# Insearch Limited
ABN 39 001 425 065

# Annual report
# for the year ended 31 December 2023

# Insearch Limited
ABN 39 001 425 065
# Annual report - 31 December 2023

This report of the Directors of Insearch Limited is made in accordance with a resolution of the Directors in accordance with section 298(2)(a) of the *Corporations Act 2001.*

**Directors**

The names of Directors in office during the year and at the date of this report (refer to note 21), unless otherwise stated are:

| | Date of appointment | Date of resignation |
|---|---|---|
| Emeritus Vice-Chancellor R D Milbourne AO | 1 March 2016 | 31 December 2023 |
| Ms J N Anderson | 28 November 2017 | |
| Dr A M Dwyer | 25 November 2019 | 4 December 2023 |
| Mr G A Freeland | 28 March 2017 | |
| Mr A Murphy | 3 September 2007 | 14 July 2023 |
| Mr I Watt | 17 July 2018 | |
| Mr M Leigh | 1 October 2019 | 11 March 2023 |
| Professor C Rhodes | 19 August 2021 | |
| Mr G Babington CSC | 11 March 2023 | |

**Company Secretary**

The name of the Company Secretary in office at the date of this report is:

Mr N L Patrick (appointed 21 October 2010)

**Principal activities**

The activities of Insearch Limited during the financial year ended 31 December 2023 were the provision of English language, foundation and academic courses that are designed as pathways to university studies.

There was no significant change in the nature of the activity of the company during the year.

**Review and result of operations**

Insearch Limited reported a deficit of $13.1m (2022: deficit of $19.3m).

**Letter of support**

The University of Technology Sydney has agreed for a period of 12 months from the date of approval and signing of the Insearch Limited 31 December 2023 Financial Statements, to meet any and all business operation liabilities including financial support that may be necessary to enable Insearch Limited and each of its controlled entities to meet its financial commitments as and when they fall due and payable in the event that the Insearch Entity is unable to do so. In addition, the University of Technology Sydney loaned to Insearch Limited $8 million during the year.

**Significant changes in the state of affairs**

There have been no significant changes in the state of affairs of the Group during the year.

**Events since the end of the financial year**

The Board appointed Ms Morwenna Shahani as Chief Executive Officer effective 11 March 2024.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected the Group's operations, results or state of affairs, or may do so in future years.

**Business strategies and future developments**

The main objectives of the company are to provide pathway courses for undergraduate and postgraduate entry to the University of Technology Sydney and to pay donations to the University when appropriate. Scholarship programs and partnerships with other organisations to provide educational facilities/courses are also objectives of the company. The strategies of the company are focused on achieving these objectives.

Business strategies, prospects and future developments, which may affect the operations of the company in subsequent years, have been reported as appropriate elsewhere in this report. In the opinion of the Directors, disclosure of any further information on future developments would be unreasonably prejudicial to the interests of the company.

**Director's benefits**

No Director of the company has, during and since the end of the financial year, received or become entitled to receive a benefit, other than the benefit included in the aggregate amount of Director’s compensation shown in note 21 of the financial report.

**Insurance of Directors and Officers**

During the financial year a premium to insure Directors and Officers of the company was paid by the University of Technology Sydney to the amount of $9,182 (2022: $14,591) per sections 300 (1)(g), 300(8) and 300(9) of the *Corporations Act 2001*.

The liabilities insured include costs and expenses that may be brought against the Directors and Officers in their capacity as Directors and Officers of the company.

**Information on Directors**

**Emeritus Vice-Chancellor Ross Milbourne AO, BCom, MCom (UNSW), PhD (Calif), FASSA, FAICD**
*Non-Executive Director*
*Chair of the Board until 31 December 2023*

Emeritus Vice-Chancellor Milbourne became Chair of the Insearch Limited Board on 1 March 2016.

He was appointed Vice-Chancellor of the University of Technology Sydney (UTS) in 2002. During 12 years in the role, he led a major development of the University’s physical campus and infrastructure, and the advancement of its national and international profile and reputation.

This followed a number of leadership roles in Australian universities since 1997: Deputy Vice-Chancellor (Research), University of Adelaide (1997-2000); Pro Vice-Chancellor (Research), University of New South Wales (2000-2001); Deputy Vice-Chancellor (Academic), University of Technology Sydney (2001-2002).

Other previous notable appointments include Reserve Bank of Australia Senior Fellow in Economic Policy, Visiting Professor to the London School of Economics, Board member of Universities Australia, member and Chair of the Australian Research Council (ARC) Social Sciences Panel and Research Grants Committee, and Fellow of the Academy of Social Sciences in Australia (FASSA).

Emeritus Vice-Chancellor Milbourne is internationally recognised as an economist and researcher. He has been appointed by the Australian Government to major policy-oriented committees and reviews. He received the Centenary Medal in 2001 for service to Australian society through economics and university administration. In 2015, he was made an Officer of the Order of Australia (AO) for his distinguished service to higher education.

Emeritus Vice-Chancellor Milbourne holds a Master of Commerce from the University of New South Wales. He completed his PhD at the University of California, Berkeley, under the supervision of Nobel laureate George Akerlof. He is a Fellow of the Australian Institute of Company Directors.

**Information on Directors (continued)**

**Ms Nell Anderson, BSc (Hons), GradDipAdmin, GAICD**
*Non-Executive Director*
*Chair of the Board from 1 January 2024*
*Chair of the Remuneration and Nominations Committee*

Ms Anderson has over 30 years of executive experience in strategy, marketing, sales and business development in the pharmaceutical and tourism sectors. She spent a significant part of that time working in the Asia Pacific region.

Ms Anderson recently retired as Chair of Ascham School and Chair of Campbell Page Pty Ltd and Group. She rejoins the Ascham Foundation as a Non Excutive Director and continues as Company Secretary of a small grass roots charity - The Cova Project.

Ms Anderson holds an Honours (Class I) Degree in Science from the University of Sydney, a Graduate Diploma in Administration from UTS and is a Graduate Member of the Australian Institute of Company Directors.

**Dr Anne Dwyer, BBus (CSU), MAICD**
*Non-Executive Director*
*Member of the Audit and Risk Committee*
*Member of the Remuneration and Nominations Committee*

Dr Dwyer was re-appointed to the Insearch Limited Board as the UTS Council-appointed Director, effective 25 November 2019. She was previously a Director for a four year period between March 2015 and September 2019.

Dr Dwyer is the Chair of the ActivateUTS Board.

Dr Dwyer was formerly Deputy Vice-Chancellor and Vice-President (Corporate Services) at UTS from 2004 until 2019, where she oversaw Human Resources, Information Technology, Student Administration, Marketing and Communication, Governance Support and Legal Services.

She held several financial and administrative management roles at Ansett Air Freight before moving into information technology. Prior to joining UTS, Dr Dwyer was the Director of IT for Arthur Andersen's Australian and New Zealand operations.

Dr Dwyer completed a Bachelor of Business at Charles Sturt University and is a Member of the Australian Institute of Company Directors.

**Mr Guy Freeland, BCom, CA, GAICD**
*Non-Executive Director*
*Chair of the Audit and Risk Committee*

Mr Freeland held senior executive positions in the construction, information technology and industrial products sectors for more than two decades, gaining extensive experience in finance and business systems, financial control and risk management, and strategic planning.

Currently Mr Freeland is a Non-Executive Director of Job Futures Limited.

Mr Freeland holds a Bachelor of Commerce from the University of New South Wales, has been a Chartered Accountant for more than 40 years and is a Graduate Member of the Australian Institute of Company Directors.

**Information on Directors (continued)**

**Mr Alex Murphy, BA (Hons), MAICD**
*Managing Director resigned 14 July 2023*

Mr Murphy joined UTS College (Insearch Limited) in 1992 and was appointed to the Managing Director role in 2007.

He has a background in linguistics, philosophy and Indonesian studies and has worked in a range of roles, including teaching, curriculum design, intercultural communication training, marketing and management. Mr Murphy majored in Linguistics and Indonesian & Malayan Studies at the University of Sydney, undertook research in linguistics at the University of Sydney, and lived and worked in Indonesia from 1986 to 1989.

**Mr Iain Watt, BSc (ANU)**
*Non-Executive Director*

Mr Watt joined UTS in June 2018 as Deputy Vice-Chancellor and Vice-President (International) and is responsible for envisioning and driving the implementation of UTS's next stage of internationalisation.

Mr Watt is a Director of Insearch (Shanghai) Limited.

Prior to joining UTS, he was Pro Vice-Chancellor, International at the University of Western Australia (UWA), a role he held for five years. Preceding his tenure at UWA, he was Director of International Operations and Student Recruitment at the Australian National University (ANU). Mr Watt has extensive international experience and a record of significant and successful leadership in international education. In five years at the ANU he led international and domestic student recruitment and admissions and was responsible for international strategic alliances and partnerships.

Mr Watt also spent eight years with the Australian Embassy in Beijing. While at the Embassy he held positions of Counsellor (Education) for four years and later, Minister-Counsellor (Education). In both positions he was the Australian Government's senior education representative in China. Mr Watt also lived and worked for six years in Taipei and is fluent in Mandarin.

Mr Watt holds a Bachelor of Science degree (in mathematics and statistics) from the ANU and also undertook his postgraduate studies in Chinese language, economy and culture at the ANU.

**Mr Mark Leigh**
*Non-Executive Director*

Mr Leigh is a transformational Chief Financial Officer (CFO) with extensive experience in leading Australian and US multi-national companies.

Mr Leigh has worked for leading companies & institutions including 5 years at Qantas airways, 9 years at Microsoft (including two based in Singapore), 6 years at Hudson Global, 2 years at Mylan (Alphapharm) and until March 2023 was the CFO at the University of Technology Sydney (UTS).

Mr Leigh has extensive experience in building and leading high performing Finance and IT functions that are focused on delivering Business Insight, Business Excellence and Leadership.

He has extensive experience in the Australia & New Zealand Regions as well as Asia, India and Greater China through roles based in Singapore.

Mr Leigh was until recently the Chief Financial Officer for UTS. With a large organization reporting directly to him, Mark was responsible for supporting the UTS strategy of excellence in Teaching & Learning, Research and Engagement. He was directly responsible for all Finance functions including long term strategic planning, University performance, debt & capital management, Shared Services operations, Procurement, Compliance and other Finance functions.

**Information on Directors (continued)**

**Professor Carl Rhodes**
*Non-Executive Director*

Professor Rhodes is Dean of UTS Business School, University of Technology Sydney. In this role, Professor Rhodes is responsible for the academic and strategic leadership of the School in pursuit of its vision to be a socially committed business school focused on developing and sharing knowledge for an innovative, sustainable and prosperous economy in a fairer world.

As well as working at UTS, Professor Rhodes has held professorships at Swansea University, The University of Leicester, and Macquarie University. Prior to his academic career, Carl worked in professional and senior management positions in change management and organizational development for AGL, Lend Lease, Citibank and The Boston Consulting Group. Professor Rhodes' combination of senior experience in academia and the private sector provides him with a unique perspective on the role of Universities in contributing to and questioning how business and economic activity can and should contribute to society.

As a scholar, Professor Rhodes researches the relationship between business and society in the nexus between liberal democracy and contemporary capitalism. His most recent books are Woke Capitalism: How Corporate Morality is Sabotaging Democracy (Bristol University Press, 2022), Organizing Corporeal Ethics (Routledge, 2022 with Alison Pullen), Disturbing Business Ethics (Routledge, 2019) and CEO Society: The Corporate Takeover of Everyday Life (Zed, 2018 with Peter Bloom). His writing has appeared in The Guardian, Times Higher Education, ABC News, The Sydney Morning Herald, and The Australian Financial Review.

**Mr Glen Babington, CSC**
*Non-Executive Director*

Mr Babington has significant executive experience from the defence, mining, utilities, education and consulting sectors, having lived and worked in Indonesia and the USA. He is seasoned leader in organisational transformations and has had leading roles in significant mergers in education and utility companies. Mr Babington served in the Australian Army during which time he was awarded the Conspicuous Service Cross for his achievements as an infantry battalion commander. Mr Babington holds an MBA, BA Hons (Economics) and Company Directors Course Diploma (Order of Merit).

Mr Babington is currently the Chief Operating Officer of the University of Technology, Sydney where is he is responsible for finance, procurement, technology, data, human resources, marketing, communications, property, logistics and the University Portfolio Management Office.

**Information on Company Secretary**

**Mr Nathan Patrick, BBus, MTerED (Mgt), GradDipACG, FCA, FGIA, FCG, FAICD**
*Chief Financial Officer and Company Secretary*

Nathan is the Chief Financial Officer and Company Secretary of UTS College and is responsible globally for the College's financial activities, campus planning, ITDS and corporate governance (including legal, risk management, internal audit, regulatory compliance, offshore legal entities and company secretary).

During his career he has held senior financial, management and governance positions in higher education, professional services, manufacturing and construction sectors in Australia and Asia. His career includes 15 years in diverse roles in the 'Big 4' consulting firms (Deloitte, KPMG, PwC and EY) and five years as the Chief Operating Officer of a law firm. For 10 years he has also been Treasurer and board member of the NSW Federation of Community Language Schools.

Nathan is a Fellow of the following organisations: Chartered Accountants Australia and New Zealand; The Governance Institute of Australia; The Australian Institute of Company Directors; and the Chartered Governance Institute UK. He is currently completing a Doctorate in Education at the University of Melbourne.

**Meetings of Directors**

The number of meetings of the company's Board of Directors and of each Board Committee held during the year ended 31 December 2023, and the numbers of meetings attended by each Director were:

| | Insearch Board Meetings (7) | | Audit and Risk Committee Meetings (4)* | | Remuneration and Nominations Committee Meetings (4) | | Academic Board Meetings (4)* | |
|---|---|---|---|---|---|---|---|---|
| **Director** | **Number eligible to attend** | **Number attended** | **Number eligible to attend** | **Number attended** | **Number eligible to attend** | **Number attended** | **Number eligible to attend** | **Number attended** |
| Ross Milbourne AO | 7 | 7 | 4 | 4 | - | - | 4** | 4 |
| Nell Anderson | 7 | 7 | - | - | 4 | 4 | - | - |
| Anne Dwyer | 6 | 6 | 3 | 3 | 4 | 4 | - | - |
| Guy Freeland | 7 | 7 | 4 | 4 | - | - | - | - |
| Alex Murphy | 2 | 2 | - | - | - | - | - | - |
| Iain Watt | 7 | 5 | - | - | - | - | - | - |
| Carl Rhodes | 7 | 7 | - | - | 4 | 4 | - | - |
| Glen Babington CSC | 7 | 7 | 4 | 4 | - | - | - | - |

**Note:**
* Directors have an open invitation to attend any Audit and Risk Committee meeting and Academic Board meeting
** Ex-officio member of all Board Committees

**Rounding of amounts**

The company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the ‘rounding off’ of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with the instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

**Auditor's Independence Declaration**

A copy of the Auditor’s Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out on page 52 of this report.

For and on behalf of the Directors signed at Sydney this 21 March 2024.

Ms N Anderson
Director

Mr G A Freeland
Director

Sydney
21 March 2024

# Insearch Limited
ABN 39 001 425 065
# Financial report - 31 December 2023

## Contents



These financial statements cover both the separate financial statements of Insearch Limited as an individual entity and the consolidated financial statements for the Group consisting of Insearch Limited and its subsidiaries. A list of subsidiaries is included in note 23.

The financial statements are presented in Australian dollars which is Insearch Limited's functional and presentation currency.

The company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with the instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Insearch Limited is a company limited by guarantee, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Insearch Limited
Level 13, UTS Building 10 (CB10)
235 Jones Street
Broadway NSW 2007

The financial statements were authorised for issue by the Directors on 21 March 2024. The Directors have the power to amend and reissue the financial statements.

| | Notes | Consolidated 2023 $'000 | Consolidated 2022 $'000 | Parent entity 2023 $'000 | Parent entity 2022 $'000 |
|---|---|---|---|---|---|
| Revenue from contracts with customers | 4 | **54,148** | 49,951 | **52,724** | 49,092 |
| Other income | 5 | **855** | 432 | **988** | (97) |
| **Total revenue and income from continuing operations** | | **55,003** | 50,383 | **53,712** | 48,995 |
| Other gains/(losses) | 6 | **205** | 115 | **205** | 115 |
| Employee benefits expenses | 7(a) | **(36,521)** | (32,767) | **(35,269)** | (31,714) |
| Depreciation and amortisation expense | 7(b) | **(8,359)** | (14,547) | **(7,675)** | (13,878) |
| Impairment losses on financial assets | | **(9)** | (105) | **(9)** | (105) |
| Impairment losses of investments | | **-** | - | **(281)** | (441) |
| Other expenses | 7(c) | **(22,427)** | (21,082) | **(22,824)** | (21,844) |
| Finance costs | | **(433)** | (1,031) | **(375)** | (958) |
| Share of loss of associate and joint venture accounted for using the equity method | 12 | **(651)** | (290) | **-** | - |
| **Total expenses from continuing operations** | | **(68,195)** | (69,707) | **(66,228)** | (68,825) |
| **Deficit for the year attributable to members** | | **(13,192)** | (19,324) | **(12,516)** | (19,830) |
| **Other comprehensive income/(loss)** | | | | | |
| *Item that may be reclassified to profit or loss* | | | | | |
| Exchange differences on translation of foreign operations | 20(a) | **67** | (284) | **-** | - |
| **Other comprehensive income/(loss) for the year** | | **67** | (284) | **-** | - |
| **Total comprehensive loss for the year attributable to members** | | **(13,125)** | (19,608) | **(12,516)** | (19,830) |

*The above Income statement and other comprehensive income should be read in conjunction with the accompanying notes.*

| | Notes | Consolidated 2023 $'000 | Consolidated 2022 $'000 | Parent entity 2023 $'000 | Parent entity 2022 $'000 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash and cash equivalents | 8 | **15,247** | 8,704 | **13,325** | 6,524 |
| Trade receivables | 9 | **324** | 404 | **332** | 362 |
| Financial assets at amortised cost | 10 | **2,912** | 2,841 | **2,739** | 2,708 |
| Other assets | 11 | **3,821** | 3,491 | **3,615** | 3,399 |
| Total current assets | | **22,304** | 15,440 | **20,011** | 12,993 |
| **Non-current assets** | | | | | |
| Property, plant and equipment | 13 | **8,241** | 20,206 | **7,086** | 19,315 |
| Intangible assets | 14 | **2,798** | 3,930 | **2,798** | 3,930 |
| Other assets | 11 | **245** | 196 | **2,269** | 2,493 |
| Total non-current assets | | **11,284** | 24,332 | **12,153** | 25,738 |
| **Total assets** | | **33,588** | 39,772 | **32,164** | 38,731 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Trade and other payables | 15 | **1,702** | 2,897 | **1,480** | 2,812 |
| Borrowings | 16 | **4,643** | 7,131 | **4,164** | 6,705 |
| Contract liabilities | 4(b) | **14,270** | 8,610 | **14,003** | 8,411 |
| Provisions | 19 | **475** | - | **475** | - |
| Employee benefit obligations | 17 | **4,718** | 5,210 | **4,718** | 5,210 |
| Other current liabilities | 18 | **7,869** | 6,008 | **6,923** | 5,663 |
| Total current liabilities | | **33,677** | 29,856 | **31,763** | 28,801 |
| **Non-current liabilities** | | | | | |
| Trade and other payables | | **5,564** | - | **5,564** | - |
| Borrowings | 16 | **9,519** | 8,194 | **9,231** | 8,039 |
| Provisions | 19 | **957** | 4,675 | **957** | 4,675 |
| Employee benefit obligations | 17 | **956** | 1,007 | **956** | 1,007 |
| Total non-current liabilities | | **16,996** | 13,876 | **16,708** | 13,721 |
| **Total liabilities** | | **50,673** | 43,732 | **48,471** | 42,522 |
| **Net liabilities** | | **(17,085)** | (3,960) | **(16,307)** | (3,791) |
| **EQUITY** | | | | | |
| Reserves | 20(a) | **(1,093)** | (1,160) | **-** | - |
| Accumulated deficit | 20(b) | **(15,992)** | (2,800) | **(16,307)** | (3,791) |
| **Capital deficiency** | | **(17,085)** | (3,960) | **(16,307)** | (3,791) |

*The above statement of financial position should be read in conjunction with the accompanying notes.*

| **Consolidated** | Notes | **Reserves $'000** | **Accumulated deficit** | **Total equity $'000** |
|---|---|---|---|---|
| **Balance at 1 January 2022** | | **(876)** | **16,524** | **15,648** |
| Deficit for the year | 20(b) | - | (19,324) | (19,324) |
| Exchange differences on translation of foreign operations | 20(a) | (284) | - | (284) |
| **Total comprehensive loss for the year** | | **(284)** | **(19,324)** | **(19,608)** |
| **Balance at 31 December 2022** | | **(1,160)** | **(2,800)** | **(3,960)** |
| **Balance at 1 January 2023** | | (1,160) | (2,800) | (3,960) |
| Deficit for the year | 20(b) | - | (13,192) | (13,192) |
| Exchange differences on translation of foreign operations | 20(a) | 67 | - | 67 |
| **Total comprehensive income/(loss) for the year** | | **67** | **(13,192)** | **(13,125)** |
| **Balance at 31 December 2023** | | **(1,093)** | **(15,992)** | **(17,085)** |

*The above statement of changes in equity should be read in conjunction with the accompanying notes.*

| **Parent** | Notes | **Reserves $'000** | **Accumulated deficit $'000** | **Total equity $'000** |
|---|---|---|---|---|
| **Balance at 1 January 2022** | | - | 16,039 | 16,039 |
| Deficit for the year | 20(b) | - | (19,830) | (19,830) |
| **Total comprehensive loss for the year** | | **-** | **(19,830)** | **(19,830)** |
| **Balance at 31 December 2022** | | **-** | **(3,791)** | **(3,791)** |
| **Balance at 1 January 2023** | | - | (3,791) | (3,791) |
| Deficit for the year | 20(b) | - | (12,516) | (12,516) |
| **Total comprehensive loss for the year** | | **-** | **(12,516)** | **(12,516)** |
| **Balance at 31 December 2023** | | **-** | **(16,307)** | **(16,307)** |

*The above statement of changes in equity should be read in conjunction with the accompanying notes.*

| | Notes | Consolidated 2023 $'000 | Consolidated 2022 $'000 | Parent entity 2023 $'000 | Parent entity 2022 $'000 |
|---|---|---|---|---|---|
| **Cash flows from operating activities** | | | | | |
| Receipts from customers (inclusive of GST) | | **60,544** | 50,261 | **59,620** | 49,405 |
| Payments to suppliers and employees (inclusive of GST) | | **(55,609)** | (56,282) | **(55,402)** | (54,833) |
| | | **4,935** | (6,021) | **4,218** | (5,428) |
| Interest received | | **344** | 179 | **259** | 156 |
| Other income | | **-** | - | **268** | - |
| Input tax credit refund from Australian Taxation Office | | **1,132** | 1,907 | **1,132** | 1,907 |
| **Net cash inflow/(outflow) from operating activities** | 28 | **6,411** | (3,935) | **5,877** | (3,365) |
| **Cash flows from investing activities** | | | | | |
| Payments for property, plant and equipment | | **(545)** | (643) | **(311)** | (530) |
| Payments for intangibles | | **(180)** | (359) | **(180)** | (359) |
| Capital contribution to subsidiary | | **-** | - | **-** | (747) |
| Proceeds from sale of property, plant and equipment | | **290** | 166 | **290** | 166 |
| **Net cash (outflow) from investing activities** | | **(435)** | (836) | **(201)** | (1,470) |
| **Cash flows from financing activities** | | | | | |
| Proceeds from borrowings | | **8,000** | - | **8,000** | - |
| Interest elements of lease payments | | **(433)** | (947) | **(375)** | (874) |
| Principal elements of lease payments | | **(7,056)** | (11,312) | **(6,500)** | (11,789) |
| **Net cash inflow/(outflow) from financing activities** | | **511** | (12,259) | **1,125** | (12,663) |
| **Net increase/(decrease) in cash and cash equivalents** | | **6,487** | (17,030) | **6,801** | (17,498) |
| Cash and cash equivalents at the beginning of the financial year | | **8,704** | 25,927 | **6,524** | 24,022 |
| Effects of exchange rate changes on cash and cash equivalents | | **56** | (193) | **-** | - |
| **Cash and cash equivalents at end of the financial year** | 8 | **15,247** | 8,704 | **13,325** | 6,524 |

*The above statement of cash flows should be read in conjunction with the accompanying notes.*

## Contents of the notes to the financial statements

## 1 The company

Insearch Limited is a public company, limited by guarantee of its Members, having no share capital. The company is incorporated and domiciled in Australia. Its registered place of business is Level 13, UTS Building 10 (CB10) 235 Jones Street, Broadway, NSW 2007. The company provides education services in English language, business and other disciplines to Australian and overseas students in Australia.

Insearch Limited is a controlled entity of the University of Technology Sydney. This status is a reflection of the terms of the Insearch Constitution and the structure of the Insearch Board.

As of 1 January 2024 the name of the company has changed from Insearch Limited to UTS College Limited.

The company has the wholly owned entities, Insearch Education International Pty Limited, Insearch (Shanghai) Limited, Insearch India LLP, Insearch Global Pty Ltd and Insearch Lanka (Private) Limited. Insearch Education International Pty Limited is a private company, incorporated in Australia and formed in 1995. Insearch (Shanghai) Limited provides consulting, marketing support and other services to Insearch Limited. Insearch (Shanghai) Limited was formed in 2001 in the People's Republic of China. Insearch India LLP is a partnership between Insearch Limited (90% owned) and Insearch Education International Pty Limited (10% owned). The entity provides consulting, marketing support and other services to Insearch Limited across the Sub-Continent region. Insearch India LLP was formed in 2018 in India. Insearch Lanka (Private) Limited was formed in 2019 in Sri Lanka to provide pathway courses to university studies. In 2019, Insearch Global Pty Ltd was created to be a holding company to Insearch Lanka (Private) Limited.

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Insearch Limited ('company' or 'parent entity') as at 31 December 2023 and the results of all subsidiaries for the year then ended. Insearch Limited and its subsidiaries together are referred to in these financial statements as the Group or the consolidated entity.

## 2 Summary of material accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements include separate financial statements for the parent entity and the Group.

### (a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Government Sector Finance Act 2018, the Government Sector Finance Regulation 2018* and the *Corporations Act 2001.* Where there are inconsistencies between the above requirements, the legislative provisions have prevailed. Insearch Limited is a not-for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the Directors on 21 March 2024.

*(i) Statement of compliance*

The parent entity's financial statements and accompanying notes comply with Australian Accounting Standards which include Australian Accounting Interpretations.

Generally accepted accounting principles, authoritative pronouncements of the AASB, including Interpretations, the *Government Sector Finance Act 2018, the Government Sector Finance Regulation 2018* and the *Corporations Act 2001* have been used to prepare the subsidiaries' financial statements.

*(ii) Historical cost convention*

These financial statements have been prepared under the historical cost convention, unless otherwise stated within these accounting policies.

## 2 Summary of material accounting policies (continued)

### (a) Basis of preparation (continued)

*(iii) New and amended standards adopted by the Group*

The Group has applied the following standards and amendments for first time in its annual reporting period commencing 1 January 2023:

- AASB 2023-2 *Amendments to Australian Accounting Standards - Definition of Accounting Estimates International Tax Reform - Pillar Two Model Rules [AASB 112]*
- AASB 2021-2 *Amendments to Australian Accounting Standards - Disclosure of Accounting Policies Definition of Accounting Estimates [AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2].*

The adoption of these standards did not have any impact on the current period or any prior period and is not likely to affect future periods.

*(iv) New standards and interpretations not yet adopted*

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Group. The Group's assessment indicates that there are no new Australian Accounting Standards or interpretations that have been issued but are not yet effective with an expected material impact on the company's financial statements in the period of initial application.

*(v) Going concern*

The financial statements have been prepared on a going concern basis, which assumes continuity of normal business activity and realisation of assets despite the deficit for the year and the net current asset and retained earnings deficiency at year end. As at the reporting date, the Group had a working capital deficiency of $11,372,292 (2022 deficiency: $14,416,655) and accumulated deficit of $15,992,060 (2022 deficiency: $2,798,895). The Group also generated a deficit of $13,192,163 (2022: $19,322,973) for the year ended 31 December 2023.

Insearch Limited has assessed its ability to continue operations due to decreased revenue from international students and has taken measures to limit the financial impact. These measures include cost saving initiatives, streamlining our cost base and reducing staff numbers.

Specifically a Letter of Support from the University of Technology Sydney was obtained to provide full financial support if necessary to Insearch Limited. Additionally, on the 27 July 2023 the University of Technolgy Sydney approved a $10 million interest free loan, of which $8 million was utilised by Insearch at 31 December 2023

*(vi) Critical accounting estimates*

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires Management to exercise its judgement in the process of applying the Group's accounting policies.

Insearch Limited has made estimates on the valuation of its associate and joint venture investments. Estimates are based on the historical experience and other factors that are considered to be relevant, including latest available management information of financial performance and position. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

### (b) Principles of consolidation and equity accounting

*(i) Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

## 2 Summary of material accounting policies (continued)

### (b) Principles of consolidation and equity accounting (continued)

*(i) Subsidiaries (continued)*

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

*(ii) Associates*

Investments in associates are accounted for in the parent entity financial statements using the cost method and in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost.

The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Distributions receivable from associates are recognised in the parent entity Income statement and other comprehensive income, while in the consolidated financial statements they are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

*(iii) Joint ventures*

The interest in a joint venture is accounted for using the equity method after initially being recognised at cost. Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss, and the share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. Details relating to the joint venture are set out in note 12. Initial investment in the joint venture in the form of a loan is recognised as a financial asset.

Profits or losses on transactions establishing the joint venture and transactions with the joint venture are eliminated to the extent of the Group's ownership interest until such time as they are realised by the joint venture on consumption or sale. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets, or an impairment loss.

### (c) Foreign currency translation

*(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the Income statement and other comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the Income statement and other comprehensive income on a net basis within other income or other expenses.

## 2 Summary of material accounting policies (continued)

### (c) Foreign currency translation (continued)

*(iii) Group companies*

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement and Income statement and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

*(iv) Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations.

### (d) Revenue recognition

Management determine whether a transaction is a genuine donation (accounted for under AASB 1058 *Income of Not-for-Profit Entities*) or a contract with a customer (accounted for under AASB 15 *Revenue from contracts with customers*).

A contract is within the scope of AASB 15 if:

- the entity has an enforceable contract with a customer, and
- the contract includes sufficiently specific promises for the NFP entity to transfer goods or services to the customer or third party beneficiaries.

Under AASB 15, the Group recognised revenue based on the following five step approach:

- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied.

Significant judgements are used in assessing whether a promise is sufficiently specific, taking into account any conditions specified in the arrangement (whether explicit or implicit) regarding the promised goods or services.

Under AASB 1058, the timing of income recognition will depend on whether a transaction gives rise to a performance obligation, liability or contribution by owners.

## 2 Summary of material accounting policies (continued)

### (d) Revenue recognition (continued)

Revenue is recognised for the major business activities using the methods outlined below.

*(i) Fees*

Education fees are paid in advance by students and recognised as a contract liability. Revenue is deferred and recognised over time in the financial year in which the course is delivered in accordance with related performance obligations. Education fees are disclosed net of refunds.

Insearch records a liability for deferred student revenue, comprising of prepaid student fees and unused course credits. These course credits allow students to return to their studies and use up available amounts at a future time. At some point it is deemed that these amounts will no longer be claimed, and the amounts can be recognised as revenue. This happens on a periodic basis based on the judgement of management, typically over 6 years since the last payment date.

*(ii) Other fees and charges*

Fees are recognised net of any discounts and also at a point in time as revenue when services are provided.

*(iii) Other income*

Other income includes net gain or loss on disposal of non-current assets, interest income and distributions from associates.

### (e) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

### (f) Expense recognition

*(i) Direct expenses*

Costs associated with delivering educational programs are recognised at the time of course delivery. Direct expenses incurred for courses not delivered are treated as prepayments.

*(ii) Other expenses*

All other expenses are recorded when the goods and services are received and the liability has been recognised.

### (g) Income tax

No income tax has been provided in the attached accounts for the Australian operation as the company is exempt from income tax under Section 50-55 of the *Income Tax Assessment Act 1997.*

Income tax has been provided, where appropriate, for overseas entities.

### (h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the consolidated statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

## 2 Summary of material accounting policies (continued)

### (i) Acquisition of assets

The purchase method of accounting is used to account for all acquisitions of assets. Assets are initially recorded at their cost at the date of acquisition. Cost is measured as the fair value of the consideration provided at the date of exchange and incidental costs directly attributable to the acquisition.

### (j) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

### (k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of four months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash at bank is interest bearing with interest rates between 0.30% and 3.50% (2022: 0.01% and 2.50%). Deposits at Call are bearing a floating interest rate at 4.45% (2022: 2.85% and 2.95%). Fixed term deposit is bearing interest rate of 3.10% (2022: 18.00%).

### (l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

The collectability of trade receivables is reviewed on an ongoing basis and based on the expected credit losses. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

The amount of the impairment loss on trade receivables is presented as net impairment losses in the Income statement and other comprehensive income. When a trade receivable for which an impairment loss had been recognised becomes uncollectible in a subsequent period, it is written off against the impairment account. Subsequent recoveries of amounts previously written off are credited against net impairment losses line in the Income statement and other comprehensive income.

### (m) Investments and other financial assets

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

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

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows. The Group only holds financial assets to be measured at amortised cost.

## 2 Summary of material accounting policies (continued)

### (n) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. The capitalisation threshold for all assets is $1,000. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Income statement and other comprehensive income during the reporting period in which they are incurred.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over its expected useful life or, in the case of right-of-use assets, the shorter lease term in the Group. The Capital Review Committee reviews the estimated useful lives, residual values and depreciation method of assets at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis. The expected useful lives for the parent entity are as follows:

| | |
|---|---|
| - Furniture and fittings | 5 years |
| - Office equipment | 3-5 years |
| - Motor vehicles | 3-4 years |
| - Computer equipment | 3-5 years |
| - Right-of-use assets | 1-8 years |

The cost of improvements to leasehold properties has been integrated into the asset class of furniture and fittings, and has been depreciated in line with the expected unexpired period of the lease, including options.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Income statement and other comprehensive income.

### (o) Intangible assets

*(i) IT development and software*

Software is initially recorded at historical cost and amortised. Subsequently software is reported at its recoverable amount, as the carrying amount of each asset is reviewed annually to determine whether it is in excess of its recoverable amount at the end of the reporting period.

Amortisation is calculated on a straight-line basis over periods generally ranging from two to seven years.

*(ii) Curriculum and course development*

Curriculum and Course Development represents the costs associated with developing the curriculum and teaching materials for a course to be delivered. These have a finite useful life and are carried at cost less accumulated amortisation and impairment losses, if any.

Amortisation is calculated on a straight-line basis over periods generally ranging from three to five years.

## 2 Summary of material accounting policies (continued)

### (p) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

The Group leases various office space. Rental contracts are typically made for fixed terms of 1 month to more than 5 years, but may have extension options as described below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee’s incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- makes adjustments specific to the lease, eg term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and

## 2 Summary of material accounting policies (continued)

### (p) Leases (continued)

- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

*Extension and termination options*

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group’s operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

### (q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### (r) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the year of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the year of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year.

### (s) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the year of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial year of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the year in which they are incurred.

### (t) Provisions

The provisions of the Group are recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and that the amount can be reliably estimated. Provisions are measured at the present value of Management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

## 2 Summary of material accounting policies (continued)

### (u) Employee benefits

*(i) Short-term obligations*

Annual leave and long service leave entitlements that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

*(ii) Long-term obligations*

The recorded liability for provision of annual leave includes annual leave entitlements accrued but not expected to be taken within one year. These entitlements are measured at the present value of expected future payments to be made, including on costs of leave accrued by employees up to the end of the reporting period. The expected future payments of this leave provision is discounted using published market yield of the two year Treasury Bond at the end of the reporting period of 3.70% (2022: 3.41%).

The provision for long service leave is recognised as a liability and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to on costs, expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using published market yield of the ten year Treasury Bond at the end of the reporting period of 3.96% (2022: 4.05%).

The obligations are presented as current liabilities in the statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting date, regardless of when the actual settlement is expected to occur.

*(iii) Superannuation*

Insearch Limited complies with the *Superannuation Guarantee (Administration) Act 1992*.

## 3 Financial risk management

Insearch Limited's principal financial instruments are outlined below. These financial instruments arise directly from the entity's operations or are required to finance the entity's operations. Insearch Limited does not enter into or trade in financial instruments.

Insearch Limited's risks arising from financial instruments are outlined below, together with the entity's objectives and policies for measuring and managing risk.

The Insearch Limited Board has overall responsibility for the establishment and oversight of risk management and reviews and agrees policies for managing each of these risks. Risk management policies are established to identify and analyse the risk limits and controls, and to monitor risks. Compliance with policies is reviewed by the Audit and Risk Committee on a continuous basis.

## 3 Financial risk management (continued)

| Consolidated | Financial assets at amortised cost $'000 |
|---|---|
| **Financial assets** | |
| **2023** | |
| Cash and cash equivalents | **15,247** |
| Trade receivables - current* | **324** |
| Other non-current assets | **245** |
| | **15,816** |
| 2022 | |
| Cash and cash equivalents | 8,704 |
| Trade receivables - current * | 404 |
| Other non-current assets | 196 |
| | 9,304 |

| Consolidated | Liabilities at amortised cost $'000 |
|---|---|
| **Financial liabilities** | |
| **2023** | |
| Trade and other payables | **1,702** |
| Contract liabilities | **14,270** |
| Other current liabilities* | **6,972** |
| Lease liabilities | **6,162** |
| Loans from related parties | **8,000** |
| | **37,106** |
| 2022 | |
| Trade and other payables | 2,897 |
| Contract liabilities | 8,610 |
| Other current liabilities* | 5,722 |
| Lease liabilities | 15,325 |
| | 32,554 |

* excluding prepayments and statutory receivables/payables

## 3 Financial risk management (continued)

| **Parent entity** | **Financial assets at amortised cost $'000** |
|---|---|
| **Financial assets** | |
| **2023** | |
| Cash and cash equivalents | **13,325** |
| Trade receivables - current * | **332** |
| Other non-current assets | **2,269** |
| | **15,926** |
| 2022 | |
| Cash and cash equivalents | 6,524 |
| Trade receivables - current * | 362 |
| Other non-current assets | 2,493 |
| | 9,379 |

| **Parent entity** | **Liabilities at amortised cost $'000** |
|---|---|
| **Financial liabilities** | |
| **2023** | |
| Trade and other payables | **1,480** |
| Contract liabilities | **14,003** |
| Other current liabilities* | **6,923** |
| Lease liabilities | **5,395** |
| Loans from related parties | **8,000** |
| | **35,801** |
| 2022 | |
| Trade and other payables | 2,812 |
| Contract liabilities | 8,411 |
| Other financial liabilities* | 5,663 |
| Lease liabilities | 14,744 |
| | 31,630 |

* excluding statutory receivables/payables

### (a) Market risk

The primary areas of market risk that Insearch Limited is exposed to are foreign exchange risk and interest rate risk.

*(i) Foreign exchange risk*

Insearch Limited's tuition fees for services provided in Australia are specified in Australian dollars. Therefore there is little or no exchange rate exposure in relation to fees.

Insearch Limited has operations in China, Vietnam, India and Sri Lanka which are affected by movements in exchange rates. The impact of these movements can affect both the operating surplus expressed in Australian dollars and the carrying values of the operations in the statement of financial position of the Group.

Insearch Limited views these exposures to movements in exchange rates as insignificant and therefore does not hedge against foreign exchange movements.

## 3 Financial risk management (continued)

### (a) Market risk (continued)

*(i) Foreign exchange risk (continued)*

The movement in exchange rates in 2023 has marginally contributed to the Australian dollar decrease in deficit for Insearch Limited.

*Sensitivity*

As shown in the table below, the Group is primarily exposed to changes in RMB/AUD exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from RMB denominated financial instruments and the impact on other components of equity arises from cash and cash equivalents.

| **Consolidated** | **Impact on surplus** | | **Impact on other components of equity** | |
|---|---|---|---|---|
| | **2023** **$'000** | 2022 $'000 | **2023** **$'000** | 2022 $'000 |
| RMB/AUD exchange rate - increase 10% | **-** | - | **98** | 124 |
| RMB/AUD exchange rate - decrease 10% | **-** | - | **(98)** | (124) |
| VND/AUD exchange rate - increase 10% | **-** | - | **2** | 2 |
| VND/AUD exchange rate - decrease 10% | **-** | - | **(2)** | (2) |
| INR/AUD exchange rate - increase 10% | **-** | - | **14** | 13 |
| INR/AUD exchange rate - decrease 10% | **-** | - | **(14)** | (13) |
| LKR/AUD exchange rate - increase 10% | **-** | - | **41** | 58 |
| LKR/AUD exchange rate - decrease 10% | **-** | - | **(41)** | (58) |

*(ii) Interest rate risk*

Cash investments are maintained for maturity dates between one and four months. Cash investments are reviewed monthly as part of the management reporting process.

Insearch Limited has no interest bearing loans and therefore no associated payable risk as a result of fluctuating interest rates. Insearch Limited does have an exposure to changes in income due to fluctuations in interest rates.

*Sensitivity*

Profit or loss is sensitive to higher/lower interest income from cash and cash equivalents and trade and other receivables as a result of changes in interest rates.

| **Consolidated** | **Impact on surplus** | | **Impact on other components of equity** | |
|---|---|---|---|---|
| | **2023** **$'000** | 2022 $'000 | **2023** **$'000** | 2022 $'000 |
| Interest rates - increase by 1% | **149** | 87 | **-** | - |
| Interest rates - decrease by 1% | **(149)** | (87) | **-** | - |

### (b) Credit risk

Credit risk arises where there is a possibility of the entity's debtors defaulting on their contractual obligations, resulting in a financial loss to the entity.

Insearch Limited has limited exposure to credit risk due to the collection of the majority of tuition fees prior to the provision of services. The Group's position with regard to credit risk is monitored monthly with outstanding items being actively managed.

Cash and cash equivalents comprise cash on hand and bank balances held with Commonwealth Bank of Australia and ANZ Bank. Interest on these accounts is earned on the daily bank balance.

## 3 Financial risk management (continued)

### (b) Credit risk (continued)

*(i) Impairment of financial assets*

*Trade receivables*

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

The expected loss rates are based on the payment profiles of revenue over a period of 36 months before 31 December 2023 or 1 January 2023 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the students to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

**Consolidated entity**

On that basis, the loss allowance as at 31 December 2023 and 31 December 2022 was determined as follows for both trade receivables.

| **31 December 2023** | **Current (less than 90 days past due)** | **90- 180 days past due** | **More than 180 days past due** | **Total** |
|---|---|---|---|---|
| Expected loss rate | 4.27% | 100.00% | 100% | |
| Gross carrying amount – trade receivables | 328 | 2 | 78 | 408 |
| **Loss allowance** | 14 | 2 | 78 | 94 |

| 31 December 2022 | Current (less than 90 days past due) | 90-180 days past due | More than 180 days past due | Total |
|---|---|---|---|---|
| Expected loss rate | 4.04% | 100.00% | 100% | |
| Gross carrying amount – trade receivables | 421 | 18 | 61 | 500 |
| **Loss allowance** | 17 | 18 | 61 | 96 |

**Parent entity**

| **31 December 2023** | **Current (less than 90 days past due)** | **90- 180 days past due** | **More than 180 days past due** | **Total** |
|---|---|---|---|---|
| Expected loss rate | 4.17% | 100.00% | 100.00% | |
| Gross carrying amount – trade receivables | 336 | 2 | 78 | 416 |
| **Loss allowance** | 14 | 2 | 78 | 94 |

| 31 December 2022 | Current (less than 90 days past due) | 90-180 days past due | More than 180 days past due | Total |
|---|---|---|---|---|
| Expected loss rate | 4.49% | 100.00% | 100.00% | |
| Gross carrying amount – trade receivables | 379 | 18 | 61 | 458 |
| **Loss allowance** | 17 | 18 | 61 | 96 |

## 3 Financial risk management (continued)

### (c) Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its payment obligations when they fall due.

Insearch Limited maintains adequate cash balances to ensure that it has sufficient funds to meet operating expenditure and capital expenditure.

Liquidity is managed by the Group through the preparation and review of monthly statement of cash flows and cash forecasts. Cash at bank is reconciled on a monthly basis and bank balances are independently confirmed as part of the annual audit process.

*Maturities of financial liabilities*

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| **Contractual maturities of financial liabilities** | **Less than 1 year** | **Between 1 and 5 years** | **Later than 5 years** | **Total contractual cash flows** | **Less: Imputed interest** | **Carrying amount liabilities** |
|---|---|---|---|---|---|---|
| **Consolidated entity - At 31 December 2023** | **$'000** | **$'000** | **$'000** | **$'000** | **$'000** | **$'000** |
| Borrowings (excluding lease liabilities) | **-** | **8,000** | **-** | **8,000** | **-** | **8,000** |
| Lease liabilities | **4,716** | **1,590** | **-** | **6,306** | **(144)** | **6,162** |
| **Total** | **4,716** | **9,590** | **-** | **14,306** | **(144)** | **14,162** |
| | | | | | | |
| Consolidated entity - At 31 December 2022 | | | | | | |
| Lease liabilities | 7,243 | 8,888 | - | 16,131 | (806) | 15,325 |

| **Contractual maturities of financial liabilities** | **Less than 1 year** | **Between 1 and 5 years** | **Later than 5 years** | **Total contractual cash flows** | **Less: Imputed interest** | **Carrying amount liabilities** |
|---|---|---|---|---|---|---|
| **Parent entity - At 31 December 2023** | **$'000** | **$'000** | **$'000** | **$'000** | **$'000** | **$'000** |
| Borrowings (excluding lease liabilities) | **-** | **8,000** | **-** | **8,000** | **-** | **8,000** |
| Lease liabilities | **4,232** | **1,284** | **-** | **5,516** | **(121)** | **5,395** |
| Total | **4,232** | **9,284** | **-** | **13,516** | **(121)** | **13,395** |
| | | | | | | |
| Parent entity - At 31 December 2022 | | | | | | |
| Lease liabilities | 6,810 | 8,691 | - | 15,501 | (757) | 14,744 |

### (d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of the Group's financial instruments is equal to their carrying value.

## 4 Revenue from contracts with customers

| | Consolidated 2023 $'000 | 2022 $'000 | Parent entity 2023 $'000 | 2022 $'000 |
|---|---|---|---|---|
| **Revenue from contracts with customers** | | | | |
| Fees | **54,148** | 49,951 | **52,724** | 49,092 |

### (a) Disaggregation of revenue from students and contracts with customers

The Group derives revenue from the transfer of services over time and at a point in time in the following major product lines and geographical regions

| **Consolidated 2023** | **Australia $'000** | **Subcontinent $'000** | **Total $'000** |
|---|---|---|---|
| Timing of revenue recognition - external customers | | | |
| At a point in time - Other fees | **1,941** | **-** | **1,941** |
| Over time - Education course fees | **50,783** | **1,424** | **52,207** |
| | **52,724** | **1,424** | **54,148** |

| Consolidated 2022 | Australia $'000 | Subcontinent $'000 | Total $'000 |
|---|---|---|---|
| Timing of revenue recognition - external customers | | | |
| At a point in time - Other fees | 3,509 | - | 3,509 |
| Over time - Education course fees | 45,583 | 859 | 46,442 |
| | 49,092 | 859 | 49,951 |

| **Parent entity 2023** | **Australia $'000** |
|---|---|
| Timing of revenue recognition - external customers | |
| At a point in time - Other fees | **1,941** |
| Over time - Education course fees | **50,783** |
| | **52,724** |

| Parent entity 2022 | Australia $'000 |
|---|---|
| Timing of revenue recognition - external customers | |
| At a point in time - Other fees | 3,509 |
| Over time - Education course fees | 45,583 |
| | 49,092 |

## 4 Revenue from contracts with customers (continued)

### (b) Liabilities related to contracts with customers

| | Consolidated 2023 $'000 | Consolidated 2022 $'000 | Parent entity 2023 $'000 | Parent entity 2022 $'000 |
|---|---|---|---|---|
| Total prepaid course fees | **14,270** | 8,610 | **14,003** | 8,411 |

*(i) Revenue recognised in relation to contract liabilities*

| | Consolidated 2023 $'000 | Consolidated 2022 $'000 | Parent entity 2023 $'000 | Parent entity 2022 $'000 |
|---|---|---|---|---|
| *Revenue recognised that was included in the contract liability balance at the beginning of the year* | | | | |
| Course fees | **5,646** | 6,620 | **5,447** | 6,517 |

*(ii) Expected pattern recognition for contract liabilities*

| **Consolidated entity - At 31 December 2023** | **Less than 6 months $'000** | **6 - 12 months $'000** | **After 12 months $'000** | **Total $'000** |
|---|---|---|---|---|
| Course fees | **9,686** | **2,609** | **1,975** | **14,270** |

| | Less than 6 months $'000 | 6 - 12 months $'000 | After 12 months $'000 | Total $'000 |
|---|---|---|---|---|
| Consolidated entity - At 31 December 2022 | | | | |
| Course fees | 4,236 | 2,107 | 2,267 | 8,610 |

| **Parent entity - At 31 December 2023** | **Less than 6 months $'000** | **6 - 12 months $'000** | **After 12 months $'000** | **Total $'000** |
|---|---|---|---|---|
| Course fees | **9,419** | **2,609** | **1,975** | **14,003** |

| | Less than 6 months $'000 | 6 - 12 months $'000 | After 12 months $'000 | Total $'000 |
|---|---|---|---|---|
| Parent entity - At 31 December 2022 | | | | |
| Course fees | 4,037 | 2,107 | 2,267 | 8,411 |

## 5 Other income

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Dividends from subsidiary | **-** | - | **268** | - |
| Interest | **388** | 179 | **259** | 156 |
| Distributions from interest in associate | **-** | - | **-** | (505) |
| Other | **467** | 253 | **461** | 252 |
| | **855** | 432 | **988** | (97) |

## 6 Other gains/(losses)

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Net gain on disposal of non-current assets | **-** | 115 | **-** | 115 |
| Net loss on disposal of non-current assets | **(2,323)** | - | **(2,323)** | - |
| Provision writeback | **2,528** | - | **2,528** | - |
| | **205** | 115 | **205** | 115 |

## 7 Expenses

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| **Expenses from continuing operations** | | | | |
| **(a) Employee benefits expenses** | | | | |
| Salaries and wages | **31,267** | 28,310 | **30,113** | 27,320 |
| Superannuation | **3,176** | 2,744 | **3,115** | 2,724 |
| Payroll tax | **1,807** | 1,596 | **1,807** | 1,596 |
| Other | **271** | 117 | **234** | 74 |
| Total employee benefits expenses | **36,521** | 32,767 | **35,269** | 31,714 |

## 7 Expenses (continued)

### (b) Depreciation and amortisation expense

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| *Depreciation* | | | | |
| Office equipment | **173** | 257 | **154** | 240 |
| Motor vehicles | **78** | 32 | **78** | 32 |
| Furniture and fittings | **2,071** | 2,520 | **1,966** | 2,437 |
| Computer equipment | **364** | 521 | **320** | 478 |
| Right of use assets | **4,361** | 9,841 | **3,845** | 9,315 |
| Total depreciation | **7,047** | 13,171 | **6,363** | 12,502 |

| | **2023** | 2022 | **2023** | 2022 |
|---|---|---|---|---|
| | **$'000** | $'000 | **$'000** | $'000 |
| *Amortisation* | | | | |
| Curriculum | **221** | 27 | **221** | 27 |
| Software | **1,091** | 1,349 | **1,091** | 1,349 |
| Total amortisation | **1,312** | 1,376 | **1,312** | 1,376 |
| Total depreciation and amortisation expense | **8,359** | 14,547 | **7,675** | 13,878 |

### (c) Other expenses

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Occupancy | **1,051** | 1,679 | **762** | 1,459 |
| Security | **258** | 322 | **235** | 305 |
| Communications | **243** | 286 | **96** | 166 |
| Homestay and welcome | **39** | 136 | **39** | 136 |
| Educational expenses | **2,048** | 1,571 | **2,034** | 1,555 |
| Scholarships | **373** | 266 | **373** | 266 |
| Promotion and channel partner commissions | **10,405** | 9,670 | **12,507** | 11,608 |
| Travel | **521** | 556 | **315** | 402 |
| Staff appointments | **184** | 295 | **182** | 294 |
| IT costs | **3,471** | 3,095 | **3,453** | 3,089 |
| Staff wellbeing | **524** | 459 | **20** | 24 |
| Sponsorships | **7** | 11 | **3** | 7 |
| Audit and accounting fees | **413** | 342 | **316** | 264 |
| Legal fees | **411** | 200 | **408** | 193 |
| Consultancy | **717** | 436 | **613** | 403 |
| Subscription and membership | **269** | 231 | **262** | 228 |
| Printing and stationery | **87** | 49 | **53** | 29 |
| Loss or gain on foreign exchange | **32** | 61 | **22** | 61 |
| Other | **1,374** | 1,417 | **1,131** | 1,355 |
| Total other expenses | **22,427** | 21,082 | **22,824** | 21,844 |

## 8 Cash and cash equivalents

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Cash at bank and in hand | **5,152** | 3,667 | **3,251** | 1,868 |
| Deposits at call | **10,074** | 4,656 | **10,074** | 4,656 |
| Term deposits | **21** | 381 | **-** | - |
| **Total cash and cash equivalents** | **15,247** | 8,704 | **13,325** | 6,524 |

## 9 Trade receivables

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Trade receivables | **418** | 500 | **426** | 458 |
| Loss allowance | **(94)** | (96) | **(94)** | (96) |
| | **324** | 404 | **332** | 362 |

### Loss allowance

The current trade receivables of the Group with a nominal value of $93,733 (2022: $95,760) were impaired and related to individually impaired receivables for student tuition fees which were deemed potentially uncollectable.

Movements in the loss allowance of trade receivables that are assessed for impairment collectively are as follows:

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| At 1 January | **96** | 21 | **96** | 21 |
| Increase in loss allowance recognised in profit or loss during the year | **9** | 105 | **9** | 105 |
| Receivables written off during the year as uncollectable | **(11)** | (30) | **(11)** | (30) |
| At 31 December | **94** | 96 | **94** | 96 |

The creation and release of the loss allowance has been included in other expenses in the Income statement and other comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

## 10 Financial assets at amortised cost

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Accrued interest | **44** | - | **-** | - |
| Other receivables | **2,868** | 2,841 | **2,739** | 2,708 |
| | **2,912** | 2,841 | **2,739** | 2,708 |

## 11 Other assets

| | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Prepayments | **3,821** | **-** | **3,821** | 3,491 | - | 3,491 |
| Security deposits | **-** | **245** | **245** | - | 196 | 196 |
| Interest in associate and joint venture | **-** | **-** | **-** | - | - | - |
| Insearch (Shanghai) Limited | **-** | **-** | **-** | - | - | - |
| Insearch India LLP | **-** | **-** | **-** | - | - | - |
| Insearch Global/Insearch Lanka | **-** | **-** | **-** | - | - | - |
| | **3,821** | **245** | **4,066** | 3,491 | 196 | 3,687 |

| | Parent entity | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Prepayments | **3,615** | **-** | **3,615** | 3,399 | - | 3,399 |
| Security deposits | **-** | **46** | **46** | - | 26 | 26 |
| Interest in associate and joint venture | **-** | **81** | **81** | - | 81 | 81 |
| Insearch (Shanghai) Limited | **-** | **1,036** | **1,036** | - | 1,349 | 1,349 |
| Insearch India LLP | **-** | **292** | **292** | - | 259 | 259 |
| Insearch Global/Insearch Lanka | **-** | **814** | **814** | - | 778 | 778 |
| | **3,615** | **2,269** | **5,884** | 3,399 | 2,493 | 5,892 |

## 12 Investments accounted for using the equity method

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023 $'000** | 2022 $'000 | **2023 $'000** | 2022 $'000 |
| **Share of losses** | | | | |
| Associate | **(651)** | (290) | **-** | - |

| | Consolidated | |
|---|---|---|
| | **2023 $'000** | 2022 $'000 |
| Carrying amount of investment in associated entity | **(897)** | (286) |
| **Share of assets and liabilities** | | |
| Current assets | **191** | 190 |
| Non-current assets | **988** | 1,410 |
| Total assets | **1,179** | 1,600 |

## 12 Investments accounted for using the equity method (continued)

| | Consolidated 2023 $'000 | 2022 $'000 |
|---|---|---|
| Current liabilities | **2,041** | 1,850 |
| Non-current liabilities | **35** | 36 |
| Total liabilities | **2,076** | 1,886 |
| | | |
| Net (liabilities) | **(897)** | (286) |
| | | |
| **Share of revenue and expenses** | | |
| Revenues | **1,707** | 1,788 |
| Expenses | **(2,358)** | (2,078) |
| Net losses | **(651)** | (290) |

**Associate - Australian Centre for Education and Training (ACET)**

This is a business formed by Insearch Limited and IDP Education Australia (Vietnam) Limited to deliver academic English classes in Vietnam. Insearch Limited has a 50% ownership interest in ACET and is entitled to a 40% share of its annual profits or losses.

## 13 Property, plant and equipment

| Consolidated | Office equipment $'000 | Motor vehicles $'000 | Furniture and fittings $'000 | Computer equipment $'000 | Capital work-in-progress $'000 | Right of use assets $'000 | Total $'000 |
|---|---|---|---|---|---|---|---|
| **At 1 January 2022** | | | | | | | |
| Cost | 2,761 | 304 | 34,397 | 6,208 | 400 | 64,947 | 109,017 |
| Accumulated depreciation | (2,207) | (289) | (23,987) | (5,153) | - | (32,403) | (64,039) |
| Net book amount | 554 | 15 | 10,410 | 1,055 | 400 | 32,544 | 44,978 |
| **Year ended 31 December 2022** | | | | | | | |
| Opening net book amount | 554 | 15 | 10,410 | 1,055 | 400 | 32,544 | 44,978 |
| Exchange differences | (15) | - | (165) | (30) | - | (375) | (585) |
| Additions | 20 | - | 70 | 23 | 530 | - | 643 |
| Disposals | (40) | - | (33) | (260) | (249) | (1,171) | (1,753) |
| Lease variation | - | - | - | - | - | (9,906) | (9,906) |
| Transfers | 25 | 93 | - | 439 | (557) | - | - |
| Depreciation charge | (257) | (32) | (2,520) | (521) | - | (9,841) | (13,171) |
| Closing net book amount | 287 | 76 | 7,762 | 706 | 124 | 11,251 | 20,206 |
| **At 31 December 2022** | | | | | | | |
| Cost | 2,053 | 310 | 22,052 | 4,173 | 124 | 29,685 | 58,397 |
| Accumulated depreciation | (1,766) | (234) | (14,290) | (3,467) | - | (18,434) | (38,191) |
| Net book amount | 287 | 76 | 7,762 | 706 | 124 | 11,251 | 20,206 |

## 13 Property, plant and equipment (continued)

| **Consolidated** | **Office equipment $'000** | **Motor vehicles $'000** | **Furniture and fittings $'000** | **Computer equipment $'000** | **Capital work-in-progress $'000** | **Right of use assets $'000** | **Total $'000** |
|---|---|---|---|---|---|---|---|
| **At 1 January 2023** | | | | | | | |
| Cost | 2,053 | 310 | 22,052 | 4,173 | 124 | 29,685 | 58,397 |
| Accumulated depreciation | (1,766) | (234) | (14,290) | (3,467) | - | (18,434) | (38,191) |
| Net book amount | 287 | 76 | 7,762 | 706 | 124 | 11,251 | 20,206 |
| **Year ended 31 December 2023** | | | | | | | |
| Opening net book amount | 287 | 76 | 7,762 | 706 | 124 | 11,251 | 20,206 |
| Exchange differences | (11) | - | 32 | (5) | - | 46 | 62 |
| Additions | 78 | - | 141 | 15 | 311 | 651 | 1,196 |
| Disposals | (4) | (164) | (3,150) | (9) | - | (2,849) | (6,176) |
| Transfers | 19 | 191 | - | 225 | (435) | - | - |
| Depreciation charge | (173) | (78) | (2,071) | (364) | - | (4,361) | (7,047) |
| Closing net book amount | 196 | 25 | 2,714 | 568 | - | 4,738 | 8,241 |
| **At 31 December 2023** | | | | | | | |
| Cost | 2,070 | 56 | 12,591 | 3,957 | - | 24,551 | 43,225 |
| Accumulated depreciation | (1,874) | (31) | (9,877) | (3,389) | - | (19,813) | (34,984) |
| Net book amount | 196 | 25 | 2,714 | 568 | - | 4,738 | 8,241 |

## 13 Property, plant and equipment (continued)

| **Parent entity** | **Office equipment $'000** | **Motor vehicles $'000** | **Furniture and fittings $'000** | **Computer equipment $'000** | **Capital work-in-progress $'000** | **Right of use assets $'000** | **Total $'000** |
|---|---|---|---|---|---|---|---|
| **At 1 January 2022** | | | | | | | |
| Cost | 2,632 | 304 | 33,729 | 5,897 | 400 | 62,276 | 105,238 |
| Accumulated depreciation | (2,126) | (289) | (23,747) | (4,954) | - | (31,179) | (62,295) |
| Net book amount | 506 | 15 | 9,982 | 943 | 400 | 31,097 | 42,943 |
| **Year ended 31 December 2022** | | | | | | | |
| Opening net book amount | 506 | 15 | 9,982 | 943 | 400 | 31,097 | 42,943 |
| Additions | - | - | - | - | 530 | - | 530 |
| Disposals | (39) | - | (32) | (259) | (249) | (1,171) | (1,750) |
| Lease variation | - | - | - | - | - | (9,906) | (9,906) |
| Transfers | 25 | 93 | - | 439 | (557) | - | - |
| Depreciation charge | (240) | (32) | (2,437) | (478) | - | (9,315) | (12,502) |
| Closing net book amount | 252 | 76 | 7,513 | 645 | 124 | 10,705 | 19,315 |
| **At 31 December 2022** | | | | | | | |
| Cost | 1,948 | 310 | 21,566 | 3,928 | 124 | 27,809 | 55,685 |
| Accumulated depreciation | (1,696) | (234) | (14,053) | (3,283) | - | (17,104) | (36,370) |
| Net book amount | 252 | 76 | 7,513 | 645 | 124 | 10,705 | 19,315 |

## 13 Property, plant and equipment (continued)

| Parent entity | Office equipment $'000 | Motor vehicles $'000 | Furniture and fittings $'000 | Computer equipment $'000 | Capital work-in-progress $'000 | Right of use assets $'000 | Total $'000 |
|---|---|---|---|---|---|---|---|
| **At 1 January 2023** | | | | | | | |
| Cost | 1,948 | 310 | 21,566 | 3,928 | 124 | 27,809 | 55,685 |
| Accumulated depreciation | (1,696) | (234) | (14,053) | (3,283) | - | (17,104) | (36,370) |
| Net book amount | 252 | 76 | 7,513 | 645 | 124 | 10,705 | 19,315 |
| **Year ended 31 December 2023** | | | | | | | |
| Opening net book amount | 252 | 76 | 7,513 | 645 | 124 | 10,705 | 19,315 |
| Additions | - | - | - | - | 311 | - | 311 |
| Disposals | (4) | (164) | (3,150) | (9) | - | (2,850) | (6,177) |
| Transfers | 19 | 191 | - | 225 | (435) | - | - |
| Depreciation charge | (154) | (78) | (1,966) | (320) | - | (3,845) | (6,363) |
| Closing net book amount | 113 | 25 | 2,397 | 541 | - | 4,010 | 7,086 |
| **At 31 December 2023** | | | | | | | |
| Cost | 1,886 | 56 | 11,911 | 3,749 | - | 22,558 | 40,160 |
| Accumulated depreciation | (1,773) | (31) | (9,514) | (3,208) | - | (18,548) | (33,074) |
| Net book amount | 113 | 25 | 2,397 | 541 | - | 4,010 | 7,086 |

Right-of-use assets relates to teaching and office premises.

## 14 Intangible assets

| **Consolidated and parent entity** | **Curriculum $'000** | **Computer software $'000** | **Capital work-in-progress $'000** | **Total $'000** |
|---|---|---|---|---|
| **At 1 January 2022** | | | | |
| Cost | 3,352 | 11,027 | 1,475 | 15,854 |
| Accumulated amortisation and impairment | (3,352) | (7,513) | - | (10,865) |
| Net book amount | - | 3,514 | 1,475 | 4,989 |
| **Year ended 31 December 2022** | | | | |
| Opening net book amount | - | 3,514 | 1,475 | 4,989 |
| Additions | - | - | 359 | 359 |
| Disposals | - | - | (42) | (42) |
| Transfers | 413 | 158 | (571) | - |
| Amortisation charge | (27) | (1,349) | - | (1,376) |
| Closing net book amount | 386 | 2,323 | 1,221 | 3,930 |
| **At 31 December 2022** | | | | |
| Cost | 3,765 | 11,186 | 1,221 | 16,172 |
| Accumulated amortisation and impairment | (3,379) | (8,863) | - | (12,242) |
| Net book amount | 386 | 2,323 | 1,221 | 3,930 |
| **Year ended 31 December 2023** | | | | |
| Opening net book amount | 386 | 2,323 | 1,221 | 3,930 |
| Additions | - | - | 180 | 180 |
| Transfers | 1,361 | - | (1,361) | - |
| Amortisation charge | (221) | (1,091) | - | (1,312) |
| Closing net book amount | 1,526 | 1,232 | 40 | 2,798 |
| **At 31 December 2023** | | | | |
| Cost | 1,774 | 4,045 | 40 | 5,859 |
| Accumulated amortisation and impairment | (248) | (2,813) | - | (3,061) |
| Net book amount | 1,526 | 1,232 | 40 | 2,798 |

## 15 Trade and other payables

| | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Trade and other payables | **1,597** | **5,564** | **7,161** | 2,828 | - | 2,828 |
| Other creditors | **105** | **-** | **105** | 69 | - | 69 |
| | **1,702** | **5,564** | **7,266** | 2,897 | - | 2,897 |

| | Parent entity | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Trade and other payables | **1,480** | **5,564** | **7,044** | 2,812 | - | 2,812 |
| Other creditors | **-** | **-** | **-** | - | - | - |
| | **1,480** | **5,564** | **7,044** | 2,812 | - | 2,812 |

## 16 Borrowings

| | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| *Secured* | | | | | | |
| Lease liabilities | **4,643** | **1,519** | **6,162** | 7,131 | 8,194 | 15,325 |
| Total secured borrowings | **4,643** | **1,519** | **6,162** | 7,131 | 8,194 | 15,325 |
| *Unsecured* | | | | | | |
| Loans from related parties ** | **-** | **8,000** | **8,000** | - | - | - |
| Total unsecured borrowings | **-** | **8,000** | **8,000** | - | - | - |
| **Total borrowings** | **4,643** | **9,519** | **14,162** | 7,131 | 8,194 | 15,325 |

## 16 Borrowings (continued)

| | Parent entity | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| *Secured* | | | | | | |
| Lease liabilities | **4,164** | **1,231** | **5,395** | 6,705 | 8,039 | 14,744 |
| Total secured borrowings | **4,164** | **1,231** | **5,395** | 6,705 | 8,039 | 14,744 |
| *Unsecured* | | | | | | |
| Loans from related parties ** | **-** | **8,000** | **8,000** | - | - | - |
| Total unsecured borrowings | **-** | **8,000** | **8,000** | - | - | - |
| **Total borrowings** | **4,164** | **9,231** | **13,395** | 6,705 | 8,039 | 14,744 |

** Further information relating to loans from related parties is set out in note 22.

The Group has entered into various non-cancellable lease agreements for teaching and office premises. These leases have lease periods expiring between 2022 and 2027. Certain leases include one or more options to renew. The Group does not include renewals in the determination of the lease term unless the renewals are deemed to be reasonably certain.

The following amounts related to leases were recognised in the statement of comprehensive income:

| | **2023 $'000** | 2022 $'000 | **2023 $'000** | 2022 $'000 |
|---|---|---|---|---|
| Interest expense (included in finance cost) | **433** | 947 | **375** | 874 |
| Expense relating to short-term leases (included in occupancy cost) | **194** | 222 | **42** | 99 |

The total cash outflow for leases in 2023, excluding short-term leases, was $7,455,668 (2022: $13,166,825) for the Group and $6,874,636 (2022: $12,622,990) for the parent entity.

## 17 Employee benefit obligations

| | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Leave obligations - annual leave | **2,761** | **-** | **2,761** | 2,885 | - | 2,885 |
| Leave obligations - long service leave | **1,957** | **956** | **2,913** | 2,325 | 1,007 | 3,332 |
| Total employee benefit obligations | **4,718** | **956** | **5,674** | 5,210 | 1,007 | 6,217 |

## 17 Employee benefit obligations (continued)

| | Parent entity | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Leave obligations - annual leave | **2,761** | **-** | **2,761** | 2,885 | - | 2,885 |
| Leave obligations - long service leave | **1,957** | **956** | **2,913** | 2,325 | 1,007 | 3,332 |
| Total employee benefit obligations | **4,718** | **956** | **5,674** | 5,210 | 1,007 | 6,217 |

### Leave obligations

The leave obligations cover the Group's liabilities for long service leave and annual leave which are classified as either other long-term benefits or short-term benefits, as explained in note 2(u).

The current portion of this liability includes all of the accrued annual leave, the unconditional entitlements to long service leave where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount of the provision of $4,717,839 (2022: $5,210,212) is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not to be expected to be taken or paid within the next 12 months.

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023 $'000** | 2022 $'000 | **2023 $'000** | 2022 $'000 |
| Current annual leave obligations expected to be settled after 12 months | **1,185** | 1,200 | **1,185** | 1,200 |
| Current long service leave obligations expected to be settled after 12 months | **615** | 762 | **615** | 762 |

## 18 Other liabilities

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023 $'000** | 2022 $'000 | **2023 $'000** | 2022 $'000 |
| **Current liabilities** | | | | |
| Accrued expenses | **4,059** | 4,013 | **4,013** | 3,958 |
| Liabilities in interest in associated undertaking | **897** | 286 | **-** | - |
| Others | **2,913** | 1,709 | **2,910** | 1,705 |
| **Total other current liabilities** | **7,869** | 6,008 | **6,923** | 5,663 |

## 19 Provisions

| | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Make good provision | **475** | **957** | **1,432** | - | 4,675 | 4,675 |
| | **475** | **957** | **1,432** | - | 4,675 | 4,675 |

## 19 Provisions (continued)

| | Parent entity | | | | | |
|---|---|---|---|---|---|---|
| | **2023** | | | 2022 | | |
| | **Current $'000** | **Non-current $'000** | **Total $'000** | Current $'000 | Non-current $'000 | Total $'000 |
| Make good provision | **475** | **957** | **1,432** | - | 4,675 | 4,675 |
| | **475** | **957** | **1,432** | - | 4,675 | 4,675 |

### (a) Information about individual provisions and significant estimates

*Make good provision*

The provision for make good in relation to fixtures installed at leased office space is required to be provided for under *AASB 137 - 'Provisions, contingent liabilities and contingent assets.'* The make good obligations are expected to be settled within the next one to three financial years.

### (b) Movements in provisions

Movements in each class of provision during the financial year, other than employee benefits, are set out below:

| **Consolidated 2023** | **Make good $'000** |
|---|---|
| **Current and non-current** | |
| Carrying amount at 1 January 2023 | 4,675 |
| Charged/(credited) to the profit or loss | |
| Amounts used during the year | (2,599) |
| - unused amounts reversed | (644) |
| Carrying amount as at 31 December 2023 | 1,432 |

| **Parent entity 2023** | **Make good $'000** |
|---|---|
| **Current and non-current** | |
| Carrying amount at 1 January 2023 | 4,675 |
| Charged/(credited) to the profit or loss | |
| Amounts used during the year | (2,599) |
| - unused amounts reversed | (644) |
| Carrying amount as at 31 December 2023 | 1,432 |

## 20 Reserves and accumulated deficit/retained surplus

### (a) Reserves

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Foreign currency translation reserve | **(1,093)** | (1,160) | **-** | - |

**Movements:**

| | | | | |
|---|---|---|---|---|
| *Foreign currency translation reserve* | | | | |
| Balance 1 January | **(1,160)** | (876) | **-** | - |
| Currency translation differences arising during the year | **67** | (284) | **-** | - |
| Balance 31 December | **(1,093)** | (1,160) | **-** | - |

### (b) Accumulated deficit

Movements in accumulated deficit were as follows:

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Balance 1 January | **(2,800)** | 16,524 | **(3,791)** | 16,039 |
| Deficit for the year | **(13,192)** | (19,324) | **(12,516)** | (19,830) |
| Balance 31 December | **(15,992)** | (2,800) | **(16,307)** | (3,791) |

## 21 Key management personnel disclosures

### (a) Directors

The following persons were Directors of Insearch Limited during the financial year:

*(i) Non-Executive Chair*

Emeritus Vice-Chancellor R D Milbourne *(AO)* (Resigned 31 December 2023)

*(ii) Executive Director*

Mr A Murphy (Resigned 14 July 2023)

*(iii) Non-Executive Directors*

Mr I Watt
Dr A Dwyer (Resigned 4 December 2023)
Emeritus Vice-Chancellor R D Milbourne AO (Resigned 31 December 2023)
Mr M Leigh (Resigned 11 March 2023)
Mr G Freeland
Ms N Anderson
Professor C Rhodes
Mr G Babington CSC

## 21 Key management personnel disclosures (continued)

### (b) Other key management personnel

During the financial year:

Mr A Murphy
Ms C Churches
Mr T Laurence
Mr N Patrick
Mr P Harris
Ms S Chatterjee

### (c) Key management personnel compensation

Insearch Limited has three Directors that are staff of UTS. These Directors do not receive any remuneration in respect of their work on the Insearch Board.

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| **Remuneration of Directors** | | | | |
| $0 to $49,999 | **4** | 3 | **4** | 3 |
| $50,000 to $99,999 | **3** | 3 | **3** | 3 |
| $100,000 to $149,999 | 1 | 1 | **1** | 1 |
| $150,000 to $199,999 | **-** | - | **-** | - |
| $200,000 to $249,999 | **-** | - | **-** | - |
| $250,000 to $299,999 | **-** | - | **-** | - |
| $300,000 to $349,999 | **-** | - | **-** | - |
| $350,000 to $399,999 | **-** | - | **-** | - |
| $400,000 to $449,999 | **-** | - | **-** | - |
| $450,000 to $499,999 | **-** | 1 | **-** | 1 |
| $500,000 + | **1** | - | **1** | - |
| | **9** | 8 | **9** | 8 |

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$** | $ | **$** | $ |
| Short-term employee benefits | **2,833,012** | 2,334,343 | **2,833,012** | 2,334,343 |
| Post-employment benefits | **235,212** | 234,999 | **235,212** | 234,999 |
| Termination benefits | **264,989** | - | **264,989** | - |
| | **3,333,213** | 2,569,342 | **3,333,213** | 2,569,342 |

## 22 Related party transactions

### (a) Parent entities

The parent entity of the wholly owned group is Insearch Limited. The controlling entity of Insearch Limited is the University of Technology Sydney.

### (b) Subsidiaries

Interests in subsidiaries are set out in note 23.

### (c) Transactions with related parties

The following transactions occurred with related parties:

- Sales of services and fees to the University of Technology Sydney $6,685,779 (2022: $5,790,152).

## 22 Related party transactions (continued)

### (c) Transactions with related parties (continued)

- Services rendered by the University of Technology Sydney to Insearch Limited $2,723,937 (2022: $3,516,232).
- Consulting service income between Insearch (Shanghai) Limited and Insearch Limited $1,940,450 (2022: $1,630,004).
- Consulting service expense between Insearch Limited and Insearch (Shanghai) Limited $1,940,450 (2022: $1,630,004).
- Consulting service income between Insearch India LLP and Insearch Limited $623,757 (2022: $657,433).
- Consulting service expense between Insearch Limited and Insearch India LLP $623,757 (2022: $657,433).
- Consulting Service Income between Insearch Education International Pty Ltd and Insearch Limited $nil (2022: $1,000).
- Consulting service expense between Insearch Limited and Insearch Education International Pty Ltd $nil (2022: $1,000).
- Dividends received from Insearch (Shanghai) Limited to Insearch Limited $268,293 (2022: $nil)
- Dividends paid by Insearch (Shanghai) Limited to Insearch Limited $268,293 (2022: $nil)

### (d) Outstanding balances arising from sales/purchases of goods and services

Aggregate amounts receivable from and payable to each class of related parties at reporting date are set out below:

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$** | $ | **$** | $ |
| *Current receivables (sales of goods and services)* | | | | |
| Insearch (Shanghai) Limited | **-** | - | **4,915** | 4,915 |
| Insearch India LLP | **-** | - | **-** | 877 |
| *Current payables (sales of goods and services)* | | | | |
| Insearch India LLP | **-** | - | **95,156** | 69,185 |
| University of Technology Sydney* | **-** | 2,962,076 | **-** | 2,962,076 |
| *Non-current payables* | | | | |
| University of Technology Sydney | **5,564,493** | - | **5,564,493** | - |

*Amounts included in note 18 Other liabilities as Accrued expenses.

### (e) Loans from related parties

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$** | $ | **$** | $ |
| *Loan from University of Technology Sydney* | | | | |
| Beginning of the year | **-** | - | **-** | - |
| Loans advanced | **8,000,000** | - | **8,000,000** | - |
| End of year | **8,000,000** | - | **8,000,000** | - |

Insearch Limited has been loaned $8M from their parent, the University of Technology Sydney (UTS). There is no interest associated with this loan and it will be repaid at a time agreeable to both parties.

## 23 Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2(b).

| Name of entity | Country of incorporation | Class of shares | Equity holding 2023 % | 2022 % |
|---|---|---|---|---|
| Insearch (Shanghai) Limited | China | Ordinary | **100** | 100 |
| Insearch Global Pty Ltd | Australia | Ordinary | **100** | 100 |
| Insearch Education International Pty Limited | Australia | Ordinary | **100** | 100 |
| Insearch India LLP* | India | Ordinary | **90** | 90 |
| Insearch Lanka (Private) Limited | Sri Lanka | Ordinary | **100** | 100 |

* 10% of Insearch India LLP is owned by Insearch Education International Pty Limited.

## 24 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, Insearch Limited, its related practices and non-related audit firms:

**The Audit Office of New South Wales**

*Audit and other assurance services*

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023 $** | 2022 $ | **2023 $** | 2022 $ |
| Audit and review of financial statements | **181,000** | 153,900 | **130,000** | 102,900 |
| **Total auditor's remuneration** | **181,000** | 153,900 | **130,000** | 102,900 |

## 25 Contingent liabilities

The Group has given bank guarantees in respect of rental leases amounting to $212,520 (2022: $689,908).

## 26 Members' guarantee

Insearch Limited is incorporated under the *Corporations Act 2001* and is a company limited by guarantee. If the company is wound up, its constitution states that each Member is required to contribute a maximum of $20 towards meeting its outstanding obligations. At reporting date, there were nine members of the entity.

## 27 Events occurring after the reporting period

The Board appointed Morwenna Shahani as Chief Executive Officer effective 11 March 2024.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected the Group's operations, results or state of affairs, or may do so in future years.

## 28 Cash flow information

**Reconciliation of deficit for the year to net cash inflow from operating activities**

| | Consolidated | | Parent entity | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| | **$'000** | $'000 | **$'000** | $'000 |
| Deficit for the year | **(13,192)** | (19,324) | **(12,516)** | (19,830) |
| Depreciation and amortisation | **8,359** | 14,547 | **7,675** | 13,878 |
| Impairment losses on investments | **-** | - | **281** | 441 |
| Interest expense classified as financing cash flows | **433** | 947 | **375** | 874 |
| Non-cash adjustment on make good provision | **2,599** | - | **2,599** | - |
| Net (gains)/losses on sale of non-current assets | **(206)** | 177 | **(206)** | 177 |
| Share of loss of associates | **651** | 290 | **-** | - |
| Bad debt provisions | **9** | 105 | **9** | 105 |
| Doubtful debts written off | **(11)** | (30) | **(11)** | (30) |
| Change in operating assets and liabilities: | | | | |
| Decrease/(Increase) in trade and other receivables | **38** | (170) | **225** | 1,835 |
| (Increase)/Decrease in other operating assets | **(357)** | 1,189 | **(216)** | (166) |
| (Increase)/Decrease in other non-current assets | **(49)** | 61 | **-** | - |
| Increase in trade and other payables | **5,013** | 408 | **4,596** | 1,432 |
| (Decrease)/increase in provisions | **(3,243)** | 84 | **(3,243)** | 84 |
| Increase/(Decrease) in contract liabilities | **5,660** | (2,158) | **5,592** | (2,254) |
| Decrease in employee benefit obligations | **(543)** | (753) | **(543)** | (753) |
| Increase in other liabilities | **1,250** | 692 | **1,260** | 842 |
| Net cash inflow/(outflow) from operating activities | **6,411** | (3,935) | **5,877** | (3,365) |

In accordance with a resolution of the Directors of Insearch Limited, the Directors of the company declare that:

(a) the financial statements and notes set out on pages 7 to 49 are in accordance with the *Corporations Act 2001*, and:

   (i) comply with Accounting Standards and the *Government Sector Finance Act 2018, the Government Sector Finance Regulation 2018*, as stated in accounting policy Note 2 to the financial statements; and

   (ii) give a true and fair view of the financial position as at 31 December 2023 and of its performance for the year ended on that date of the consolidated group.

(b) In the Directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors pursuant to section 295(5) of the *Corporations Act 2001*.

Signed on behalf of the Board of Directors

Ms N Anderson
Director

Mr G A Freeland
Director

Sydney
21 March 2024

# INDEPENDENT AUDITOR'S REPORT

**Insearch Limited**

To Members of the New South Wales Parliament and Members of Insearch Limited

## Opinion

I have audited the accompanying financial statements of Insearch Limited (the Company), which comprise the Income statement and other comprehensive income for the year ended 31 December 2023, the Statement of financial position as at 31 December 2023, the Statement of changes in equity and the Statement of cash flows for the year then ended, notes comprising a summary of material accounting policies and other explanatory information of the Company and the consolidated entity, and the directors' declaration. The consolidated entity comprises the Company and the entities it controlled at the year's end or from time to time during the financial year.

In my opinion, the financial statements:

- have been prepared in accordance with the *Corporations Act 2001*, including:
  - giving a true and fair view of the Company's and consolidated entity's financial position as at 31 December 2023 and of their performance for the year ended on that date
  - complying with Australian Accounting Standards and the Corporations Regulations 2001
- have been prepared in accordance with the applicable financial reporting requirements of the *Government Sector Finance Act 2018* (GSF Act), the Government Sector Finance Regulation 2018 (GSF Regulation) and the Treasurer's Directions.

My opinion should be read in conjunction with the rest of this report.

## Basis for Opinion

I conducted my audit in accordance with Australian Auditing Standards. My responsibilities under the standards are described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of my report.

I am independent of the Company and the consolidated entity in accordance with the requirements of the:

- Australian Auditing Standards
- *Corporations Act 2001*
- Accounting Professional and Ethical Standards Board's APES 110 'Code of Ethics for Professional Accountants (including Independence Standards)' (APES 110).

Parliament promotes independence by ensuring the Auditor-General and the Audit Office of New South Wales are not compromised in their roles by:

- providing that only Parliament, and not the executive government, can remove an Auditor-General
- mandating the Auditor-General as auditor of public sector agencies
- precluding the Auditor-General from providing non-audit services.

I have fulfilled my other ethical responsibilities in accordance with APES 110.

I believe the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

## Other Information

The Company’s annual report for the year ended 31 December 2023 includes other information in addition to the financial statements and my Independent Auditor’s Report thereon. The Directors of the Company are responsible for the other information. At the date of this independent Auditor’s Report, the other information I have received comprise the Directors' Report.

My opinion on the financial statements does not cover the other information. Accordingly, I do not express any form of assurance conclusion on the other information.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude there is a material misstatement of the other information, I must report that fact.

I have nothing to report in this regard.

## Directors' Responsibilities for the Financial Statements

The Directors of the Company are responsible for the preparation and fair presentation of the financial statements in accordance with Australian Accounting Standards, the GSF Act, GSF Regulation and Treasurer's Directions, and the *Corporations Act 2001*. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company and the consolidated 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.

## Auditor’s Responsibilities for the Audit of the Financial Statements

My 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
- issue an Independent Auditor’s Report including my opinion.

Reasonable assurance is a high level of assurance, but does not guarantee an audit conducted in accordance with Australian Auditing Standards will always detect material misstatements. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions users take based on the financial statements.

A description of my responsibilities for the audit of the financial statements is located at the Auditing and Assurance Standards Board website at: www.auasb.gov.au/auditors_responsibilities/ar3.pdf. The description forms part of my auditor’s report.

The scope of my audit does not include, nor provide assurance:

- that the Company or the consolidated entity carried out its activities effectively, efficiently and economically
- about the security and controls over the electronic publication of the audited financial statements on any website where they may be presented
- about any other information which may have been hyperlinked to/from the financial statements.

Renee Meimaroglou
Lead Director, Financial Audit

Delegate of the Auditor-General for New South Wales

28 March 2024
SYDNEY

To the Directors
Insearch Limited

# Auditor's Independence Declaration

As auditor for the audit of the financial statements of Insearch Limited for the year ended 31 December 2023, I declare, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit
- any applicable code of professional conduct in relation to the audit.

Renee Meimaroglou
Lead Director, Financial Audit

Delegate of the Auditor-General for New South Wales

28 March 2024
SYDNEY