireland Limited	-	-	-	-
	-	(5,521,719)	-	(5,521,719)
Recovery of expenses by - PTOS				
NIIT (USA) Inc.	-	-	-	-
	-	-	(74,165)	(74,165)
NIIT Limited, UK	-	-	-	-
	-	-	(7,819)	(7,819)
Recovery of expenses by - Royalties				
NIIT Limited	1,569,388	-	-	1,569,388
	(921,609)	-	-	(921,609)
Recovery of expenses by - Other Expenses				
NIIT (USA) Inc.	-	-	181,554	181,554
	-	-	(176,529)	(176,529)
NIIT Limited, UK	-	-	9,836	9,836
	-	-	(374)	(374)
NIIT Limited	39,837	-	-	39,837
	(58,893)	-	-	(58,893)
NIIT Ireland Limited	-	8,750	-	8,750
	-	(42)	-	(42)

Figures in parenthesis represent Previous Year's figure.

F. Details of outstanding balances with related parties

Particulars	As at	
	March 31, 2022	March 31, 2021
Receivables	813,296	618,488
Payables	2,402,721	2,557,371
Other Payables	-	162,824

NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

34 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.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2022.

Debt equity ratio: Particulars	As at	
	March 31, 2022	March 31, 2021
Borrowings (refer note 14)	797,978	2,386,023
Lease Liabilities (refer note 5)	32,591	78,281
Total Debt (A)	830,569	2,464,304
Equity share capital (refer note 12)	9,197,260	9,197,260
Other equity (refer note 13)	9,393,545	7,533,075
Total Equity (B)	18,590,805	16,730,335
Profit after tax (C)	15,840,305	8,700,440
Opening Shareholders equity	16,730,335	1,829,895
Closing Shareholders equity	18,590,805	16,730,335
Average Shareholder's Equity (D)	17,660,570	9,280,115
Debt equity ratio (A/B)	0.04	0.15
Return on equity Ratio (%) (C/D)	89.7%	93.8%

35 Additional Regulatory Information

- (i) There is no immovable property included in Property Plant and Equipment and Right of use assets, held by 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, 2022.
- (iii) The Company has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.
- (iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority, as per the available information.

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NIIT Learning Solutions (Canada) Limited
Notes to the Special Purpose Financial Statements for the year ended March 31, 2022

(All amounts are in CAD, unless stated otherwise)

(v) Ratio Analysis and its elements

Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	% Change	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	1.69	1.56	8%	This increase is due to increase in collection which resulted in increase in Cash and cash equivalent.
Debt equity ratio	Total Debt = Borrowings + Lease liabilities	Shareholder's Equity	0.04	0.15	-73%	Repayment of debt and increase in profitability
Debt service coverage ratio	Earnings for debt service	Debt service	15.30	8.12	89%	Revenue growth has increased profitability which has resulted in improvement of this ratio.
Return on equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	89.7%	93.8%	-4%	
Trade receivables turnover ratio	Total Sales	Closing balance of trade receivables	20.49	29.45	-31%	Receivable balance is increasing faster than sales are increasing, the ratio goes down.
Trade payables turnover ratio	Total Purchases	Closing balance of trade payables	2.16	2.12	2%	
Net capital turnover ratio	Net Sales	Average Working Capital (i.e. Total current assets less Total current liabilities)	5.89	7.32	-20%	Decrease mainly due to higher efficiency in improvement of working capital improvement which is not in line with revenue growth.
Net profit ratio %	Net profit	Net Sales	37.4%	34.5%	8%	
Return on capital employed	Earning before interest and taxes	Capital employed = Tangible Net worth + Lease liabilities + Borrowing	216.9%	147.9%	47%	This increase is due to increase in earnings before interest and taxes.

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NIIT Learning Solutions (Canada) Limited

Notes to the special purpose financial statements for the year ended March 31, 2022

- (vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (viii) The Company doesn't have any transactions with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

36 Previous year figures have been regrouped / reclassified to conform the current year classification.

Signature to Notes 'I' to '36' of these special purpose financial statements.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of

NIIT Learning Solutions (Canada) Limited

Sanjay Bachchani

Partner

Membership No. 400419

P R Subramanian

Director

Sapnesh Lalla

Director

Vijay K Thadani

Director

Place: Gurugram

Date: May 19, 2022

Place: Atlanta

Date: May 19, 2022

Place: Gurugram

Date: May 19, 2022

Place: Gurugram

Date: May 19, 2022