Dubai Development Authority, Dubai - United Arab Emirates Auditor's report and Financial statements For the year ended March 31, 2020

NIIT Technologies FZ LLC Dubai - United Arab Emirates

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Dubai Development Authority, Dubai - United Arab Emirates

General information

Principal office address : Premises 206, Floor 2,

Building 04, Dubai Outsource City,

P. O. Box: 500822

Dubai, United Arab Emirates

T: +971 4 435 5748 F: +971 4 4355749

The Director

Name

Pankaj Malik

Nationality United Kingdom

The Auditor

: CALX International Auditing Of Accounts Dubai, United Arab Emirates

The Bank

: Emirates NBD



Dubai Development Authority, Dubai - United Arab Emirates

Directors' report

The Directors have pleasure in presenting their report and the audited financial statements for the year ended March 31, 2020.

Principal activities of the Entity

The Company is licensed by Dubai Development Authority to provide services of consultancy, customer service, developer, solution provider and support service providers.

Financial review

The table below summarizes the results of 2020 and 2019 denoted in Arab Emirates Dirham (AED).

Revenue	March 31, 2020	March 31, 2019
Gross profit	<u>71,211,200</u>	52,619,759
Net profit	4,726,309	5,336,308
The profit	2,026,346	1,223,522
Gross profit ratio	6.64%	10.140/
Net profit ratio		10.14%
	2.85%	2.33%

Role of the Directors

The Directors are the Entity's principal decision-making forum. The Directors have the overall responsibility for leading and supervising the Entity for delivering sustainable shareholder value through its guidance and supervision of the Entity's business. The Directors sets the strategies and policies of the Entity . They monitors performance of the Entity's business, guides and supervises its management.

Auditor

M/s. CALX International Auditing Of Accounts, is willing to appoint in office and a resolution to re-appoint them will be proposed in the Annual General Meeting.

Statement of Directors' responsibilities

The applicable requirements, requires the Directors to prepare the financial statements for each financial year which presents fairly in all material respects, the financial position of the entity and its financial performance for the year then ended.

The audited financial statements for the year under review, have been prepared in conformity and in compliance with the relevant statutory requirements and other governing laws. The Directors confirm that sufficient care has been taken for the maintenance of proper and adequate accounting records that disclose with reasonable accuracy at any time, the financial position of the Entity and enables them to ensure that the financial statements comply with the requirements of applicable statute. The Directors also confirmthat appropriate accounting policies have been selected and applied consistently in order that the financial statements reflect fairly the form and substance of the transactions carried out during the year under review and reasonably present the Entity's financial conditions and results of its operations.

These financial statement were approved by the Board and signed on behalf by the authorized representative of the Company.

Pankaj Malik Director

April 25, 2020



كالكس انترناشيونال لمراجعة الحسابات CALX International Auditing (a member firm of Capstone Global Limited)

Office No. 3103, Aspin Commercial Tower, Sheikh Zayed Road, P. O. Box: 10415, Dubai, United Arab Emirates M: +971 55 4099 388 E: nirav.patel@calx-ae.com www.calx-ae.com

Independent auditor's report

To,
The Shareholder
NIIT Technologies FZ LLC
Dubai Creative Clusters,
Dubai - United Arab Emirates

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of NIIT Technologies FZ LLC, Dubai - United Arab Emirates ("Entity") which comprise the statement of financial position as at March 31, 2020, and the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at March 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Entity in accordance with the requirements of Code of Ethics for Professional Accountants, issued by International Ethics Standards Board for Accountants (IESBA) together with ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

Those charge with governance are responsible for overseeing the Entity's financial reporting process.



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Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.

We communicate with those charge 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.



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Report on other legal and regulatory requirements

As required by the Law No. 15 of 2014 concerning the Dubai Creative Clusters, we further confirm that,

- 1 We have obtained all the information and explanations which we consider necessary for our audit.
- 2 The financial statements have been prepared and comply in all material respects with the applicable provisions of the Law No. 15 of 2014 concerning the Dubai Creative Clusters, and the Memorandum and Articles of Association of the Entity.
- 3 Proper books of accounts have been maintained by the Entity.
- 4 The contents of the Directors' report which relates to the financial statements are in agreement with the Entity 's books of account.
- Based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Entity has contravened, during the financial year ended, any of the applicable provisions of the Law No. 15 of 2014 concerning the Dubai Creative Clusters or the Memorandum and Articles of Association of the Entity, which would materially affect its activities or its financial position as of March 31, 2020.

For Calx International Auditing of Accounts

Partner

Auditor Registration No. 939

DUBAI - U.A.E. SEMINATIONAL AUDITING DE

April 25, 2020 Dubai, U.A.E.

Dubai Development Authority, Dubai - United Arab Emirates

Statement of financial position as at March 31, 2020

In Arab Emirates Dirham

	Notes	2020	2019
Assets			
Non-current assets			
Property, plant and equipment	4	19,240	19,868
Total non current assets		19,240	19,868
Current assets			
Due from related parties	5	4 222 074	1 620 505
Accounts receivables	6	4,232,974	1,639,707
Advances, deposits and other receivables	7	14,842,820	10,805,730
Cash and bank balances	8	8,426,481	8,210,824
Total current assets	0	3,513,915	3,320,372
Total assets		31,016,189	23,976,633
		31,035,429	23,996,501
Equity and liabilities			
Equity			
Share capital	9	5,000,000	5 000 000
Retained earnings	10	5,737,010	5,000,000
Total equity	-	10,737,010	3,710,664 8,710,664
Non-current liabilities			
Term loan non-current portion	11		
Employees' end of service benefits	11	6,243,250	6,243,250
Total non-current liabilities	12	3,751,627	3,832,155
and current naminties	-	9,994,877	10,075,405
Current liabilities			
Due to related parties	5	F 700 200	
Accounts and other payables	13	7,502,309	2,265,537
Accrued and other liabilities		1,428,254	2,336,794
Total current liabilities	14 _	1,372,979	608,101
Total liabilities	_	10,303,543	5,210,432
Total equity and liabilities	_	20,298,420	15,285,837
1 J J J J J J J		31,035,429	23,996,501

The accompanying notes form an integral part of these financial statements. The report of the auditor is set out on pages 3 and 5.

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The financial statements on pages 5-27 were approved on April 25, 2020 and signed on behalf of the Entity, by:

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Pankaj Malik Director

Dubai Development Authority, Dubai - United Arab Emirates

Statement of profit or loss and other comprehensive income for the year ended March 31, 2020 In Arab Emirates Dirham

	Notes	2020	2019
Revenue Direct cost	15 16	71,211,200 (66,484,891)	52,619,759 (47,283,451)
Gross profit Other income Administrative expenses Finance costs	17 18 19	4,726,309 - (2,766,197) (279,387)	5,336,308 60 (2,852,580)
Net profit for the year Other comprehensive income Total comprehensive income for the year		1,680,725 345,621 2,026,346	(298,021) 2,185,767 (962,245) 1,223,522

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

The report of the auditor is set out on pages 3 and 5.

The financial statements on pages 5-27 were approved on April 25, 2020 and signed on behalf of the Entity, by:

Pankaj Malik

Director

Dubai Development Authority, Dubai - United Arab Emirates

Statement of changes in equity for the year ended March 31, 2020 In Arab Emirates Dirham

	Share capital	Retained earnings	Total equity
Balance as at March 31, 2018 Profit for the year	5,000,000	2,487,142 1,223,522	7,487,142 1,223,522
Balance as at March 31, 2019	5,000,000	3,710,664	8,710,664
Profit for the year	<u> </u>	2,026,346	2,026,346
Balance as at March 31, 2020	5,000,000	5,737,010	10,737,010

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

The report of the auditor is set out on pages 3 and 5.

Dubai Development Authority, Dubai - United Arab Emirates

Statement of cash flows for the year ended March 31, 2020 in Arab Emirates Dirham

Cosh flows from	2020	2019
Cash flows from operating activities Net profit for the year		
Adjustments for:	2,026,346	1,223,522
(Gains)/losses on sale of property, plant and equipment	-	2,849
Depreciation on property, plant and equipment Finance costs	8,489	7,591
	279,387	298,021
Provision for employees' end of service benefits	598,225	1,007,357
/	2,912,447	2,539,340
(Increase) / decrease in current assets		
Accounts receivables	(4,037,090)	(3,152,056
Advances, deposits and other receivables	(215,657)	376,100
Due from related parties	(2,593,267)	(1,348,106
Increase / (decrease) in current liabilities		(, , , , , , , , , , , , , , , , , , ,
Accounts and other payables	(908,540)	1,808,159
Accrued and other liabilities	764,878	57,576
Due to related parties	5,236,772	(3,231,624)
Cash generated / (used in) from operations	1,159,544	(2,950,611)
Employees' end-of-services benefits paid	(678,753)	(197,808)
Finance costs paid	(279,387)	(298,021)
Net cash from / (used in) operating activities	201,404	(3,446,440)
Cash flows from investing activities	201,101	(3,440,440)
Purchase of property, plant and equipment	(7,861)	(12.176)
Net cash (used in) investing activities	(7,861)	(12,176)
Cash flows from financing activities	(7,301)	(12,176)
Proceeds from/repayment of borrowings		
Net cash from financing activities		-
Net increase / (decrease) in cash and cash equivalents	193,543	(2.450.616)
Cash and cash equivalents, beginning of the year		(3,458,616)
Cash and cash equivalents, end of the year	3,320,372	6,778,988
in the year	3,513,915	3,320,372
Cash and cash equivalents		
Cash at bank	2.512.015	
	3,513,915	3,320,372
	3,513,915	3,320,372

The accompanying notes form an integral part of these financial statements. The report of the auditor is set out on pages 3 and 5.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

1 Legal status and business activities

- 1.1 NIIT Technologies L.L.C., Dubai United Arab Emirates (the "Company") was registered on April 14, 2008 as a Free Zone Limited Liability Company and operates in the United Arab Emirates under a license issued by the Commercial Registration Dubai Development Authority.
- 1.2 The Company is licensed by Dubai Development Authority to provide services of consultancy, customer service, developer, solution provider and support service providers.
- 1.3 The registered office of the Company is located at Premises 206, Floor 2, Building 04, Dubai Outsource City, Dubai, United Arab Emirates.
- 1.4 The management and control are vested with Mr. Pankaj Malik, Director, United Kingdom National vide notarised resolution effective from February 22, 2019.
- 1.5 These financial statements combine the operating results of the below entities:

License No. 16704 ADAFZ00065	<u>Issued by</u> Dubai Development Authority Abu Dhabi Airport Free Zone
	And Diadi Airport Free Zone
	<u>License No.</u> 16704

2 New and amended standards

2.1 New and revised IFRSs applied with no material effect on the financial statements

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing January 1, 2017. The adoption of these amendments did not have any impact on the current period or any prior period and is not likely to affect future periods.

Amendments in Disclosure Initiative (Amendments to IAS 7 Statement of Cash Flows) that entities shall provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The liabilities arising from financing activities are disclosed (to the extent necessary): (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

Annual Improvements to IFRSs 2014-2016 cycles: The amendments clarify that the disclosure requirements of IFRS 12 apply to interests in entities that are classified as held for sale, except for summarized financial information.

The following amended standards and interpretations are not expected to have significant impact on the Company's financial statements;

Effective for annual periods beginning on or after

New and revised standards and amendments

Annual Improvements to IFRS Standards 2014–2016 Cycle on 8 March 2016, amending the standards: IFRS 1- First-time Adoption of International Financial Reporting Standards and IAS 28 Investments in Associates and Joint Ventures.

IFRIC 22 Foreign Currency Transactions and Advance Consideration: The interpretation clarifies the date of the transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an Company pays or receives consideration in advance for foreign currency denominated contracts.

January 1, 2018

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2-Share-based Payment) contains the clarifications and amendments: The amendments pertains to accounting for cash-settled share-based payment transactions that include a performance condition; classification of share-based payment transactions with net settlement features; accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are to be applied prospectively. However, retrospective application if allowed if this is possible without the use of hindsight.

January 1, 2018

IFRS 9 "Financial Instruments": Issued on 24 July 2014 is the IASB's replacement of IAS 39 Financial Instruments: Recognition and Measurement. The Standard includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. The IASB completed its project to replace IAS 39 in phases, adding to the standard as it completed each phase. The version of IFRS 9 issued in 2014 supersedes all previous versions and is mandatorily effective for periods beginning on or after 1 January 2018 with early adoption permitted (subject to local endorsement requirements).

January 1, 2018

Applying IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (Amendments to IFRS 4) to address concerns about the different effective dates of IFRS 9 and the new insurance contracts standard. An Company choosing to apply the overlay approach retrospectively to qualifying financial assets does so when it first applies IFRS 9.

January 1, 2018

Amended by Transfers of Investment Property (Amendments to IAS 40- Investment Property): An Company shall transfer a property to, or from, investment property when, and only when, there is evidence of a change in use. A change of use occurs if property meets, or ceases to meet, the definition of investment property. A change in management's intentions for the use of a property by itself does not constitute evidence of a change in use.

July 1, 2018

IFRS 15 "Revenue from Contracts with Customers": IFRS 15 was issued which established a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts, and the related interpretations when it becomes effective.

January 1, 2018

IFRS 16 "Leases": The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17 'Leases' and related interpretations. Earlier adoption permitted if IFRS 15 'Revenue from Contracts with Customers' has also been applied.

January 1, 2019

Management anticipates that these new standards, interpretations and amendments will be adopted in the financial statements as and when they are applicable and adoption of these new standards, interpretations and amendments, may have no material impact on the financial statements in the period of initial application.

3 Significant accounting policies

3.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards. These financial statements are presented in United Arab Emirates Dirham (AED) which is the Company functional and presentation currency.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

Significant accounting policies (continued)

3.2 Basis of preparation

The financial statements have been prepared on the historical cost basis, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for assets or goods or services.

The principal accounting policies applied in these financial statements are set out below.

Current/Non current classification 3.3

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

Expected to be realised or intended to sold or consumed in normal operating cycle or held primarily for the purpose of trading or expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle or it is held primarily for the purpose of trading or it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

3.4 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.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. 3.5

Foreign currency

The transactions in currencies other than the Company's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. The nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

3 Significant accounting policies (continued)

3.6 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and identified impairment loss, if any. The cost comprise of purchase price, together with any incidental expense of acquisition.

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. All other repairs and maintenance expenses are charged to the statement of profit or loss during the financial period in which they are incurred.

Depreciation is spread over its useful lives so as to write off the cost of property, plant and equipment,, using the straight-line method over its useful lives as follows:

Plant and machinery
Leasehold improvements
Furniture and fixtures
Office equipment

Years

2 - 5 years
3 years or lease period, whichever is lower
4 - 10
5

When part of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The building and leasehold improvements are being depreciated over the period from when it became available for use up to the end of the lease term.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of profit or loss.

3.9 Impairment of tangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit or loss.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

Significant accounting policies (continued)

3.12 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

3.13 Financial assets

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss ' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'.

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in the current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise "trade and other receivables", "cash and cash equivalents", due from related parties", "shareholders' loan" and "loan from related parties" in the statement of financial position. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Accounts and other receivables

Accounts receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Accounts and other receivables are initially recognised at fair value and subsequently measured at amortised cost reduced by appropriate allowance for estimated doubtful debts.

Impairment of financial assets

Assets carried at amortised cost

The Company assesses at the end of each reporting period, whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are recognized only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

3 Significant accounting policies (continued)

3.13 Financial assets (continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in the statement of profit or loss.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another Company. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amounts, it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset.

3.14 Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability. All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, due to and loans from related parties.

Accounts and other payables

Accounts payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Accounts and other payables are recognised initially at fair value and subsequently are measured at amortised cost using effective interest method.

Loans and other borrowings

Loans and other borrowings are recorded at the proceeds received, net of direct issue costs. Finance charges are accounted on accrual basis and are added to the carrying value of the instruments to the extent that they are not settled in the period in which they arise.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

3 Significant accounting policies (continued)

3.15 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position, when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3.16 Borrowing cost

Borrowing cost directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

3.17 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.18 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Rendering of services

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract, when the outcome of the transaction and related revenue and cost can be measured reliably, and that economic benefit flows to the Company.

3.19 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in policy notes, the management are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The significant judgments and estimates made by management, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020

3 Significant accounting policies (continued)

3.19 Critical accounting judgements and key sources of estimation uncertainty (continued)

Critical judgements in applying accounting policies

In the process of applying the Company's accounting policies, which are described above, and due to the nature of operations, management makes the following judgment that has the most significant effect on the amounts recognised in the financial statements.

Revenue recognition

Under normal circumstances, in recognising the revenue the management is of the view that in line with the requirement of IAS 18 "Revenue", the risk and reward of ownership is transferred to the buyers of the goods and services and that revenue is reduced for the estimated returns, rebate and other allowances (if any).

Management has considered the detailed criteria for the recognition of revenue from sale of goods as set out in International Accounting Standard 18 Revenue and in particular whether the Company had transferred risks and rewards of ownership of the goods. Based on the acceptance by the customer of the liability for the goods sold, management is satisfied that the significant risks and rewards have been transferred and the recognition of revenue is appropriate.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Allowance for doubtful debts

Allowances for doubtful debts are determined using a combination of factors to ensure that trade receivables are not overstated due to uncollectibility. The allowance for doubtful debts for all customers is based on a variety of factors, including the overall quality and ageing of receivables, continuing credit evaluation of the customer's financial conditions and collateral requirements from customers in certain circumstances. In addition, specific allowances for individual accounts are recorded when the Company becomes aware of the customer's inability to meet its financial obligations.

Useful lives of property and equipment

Property and equipment is depreciated over its estimated useful life, which is based on expected usage of the asset and expected physical wear and tear which depends on operational factors. The management has not considered any residual value as it is deemed immaterial.

Leasehold improvements

Management determines the estimated useful life and related depreciation charges for its leasehold improvements. This estimate is based on an assumption that the Company will renew its annual lease over the estimated useful life of the asset. It could change significantly should the annual lease not be renewed. Management will increase the depreciation charge where the useful life is less than the previously estimated useful life.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 In Arab Emirates Dirham

	Plant and machinery	Furniture and fixtures	Total
Cost	-		
As at March 31, 2018	81,774	24,774	106,548
Additions during the year	12,176	24,774	12,176
Disposals during the year	-	(67,079)	(67,079)
Transfer during the year	(51,941)	51,941	(07,072)
As at March 31, 2019	42,009	9,636	51,645
Additions during the year	7,860		7,860
As at March 31, 2020	49,869	9,636	59,505
Accumulated depreciation			
As at March 31, 2018	69,479	18,937	00.416
Charge for the year	6,107	1,484	88,416
Eliminated on disposal during the year	0,107	(64,230)	7,591
Transfer during the year	(51,590)	51,590	(64,230)
As at March 31, 2019	23,996	7,781	31,777
Charge for the year	7,970	518	8,488
As at March 31, 2020	31,966	8,299	40,265
Carrying value as at March 31, 2020	17,903	1,337	19,240
Carrying value as at March 31, 2019	18,013	1,855	19,868
tes:			
		For the year ended	March 31,
	<u>Notes</u>	2020	2019
A desirate at	Marry	AED	AED
Administrative expenses	18	8,488	7,591
		8,488	7,591

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

5 Related party transactions

The Company enters into transactions with other entities that fall within the definition of a related party as contained in IAS 24, Related party disclosures. Such transactions are in the normal course of business and at terms that correspond to those on normal arms-length transactions (except revenue related transactions) with third parties. Related parties comprise entities under common ownership and/or common management and control; their partners and key management personnel.

The management decides on the terms and conditions of the transactions and services received/rendered from/to related parties as well as other charges, if applicable.

a) Due from related parties	2020	2019
NIIT Technologies Limited, UK	752,912	257,717
NIIT Technologies Pte Limited, Singapore	3,480,061	1,381,990
	4,232,974	1,639,707
b) Due to related parties	2020	2019
NIIT Technologies Limited, India	314,720	1.005.105
NIIT Technologies Limited (NSU1), India	5,144,176	1,065,195
NIIT Technologies Limited, UK	4,856	1,105,877
NIIT Smart Serve Limited, India	4,050	3,670
NIIT Technologies Inc., USA		85,234
Whishworks Limited	5,561	5,561
NIIT Technologies Ltd-NSU3	42,390	
NIIT Technologies Ltd. (USA Branch)	1,548,221	-
Will Technologies Ltd. (USA Branch)	192,861	
c) Transactions with related parties	7,252,785	2,265,537
The nature of significant related party transactions and the amounts		

The nature of significant related party transactions and the amounts involved were as follows:

		For the year end	ed March 31,
	Services	2020	2019
		5,130,968	3,567,098
	Cost	17,478,775	12,824,868
	Expenses	871,617	831,555
d)	Key management personnel compensations		
	The compensation of key management personnel is as follows:		
	Salaries	1,020,788	643,676
		1,020,788	643,676
6 Acc	counts receivables	2020	2019
Acc	counts receivables	14,842,820	10,805,730
		14,842,820	10,805,730

The average credit period for the accounts receivables is 30-60 days (2017: 30-60 days). Provisions are based on the estimated irrecoverable amounts determined by reference to past default experience.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

6 Accounts receivables (continued)

Of the accounts receivables as at March 31, 2019, there are 5 customers (2018: 5 customers) which represent 77.68% (2017: 89.26%) of the total receivables.

Ageing of receivables:	2020	2019
1 -90 days 91 - 180 days	12,614,186	10,687,792
	1,011,403	51,342
181 - 365 days 366 and above	723,739	66,596
300 and above	493,492	_
	14,842,820	7,698,194

In determining the recoverability of accounts receivables, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. Accordingly, the management believes that there is no further credit allowance required for doubtful debts.

7	Advances, deposits and other receivables	2020	2019
	Prepayments Security deposits Margin deposits Unbilled revenue Staff loan and advances	1,565,961 374,738 38,500 6,313,669 133,613 8,426,481	1,685,273 372,238 440,000 5,570,998 142,315 8,210,824
8	Cash and bank balances	2020	2019
	Cash at bank	3,513,915	3,320,372
9	Share capital	3,513,915	3,320,372

Authorised, issued and paid up capital of the Company is AED 5,000,000/-, divided into 5,000 shares of AED 1,000/- each fully paid.

The details of the shareholding as at reporting date are as follows:

9

Name of Shareholders NIIT Technologies Limited	Incorporated India	Percentage	No of shares	2020	2019
		100%	5,000	5,000,000	5,000,000
		100%	5,000	5,000,000	5,000,000

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Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

10 Retained earnings	2020	2019
Balance at the beginning of the year Profit for the year Balance at the end of the year	3,710,664 2,026,346 5,737,009	2,487,142 1,223,522 3,710,664
11 Term Loan	2020	2019
Unsecured loans from subsidiaries Less: Non current portion	6,243,250 (6,243,250)	6,243,250 (6,243,250)

The above unsecured loans taken from NIIT Technologies Inc., Incorporated in USA for working capital purpose with 4% simple rate of interest per annum with repayment as agreed.

12 Employees' end of service benefits	2020	2019
Balance at the beginning of the year Add: charge for the year Less: paid / reversed during the year Balance at the end of the year	3,832,155 598,225 (678,753)	3,022,606 1,007,357 (197,808)
and the end of the year	3,751,627	3,832,155

Amounts required to cover end of service indemnity at the statement of financial position date are computed pursuant to the applicable Labour Law based on the employees' accumulated period of service and current basic remuneration at the end of reporting period which is further valued as per actuarial valuation report as at the balance sheet date.

2020	2019
1,428,254	2,336,794
1,428,254	2,336,794
2020	2019
738,423 634,556 1,372,979	133,776 474,325 608,101
	1,428,254 1,428,254 2020 738,423 634,556

NIIT Technologies FZ LLC

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

15	Revenue	For the year end	For the year ended March 31,		
13	Acvenue	2020	2019		
	Sale of services	71,211,200	52,619,759		
		71,211,200	52,619,759		
16	Direct cost		, , , , , , , , , , , , , , , , , , , ,		
10					
	Salaries and related benefits	36,556,547	30,601,167		
	Staff welfare expenses	426,886	412,13		
	Provision for gratuity Direct expenses	598,225	1,007,357		
		25,117,114	14,691,535		
	Development expenses	3,786,118	571,255		
		66,484,891	47,283,451		
17	Other income				
	Other income		(60		
			(60		
8	Administrative expenses				
	Rent				
	Travelling and entertainment	354,008	330,673		
	Legal, visa and professional	460,890	542,718		
	Management Services	1,050,670	1,599,564		
	Utilities	501,558	38,525		
		3,545	3,690		
	Telephone and communications Repairs & maintenance	97,181	117,579		
		12,010	13,227		
	Depreciation on property, plant and equipment	8,489	7,591		
	Bad debts directly written off		6,500		
	Insurance	24,888	24,989		
	Recruitment		59,409		
	Advertisement and marketing	14,344	22,805		
	Loss on disposal on property, plant and equipment	•	2,849		
	Exchange (gain) / loss	87,270	36,631		
	Miscellaneous	151,345	45,830		
		2,766,197	2,852,580		
9	Finance costs				
	Bank and financial charges	29,657	48,291		
	Other borrowing costs	249,730	249,730		
		279,387	298,021		

a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 3 to the financial statements.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

20 Financial instruments (continued)

b) Fair value of financial assets and financial liabilities that are not measured at fair value on recurring basis

	As at March 31,		As at March 31,		
	2020	2019	2020	2019	
Financial assets	Carrying	amount	Fair va	alue	
Accounts receivables	14,842,820	10,805,730	14,842,820	10,805,730	
Other receivables	7,398,586	5,033,186	7,398,586	5,033,186	
Due from related parties	4,232,974	1,639,707	4,232,974	1,639,707	
Cash and bank balances	3,513,915	3,320,372	3,513,915	3,320,372	
Financial liabilities	29,988,294	20,798,995	29,988,294	20,798,995	
Term loans	6,243,250	6,243,250	6,243,250	6,243,250	
Accounts and other payables	1,428,254	2,336,794	1,428,254	2,336,794	
Due to related parties	7,502,309	2,265,537	7,502,309	2,265,537	
	15,173,813	10,845,581	15,173,813	10,845,581	

Financial instruments comprise of financial assets and financial liabilities.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties.

Financial assets consist of cash and bank balances, accounts receivables, due from related parties and certain other assets. Financial liabilities consist of accounts payables, accruals, due to related parties, term loans and certain other liabilities.

As at reporting date financial assets and financial liabilities are approximates their carrying values.

21 Financial risk management objectives

The Company management set out the Company's overall business strategies and its risk management philosophy. The Company's overall financial risk management program seeks to minimize potential adverse effects on the financial performance of the Company. The Company policies include financial risk management policies covering specific areas, such as market risk (including foreign exchange risk, interest rate risk), liquidity risk and credit risk. Periodic reviews are undertaken to ensure that the Company's policy guidelines are complied with.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risk.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

21 Financial risk management objectives (continued)

a) Foreign currency risk management

The Company undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

There are no significant exchange rate risks, as substantially all financial assets and financial liabilities are denominated in Arab Emirates Dirham, other GCC currencies or US Dollar to which the Arab Emirates Dirham is fixed.

b) Interest rate risk management

As at the reporting date, there is no significant interest rate risk as there are no borrowings at year end.

c) Liquidity risk management

Ultimate responsibility for liquidity risk management rest with the management which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

21 Financial risk management objectives (continued)

Liquidity and interest risk tables:

The table below summarises the maturity profile of the Company's financial assets and financial liabilities. The contractual maturities of the financial assets and financial liabilities have been determined on the basis of the remaining period at the financial position date to the contractual maturity date. The maturity profile of the assets and liabilities at the statement of financial position date based on contractual repayment arrangements were as follows:

	Interest bearing			Non Interest bearing			
Particulars	On demand or less than 3 months	Within 1 year	More than 1 year	On demand or less than 3 months	Within 1 year	More than 1 year	Total
Financial assets				As at March 3	1, 2020		
Accounts receivables							
Other receivables	•	-	-	-	14,842,820		14,842,820
	•	-		-	7,398,586		7,398,586
Due from related parties		-	-	-	4,232,974		4,232,974
Cash and bank balances	-	-	-	3,513,915	-		3,513,915
-	<u> </u>			3,513,915	26,474,380		29,988,294
Financial liabilities							=>,>00,2>
Term loan		-	6,243,250				6,243,250
Accounts and other payables	-	-	-	-	1,428,254		1,428,254
Due to related parties		-	_		7,502,309		
			6,243,250	<u>.</u>	8,930,563	_	7,502,309
				As at March 31,			15,173,813
Financial assets					2013		
Accounts receivables					10,805,730		
Other receivables	-						10,805,730
Due from related parties	-			-	5,033,186		5,033,186
Cash and bank balances	-			3 320 272	1,639,707		1,639,707
				3,320,372	-		3,320,372
Financial liabilities			-	3,320,372	17,478,623		20,798,995
Term Ioan			6 242 250				
Accounts and other payables			6,243,250		-	•	6,243,250
Due to related parties			-	-	2,336,794		2,336,794
Parties				-	2,265,537		2,265,537
			6,243,250	•	4,602,331		10,845,581

d) Credit risk management

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company's exposure are continuously monitored and their credit exposure is reviewed by the management regularly and the Company maintains an allowance for doubtful debts based on expected collectability of all trade receivables.

Accounts receivables consist of a number of customers. Ongoing credit evaluation is performed on the financial condition of trade receivables. Further details of credit risks on accounts and other receivables are disclosed in Note 6 to the financial statements.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

21 Financial risk management objectives (continued)

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The carrying amounts of the financial assets recorded in the financial statements, which is net of impairment losses, represents the Company's maximum exposure to credit risks.

22 Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to the stakeholders through the optimization of the equity balance. The Company's overall strategy remains unchanged from prior year.

The Company monitors capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by equity. Net debt is calculated as accounts and other payables, total borrowings (including current and non-current borrowings) less cash and cash equivalents. Total capital is equivalent to shareholder equity as shown in the statement of financial position.

Dubai Development Authority, Dubai - United Arab Emirates

Notes to the financial statements for the year ended March 31, 2020 in Arab Emirates Dirham

22 Capital risk management (continued)

Gearing ratio

The gearing ratio at the year end was as follows:

	As at March 31,		
Dobt (i)	2020	2019	
Debt (i)	6,243,250	6,243,250	
Cash and cash equivalents Net debt	(3,513,915)	(3,320,372)	
Equity (ii)	2,729,335	2,922,878	
Net debt to equity ratio	10,737,010	8,710,664	
Not debt to equity fatto	1:4	1:3	

- i) Debt is defined as Term loan as detailed in Notes 11.
- ii) Equity include all capital and retained earnings of the Company.

23 Contingent liabilities & capital commitments

Except for the ongoing business obligations which are under normal course of business, there has been no other known contingent liability or capital commitments on Company's financial statements as of reporting date.

24 Events after the balance sheet date

Subsequent of the balance sheet date, the COVID-19 Outbreak was declared, the management has considered the same as non-adjusting subsequent event. The management is actively monitoring the situation and believes that the full impact of the COVID-19 Outbreak continues to evolve as of the date of this report.

The management is not able to determine the financial impact of this event as it's highly uncertain as to the full impact the Outbreak will have on the Company's operations, supply chain aspects, workforce, liquidity and other factors.

25 Reclassification

During the year, the management have done certain reclassifications on the financial statements for better presentations and have no impact on the statement of profit or loss and other comprehensive income.