ANNUAL REPORT
2019-20

NIIT INSTITUTE OF FINANCE BANKING AND INSURANCE TRAINING LIMITED

CORPORATE INFORMATION

CIN: U80903DL2006PLC149721

BOARD OF DIRECTORS
Vijay K Thadani, Chairman
P Rajendran, Director
Sapnesh Kumar Lalla, Director
Saurabh Singh, ICICI Representative Director
Anand Sudarshan, Independent Director
Ravinder Singh, Independent Director

AUDIT COMMITTEE
Saurabh Singh
Anand Sudarshan
Ravinder Singh

NOMINATION & REMUNERATION COMMITTEE
Saurabh Singh
P Rajendran
Anand Sudarshan
Ravinder Singh

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
Anand Sudarshan
P Rajendran
Sapnesh Kumar Lalla
Saurabh Singh

MANAGER
Porkodi Palani (w.e.f. July 1, 2020)

CHIEF FINANCIAL OFFICER
Pankaj Mamtani

COMPANY SECRETARY
Arpita B Malhotra

AUDITORS
S R Batliboi LLP

BANKS
ICICI Bank Limited
Citi Bank N.A
Axis Bank Limited

REGISTERED OFFICE
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
TEL NOS.: +91 11 4167 5000
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WEBSITE : www.ifbi.com

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NOTICE

NOTICE is hereby given that the 14th Annual General Meeting ("AGM") of the Members of NIIT Institute of Finance Banking and Insurance Training Limited will be held on Thursday, 10th day of September 2020 at 3.30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 8 Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, Delhi – 110019.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Auditors and the Directors thereon.

2. To appoint a Director in place of Mr. Vijay Kumar Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Parappil Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To appoint Mr. Ravinder Singh as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravinder Singh (DIN: 08398231), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 25, 2020 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from March 25, 2020 to March 24, 2025, not liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.

5. **To re-appoint Mr. Anand Sudarshan as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anand Sudarshan (DIN: 00827862), be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 25th March 2020 to 24th March 2025, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

6. **To appoint Ms. Porkodi Palani, as Manager of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 201 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof), and such other approval(s)/permissions/ sanctions of the Statutory Authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to appoint Ms. Porkodi Palani as Manager of the Company for a term of three years w.e.f. July 1, 2020 on the terms and remuneration as mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, the consent of the members of the company be and is hereby accorded to pay remuneration to Ms. Porkodi Palani upto the statutory limits specified in Schedule V of the Companies Act, 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from July 1, 2020 till June 30, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of her appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

By the Order of the Board
For **NIIT Institute of Finance Banking and Insurance Training Limited**

Sd/-
Arpita B. Malhotra
Company Secretary
Membership No. F9670

Dated : May 28, 2020
Place : Gurugram

Notes:

1. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 13 below and is also available on the website of the Company at www.ifbi.com. The deemed venue for the AGM shall be the Registered Office of the Company.**

2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at Annual General Meeting (AGM) is annexed hereto and forms part of this Notice.

3. Pursuant to the provision of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.

5. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through show of hands. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to arpita.malhotra@niit.com.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

8. The Company has contacted all of its members to communicate for this meeting.

9. In case of any assistance required by the member, they can send request by email through their registered email address to arpita.malhotra@niit.com or call at mobile no. 9971895113.

10. For receiving all communication (including Annual Report) from the Company electronically:

a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at arpita.malhotra@niit.com.

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

11. In terms of Section 152 of the Act, Mr. Vijay Kumar Thadani, and Mr. Parappil Rajendran, Director of the Company, who retires by rotation at the meeting and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommend their re-appointment.

    Mr. Vijay Kumar Thadani and Mr. Parappil Rajendran are interested in the Ordinary Resolution set out at Item Nos. 2 & 3 of the Notice, respectively, with regard to their re-appointment. The other relatives of Mr. Vijay Kumar Thadani and Mr. Parappil Rajendran may be deemed to be interested in the resolution set out at Item Nos. 2 and 3, respectively, of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 to 3 of the Notice.

12. All the relevant documents shall be available for inspection electronically. The members seeking any inspection/information with regard to any documents are requested to write on e-mail id arpita.malhotra@niit.com.

13. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:** The Company will provide VC / OAVM facility to its Members for participating at the AGM.

    (a) Members will be able to attend the AGM through VC / OAVM through ZOOM platform;
    (b) The details of process of Joining AGM through VC/OAVM along with used id and password shall be sent through email along with this Notice;

    (c) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

    (d) Members who need assistance before or during the AGM, can contact at arpita.malhotra@niit.com or call on mobile no. 9971895113. Kindly quote your name, DP ID-Client ID / Folio no. in all your communications.

14. Pursuant to aforesaid MCA Circulars, the Chairman may decide to conduct a vote by show of hands, unless a demand of poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the members shall cast their vote on the resolution(s) only by sending emails at arpita.malhotra@niit.com through their registered email id.

EXPLANATORY STATEMENT
[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

ITEM NO. 4
On March 23, 2020, the Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Ravinder Singh (DIN : 08398231) as an Additional Independent Director of the Company w.e.f. March 25, 2020 for a term of 5 consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing AGM. The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Ravinder Singh under the provisions of Section 160 of the Act.

The Company has received a declaration from Mr. Singh stating that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Mr. Ravinder Singh fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter for appointment of Mr. Ravinder Singh as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company

Except Mr. Ravinder Singh and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 4 of this Notice.

The Board considers that it is in the interest of the Company to have the benefit of rich experience and expertise of Mr. Ravinder Singh. Accordingly, the Board recommends. Ordinary Resolution for approval of the members, as set out at Item no. 4 of this Notice.

ITEM NO. 5
Mr. Anand Sudarshan (DIN : 00827862) joined the Board of Directors of the Company on March 25, 2015. Pursuant to the Act, Mr. Sudarshan was appointed as an Independent Director of the Company by the members in the AGM held on July 6, 2015 for a term of five consecutive years from March 25, 2015 to March 24, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors on the basis of performance evaluation of Mr. Sudarshan and as per the recommendation of Nomination & Remuneration Committee, considering his background, experience and contribution made during his tenure, has re-appointed Mr. Sudarshan as Independent Director for second term of five consecutive years from March 25, 2020 upto March 24, 2025.

In terms of provisions applicable provisions of the Act, Mr. Sudarshan, being eligible, has offered himself for re-appointment as an Independent Director for second term of five consecutive years from March 25, 2020 upto March 24, 2025.

Mr. Sudarshan does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Sudarshan has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. Sudarshan fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Non-Executive Director of the Company. Further, he is independent of the management.

A copy of the letter for re-appointment of Mr. Anand Sudarshan as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

Except Mr. Anand Sudarshan and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 5 of this Notice.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Anand Sudarshan. Accordingly, the Board recommends the Special Resolution for approval of the members, as set out at item no. 5 of this Notice.

Item No. 6

In accordance with the provision of Section 203 read with section 197, 198 and other applicable provisions of the Companies Act 2013, the shareholders had approved the appointment of manager i.e Mr. Manish Srivastav, at the general meeting held on July 11, 2018. In view of his resignation effective January 13, 2020, and pursuant to the provisions of Section 197, 198, 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, the Board of Directors at its meeting held on May 28, 2020, on the recommendations of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, has approved the appointment of and following remuneration of Ms. Porkodi Palani as the Manager of the Company for a period of three years w.e.f. July 1, 2020.

Basic Salary	:	Rs. 89,000 p.m. (in the band of Rs. 89,000 p.m. to Rs. 178,000 p.m.)
HRA	:	Rs. 44,500 p.m. (50 % of the Basic Salary)
Fixed Allowances & Perquisites (Perquisites here means car lease, fuel expenses, driver salary, mobile expenses, Medical expenses, meal vouchers & LTA and Mediclaim Insurance Premium or any other as per policy of the Company)	:	Rs. 98,342 p.m. (in the band of Rs. 98,000 p.m. to Rs. 196,000 p.m.)
Variable Compensation	:	Rs. 1,261,085 p.a. (in the band of Rs. 1,261,085 p.a. to Rs. 2,520,000 p.a.) (Based on assessment of performance during the financial year).

Other Benefits:

a. Contribution to Provident Fund not exceeding 12% of the Basic Salary or such amount as stipulated by Government from time to time;
b. Reimbursement of expenses incurred by her in connection with the business of the Company as per the policies of the Company.
c. Any other benefit as per rules/policy of the Company.

(The Actual benefits extended to the Manager would be as per existing Rules of the Company, communicated to her and as may be amended from time to time.)

Your Directors considered that appointment of Ms. Porkodi Palani as Manager will be in the overall interest of the Company.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1	Nature of Industry	The Company is in service industry for imparting training in the field of Finance, Banking and Insurance Sector
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	see table below
5	Foreign investments or Collaborators, if any	NIL

Particulars	**(In Rs. Million) Financial year**		
	2019-20	**2018-19**	**2017-18**
Total Revenue	111.43	191.32	152.49
Profit After Tax	21.41	24.78	22.13

II. INFORMATION ABOUT MANAGER

Particulars	**Ms. Porkodi Palani**
1. Background details	Ms. Porkodi Palani, aged 48 years, has done Master of Business Administration from Coimbatore. She has over 24 years of rich experience in Education and Training.

2. Past remuneration	2018-19 : Rs. 4,203,624 2017-18 : Rs. 4,121,184 2016-17 : Rs. 4,00,1130
3. Recognition or Awards	Nil
4. Job profile and his suitability	Prior to NIIT, she was associated with Aptech Limited and handled Business and Delivery operations. She has been associated with NIIT for over 16 years and successfully handled Retail business and operations of Chennai as Regional Manager. For the last 13 years, she has been associated with IFBI handling multiple roles including Retail business, Delivery operations, Placements and Enterprise business. Ms. Porkodi Palani's 24+ years of experience in Education and Training business will provide a great value to the overall business of the Company.
5. Remuneration proposed	In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration as proposed hereinbefore, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended/modified from time to time, for the time being in force) and hence it is proposed to obtain approval of members by passing of Special Resolution.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The remuneration payable to Ms. Porkodi Palani has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 28, 2020.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any

Ms. Porkodi Palani has no pecuniary relationship directly or indirectly with the Company except to the extent of her remuneration in the Company.

III. OTHER INFORMATION

1. Business highlights:
The company has two major revenue streams - Retail and Corporate. Retail business creates a talent pipeline of fresh graduates to cater to the skill requirements of the BFSI Industry. Corporate business provides training solutions to on-board fresh hires, upskill and reskill the in-service professionals of the BFSI Industry in order to enhance their productivity and to make them future ready. During the year while retail revenue was in line with the previous year, corporate revenue was impacted as orders could not convert into revenue and there were no significant RFPs were issued by PSU banks due to many reasons including consolidation of banks, reduced

entry level hiring. Further business was impacted due to NPA crises at many mid-sized private banks, slowdown in new hiring, reduced training spend and no major outsourcing of training by customers.

2. Steps taken or proposed to be taken for improvement in overall business:
Covid crisis hit in March and continuing to be a huge challenge for FY21. BFSI sector is one of the worst hit sectors by this pandemic. Complete freeze on new hiring by most large banks and slow-down in some smaller ones. Sudden cut down of training spend. Our TPaaS revenue is largely impacted as sourcing stopped by all the banks we have partnered with. However one of the positive developments that we are noticing is the wider acceptance to digital delivery. The company is investing in digital sourcing platform and stated to deliver programs through NIIT digital. New programs on NIIT digital are being launched for Banks, Insurance companies & NBFCs.

3. Expected increase in productivity and profits in measurable terms:
The company expects to improve revenue growth and profitability over the next few years. We expect revenue from enterprise segment to grow in the coming year and we will gain huge traction in the digital sourcing for TPaaS programs and delivery through NIIT digital for both retail and enterprise programs. With the business environment getting increasingly competitive, companies are focusing on their core competencies and outsourcing other operations. Continuous availability of skilled talent, matching the speed and scale of business expansion, is a constant challenge for companies across sectors. We will continue to address this opportunity through our TPaaS offerings which encompasses all aspects involved in on-boarding new talent, including talent acquisition, talent orientation, on-boarding & integration.

IV. DISCLOSURES

Disclosures as required, are provided in the Board's Report of the Company for the year 2019-20.

None of the Directors and any other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 6. The Board recommends the resolutions for your approval.

By the Order of the Board
For **NIIT Institute of Finance Banking and Insurance Training Limited**

Sd/-
Arpita B. Malhotra
Company Secretary
Membership No. F9670

Dated : May 28, 2020
Place : Gurugram

BOARD'S REPORT

To
The Members,
Your Directors take pleasure in presenting the 14th Annual Report of your Company along with the Audited Financial Statement for the Financial Year ended March 31, 2020.

Financial Highlights

During the year under review, your Company has recorded total income of Rs. 117 million and a profit after tax of Rs. 21 million. The summarized financial results are as under:

(Amounts in Rs. Million)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue from Operations	111	191
Other Income	6	12
Total Income	117	203
Profit/ (Loss) before tax	30	34
Tax Expense	9	9
Net Profit/ (Loss)	21	25

Dividend and Transfer to Reserves
During the year under review, the Board of Directors in their meeting held on July 17, 2019 declared an interim dividend of Rs. 4/- per Equity Share (face value of Rs. 10/- per Equity Share) to the eligible equity shareholders of the Company.

The Board of Directors do not recommend any final dividend for the Financial Year 2020, considering the funds requirement of the Company for its operations. Your Company has not transferred any sum to the general reserve as on 31st March 2020.

Macro-Economic outlook
The diversified financial sector of India, comprising Public and Private sector is currently dominated by banks. Consolidation of PSU banks into four large Banks poses huge challenges around integration of technology, re-deployment and training of workforce and optimization of operation costs. The Private sector meanwhile has been leveraging favorable demographics to increase their market share and reach into unbanked areas by using digital infrastructure.

The proliferation of digital payment options and innovative platforms are encroaching on traditional payment providers' turf, forcing many to reassess their business models. A good deal of the innovation in payments is happening, where mobile adoption and low-cost quick response (QR) technology are making digital payments the norm. Redesigning customer experience by removing friction, enhancing value through rewards and access to other financial products, and bolstering security are expected to remain top priorities for payment providers.

Business Performance

Your Company's FY 2020 financial results remained positive for the first three quarters but were muted in the last quarter due to the lockdown imposed in later half of March due the pandemic. The year ended with net revenues at Rs. 111 million and Profit After Tax at Rs. 21 million.

For most of the year, hiring remained active at the entry level sales and relationship roles in BFSI sector through the year.

Your Company used this opportunity in hiring to expand and strengthen the program portfolio, including career programs in Sales and Relationship Banking. Immersive learning as a pedagogy got introduced with focus on outcome-based learning. The quality of client conversations improved and long-term career programs were proposed to the BFSI sector.

Your Company started building a digital sourcing platform for acquiring candidates for the various Banking programs, testing happened across 2 locations during the financial year. PGDSRB program was migrated to digital delivery mode towards the end of the year.
During the financial year under review, 10,532 individual students enrolled for the various programs offered by the Company. The Company placed 6,972 students during the year in the BFSI sector.

Further, your Company trained over 8,420 new employees and in-service professionals from leading private and public banks, during the year under review, on new skills through corporate training programs.

Future Outlook
As we enter a new decade, banks would fortify their core foundation on multiple dimensions, including technology infrastructure, data management, talent, and risk management. Banking would become more open, transparent, real-time, intelligent, tailored, secure, seamless, and deeply integrated into consumers' lives and institutional clients' operations. The fusion of current technologies, such as machine learning and blockchain and emerging ones such as quantum computing, could create new opportunities and also engender new risks.

Technology
In technology, legacy systems are among the biggest barriers to growth. 2020 could be the year of "build and migrate," as banks continue to test approaches to core system modernization. Establishing a new, parallel, cloud-native core banking platform is gaining traction as a strategy. To unlock AI's promise for growth and for banks to evolve from a product-centric to a customer-first organization, harnessing the potential of data will be a key focus in 2020 and beyond.

Banks would rethink their data architecture and get their houses in order to maximize returns from analytics initiatives. Having better data, for instance, could help banks boost their monitoring and surveillance tools to detect and predict instances of employee misconduct.

Open banking would have a strong hold in many regions. Open banking can amplify and accelerate banks' digital transformation efforts and the emergence of new business models. While the potential upside is vast, the stakes are high. As such, banks would be selective in how they implement open banking practices.

Redefined Jobs
To take full advantage of technology, companies would focus on redefining and redesigning jobs to empower the higher-order work that requires intuitive, creative, interpretive, and

problem-solving skills, skills that humans can best handle. The new "super jobs" that result from this redesign could then require a change to the workforce, especially to attract individuals who can connect the dots between technology and business.

As a growth imperative, banks would consider reskilling (and in some cases, upskilling) their internal talent pool. The profile of tomorrow's banking leaders will likely need to evolve to include some essential core attributes, such as: the aptitude for balancing business knowledge with tech fluency; managing complexity; strong interpersonal skills; the ability to facilitate change with an inspiring, forward-looking vision; and the ability to empower a diverse and inclusive workforce across co-located and virtual environments.

Survival of the fittest

By the end of the decade, fewer retail banks might exist, although the degree of shrinkage could vary by region and will likely depend on the current level of banking capacity, competition, and market demand. As a result, the nature and degree of competition will likely change; the surviving Fintechs would become mainstream players and traditional incumbents will recalibrate their strategies.

Also, in the next few years, banks could partner with others in the ecosystem to become de facto platforms, offering countless services that will extend beyond banking. Banks would still be best positioned to own the customer relationship, which would enable them to rethink their value proposition and serve client needs holistically, supported by data and analytics.

Product innovations are expected to focus on clients' financial well-being and closely connect lending, payments, and wealth management services. And, of course, maintaining superior customer experience and seamless connectivity to an ecosystem of other apps/application program interfaces (APIs) could be the norm. Offering advice would be a differentiating factor for banks as it becomes contextual and real time. Banks would rethink and innovate pricing models accordingly. In an open data environment, privacy concerns will also be a factor.

The increasing pressure from a low-yield environment and the potential for an economic slowdown could negatively impact earnings, especially for smaller, less diversified, and consumer lending-focused banks.

Traditional providers would aim to enhance their relevance with customers by increasingly providing them with real-time, contextual, and personalized services. However, adopting this customer-centric model will be easier said than done, given the nature of data, narrow performance incentives, and product-based organizational structure at many firms. Getting a better handle on customer data is typically the first step in this transition.

Wealth Management

Wealth management could become the core of the banking-customer relationship. However, in the decade ahead, the business might face its most pressing challenges, as asset prices may come under pressure amid slowing global economic growth. It is unlikely that machines will replace human advisers, especially in serving the ultra/high net worth individual (UHNWI/HNWI) segments. Ability to provide real-time, tailored advice will become a key differentiator, along with the readiness to offer new products and asset classes, including digital assets.

Potential Growth areas for IFBI

- Digital and Payments Banks become mainstream and will require fast skilling and upskilling of their workforce
- Consolidation of PSU banks leave excess staff who have to be redeployed and trained to new roles. Consolidation of General Insurance companies are on the card, leaving opportunity for training excess staff. Such mergers will also need Service Culture integration exercise.
- Digital training delivery will assist us to reach new unexplored markets.
- Post consolidation of PSU banks, Private Sector Banks could see better Top Line as customers may move some of deposits to private sector to balance risks. Giving opportunity for hiring in second half of fiscal year.
- With growth in income levels, many customers demand relationship-based banking rather than transaction banking over different platform, which will lead to increased hiring or lateral movement into relationship, wealth manager or Advisory roles.
- With cloud-native core banking platform gaining traction, many Banks would require training on Core Banking solutions.

Outlook post the COVID Pandemic

COVID-19 has already had a significant impact on the global financial markets, including India, and it may impact the BFSI sector in a significant way, particularly in their financial reporting for entities that follow Indian GAAP as well the entities that follow Ind AS.

When the economy and the organizations will recover from the pandemic crisis, the industry is likely to face several challenges.

- Slow Credit Growth
- Slow Deposit Mobilization
- Slower or no growth in the top Line across businesses
- Excessive resource requirement for NPA management and debt recovery
- Stress on Mortgage finance as property market falls further
- Recruitment freeze
- Reduced training spends
- Challenge of rapidly reskilling workforce to work with Digital mediums

This situation has led your company to seek alternatives to serve the BFSI sector more effectively, leading to the launch of innovative digital platform for training. This has involved the trainers and learners to adjust and adapt to new platform of delivery and learning, though they are geographically spread out. The volume of training through the digital platform is poised to grow very significantly. The company is simultaneously focused on continuously improving quality and effectiveness.

Directors

In accordance with the provisions of the Section 152 of the Companies Act, 2013 (“the Act”), Mr. Vijay Kumar Thadani and Mr. Parappil Rajendran, Directors shall retire by rotation at the forthcoming AGM and being eligible, have offered themselves for re-appointment as Directors of the Company.

During the year under review, Mr. Kumar Ashish, Director of the Company, had tendered his resignation on June 19, 2019, due to personal reasons. The Board places on record its appreciation for the valuable contribution made by Mr. Kumar Ashish during his tenure as Director of the Company.

Mr. Narayanan Raja, Independent Director of the Company, conveyed to the Board that he will not be able to continue for another term due to personal reasons. Hence, Mr. Narayanan Raja ceased to be a Director of the Company upon completion of his tenure on March 24, 2020. The Board placed on record its appreciation for the very valuable contribution made by Mr. Narayanan Raja during his tenure as an Independent Director of the Company.

The Board based on the recommendation of Nomination and Remuneration Committee, and appointed Mr. Ravinder Singh as an Additional Independent Director considering his profile, qualification, experience and expertise, for a term of five consecutive years, commencing from March 25, 2020, to March 24, 2025, subject to the approval of the members by passing an Ordinary Resolution at the ensuing AGM.

The Board based on the recommendation of the Nomination and Remuneration Committee, reappointed Mr. Anand Sudarshan as an Independent Director, for a second term of five consecutive years, commencing from March 25, 2020 to March 24, 2025, subject to the approval of the members by passing Special Resolution at the ensuing AGM.

Independent Directors have confirmed that they meet the criteria of Independence as laid down under Section 149(6) of the Act. They have registered themselves with the Indian Institute of Corporate Affairs for inclusion of their name in data bank of independent director, in terms of provision of Rule 6 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014. They have also confirmed that they shall comply with the online proficiency self-assessment test requirement under the Rule 6 (4) of Companies (Appointment and Qualification of Directors) Rules, 2014, as applicable within the prescribed time.

Key Managerial Personnel (KMP)
During the year under review, Mr. Manish Srivastav resigned as Manager of the Company with effect from January 13, 2020.

After the closure of financial year 2020, the Board had appointed Ms. Porkodi Palani as Manager of the Company w.e.f. July 1, 2020, as recommended by Nomination & Remuneration Committee.

As on the date of this report, following are KMPs of the Company:

- Ms. Porkodi Palani, Manager
- Mr. Pankaj Mamtani, Chief Financial Officer
- Ms. Arpita B Malhotra, Company Secretary

Meetings of the Board
The Board of Directors met four (4) times in the financial year 2019-2020, i.e., on April 30, 2019, July 17, 2019, October 16, 2019 and January 16, 2020. The intervening gap between the two Meetings was within the period prescribed under the Act.

Audit Committee
In line with the statutory provisions of the Act and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. More than two-third of the members of the Committee are Independent Directors and every Member has rich experience in the financial sector. The Company Secretary acts as Secretary to the Committee. Statutory Auditors and Senior Management Personnel of the Company also

attend the meetings by invitation. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

During the year under review, Mr. Narayanan Raja ceased to be member of the Audit Committee w.e.f. March 24, 2020. Mr. Ravinder Singh was appointed as member of the Committee w.e.f. March 25, 2020. Currently, the Audit Committee comprises following members:

- Mr. Saurabh Singh – Chairman
- Mr. Anand Sudarshan
- Mr. Ravinder Singh

Nomination and Remuneration Committee
The Nomination and Remuneration Committee of the Company is constituted to identify persons who are qualified to become directors and who may be appointed in senior management and to formulate the criteria for determining qualification, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of other directors' performance. The Nomination and Remuneration Committee of the Company is also entrusted to frame policies to formulate and administer the company's Employee stock option plans from time to time.

During the year under review, Mr. Narayanan Raja ceased to be member of the Nomination & Remuneration Committee with effect from March 24, 2020. Mr. Ravinder Singh was appointed as member of the Committee w.e.f. March 25, 2020. Currently, the Nomination and Remuneration Committee comprises following members:

- Mr. Saurabh Singh – Chairman
- Mr. P Rajendran
- Mr. Anand Sudarshan
- Mr. Ravinder Singh

Remuneration Policy
The remuneration policy of the Company is aimed at rewarding performance, based on review of achievements on a regular basis. The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent.

Corporate Social Responsibility Committee
During the year under review, Mr. Kumar Ashish ceased to be member of the Corporate Social Responsibility Committee w.e.f. June 19, 2019. Mr. Saurabh Singh was appointed as member of the Committee w.e.f. July 17, 2019. Currently, the Corporate Social Responsibility Committee comprises following members:

- Mr. Anand Sudarshan
- Mr. P Rajendran
- Mr. Sapnesh Kumar Lalla
- Mr. Saurabh Singh

The said Committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which includes inter-alia activities to be undertaken by the Company, monitoring the implementation of the framework of the policy and recommending the amount to be spent on CSR activities.

During the period, the Company has undertaken activities as per CSR Policy of the Company and recommended by CSR Committee. A Report on CSR Activities is enclosed herewith as **"Annexure A",** forming part of this report.

Meeting of Independent Directors

The Board may also note that Independent directors met on May 17, 2020 as per the requirement of Schedule IV of the Companies Act, 2013 (read with General Circular No. 11/2020 dated March 24, 2020 issued by Ministry of Corporate affairs for extending timeline for conducting their meeting due to COVID-19 Pandemic), to review the performance of non-independent directors and the Board as a whole; to review the performance of the Chairperson of the company, taking into account the views of directors; and to assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Auditors

Pursuant to the provisions of Section 139 and other applicable provisions of the Act (as amended from time to time), M/s S R Batliboi & Associates LLP, Chartered Accountants, FRN 101049W/E300004 ("S R Batliboi"), were appointed by the members of the Company as Statutory Auditors of the Company for a period of five years commencing from the conclusion of 11th AGM until the conclusion of 16th AGM, subject to ratification at each AGM of the Company. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.The Statutory Auditors have confirmed that they are eligible and qualified to continue as Statutory Auditors of the Company.

Auditors' Report

The Report of the Auditors on the Annual Financial Statement of your Company for the Financial Year 2019-20 forms part of the Annual Accounts and the same is self-explanatory. During the year under review, the Statutory Auditors did not report any matter under Section 143(12) of the Act. Hence, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Internal Control Systems and their Adequacy

The Company has adequate system of internal control for planning, review, revenue recognition, expenses authorization, capital expenditure approval, risk management, investments etc. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statement.

Cost Auditors

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

Deposit

Your Company has not accepted any fixed deposit from public.

Share Capital
There is no change in the share capital of the Company during the period under review.

Particulars of loans, guarantee or investment
Details of Loan, guarantees or Investments covered under the provisions of section 186 of the Act, are given in the notes to the Financial Statement.

Related Party Transaction
All related party transactions entered into by the Company during the financial year were in the ordinary course of business and on an arm's length basis. There is no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions were approved by the Audit Committee and were placed before the Board of Directors as a good Corporate Governance. None of the transactions with the related parties fall under the scope of Section 188 (1) of the Act. The details of related party transactions pursuant to Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Form No. AOC 2 as annexed herewith as "**Annexure - B".**

Information relating to Conservation of Energy, Technology Absorption, Research and Development, Foreign Exchange Earnings and Outgo and other information forming part of the Directors' Report in terms of Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder

a) Conservation of energy
Although the operations of the Company are not energy intensive, the management has been highly conscious of criticality of conservation of energy at all the operational levels and efforts are made in this direction on a continuous basis. Adequate measures have been taken to reduce energy consumption whenever possible by using energy efficient equipment. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3)(m) of the Act read with rule 8 of the Companies (Account) Rules, 2014, are not applicable to the Company and hence are not provided.

b) Technology absorption
The Company realizes that in order to stay competitive and avoid obsolescence, it would have to invest in new technology across multiple product lines and services offered by it. Hence, the Company is conscientiously making every effort to develop methods for adapting and effectively deploying new technologies.

c) Research and Development
The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. During the year, no amount has been incurred on the Research & Development.

d) Foreign exchange earnings and outgo

(i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.
The Company has its presence in India only and offers its services in India. The Company does not have any export activities.

(ii) Expenditure and Earnings in Foreign Currency
During the financial year under review, your Company has no foreign exchange earnings or outgo (Previous Year – Nil).

Annual Return

Annual Return as required under Section 134 (3) read with 92(3) of the Companies Act, 2013 is attached herewith as "**Annexure C**".

Disclosure on Sexual Harassment of Women at Workplace

The Company has an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. Employees are sensitised on regular intervals through structured training program and mailers.

Directors' Responsibility Statement

As required under Section 134(3)(c) of the Act, the Directors of the Company hereby state and confirm:

- that in preparation of Annual Accounts , the applicable Accounting Standards were followed along with the proper explanation relating to material departures;
- that the directors had selected such accounting policies described in the notes to accounts which have been consistently applied except where otherwise stated and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the that period;
- that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Annual Accounts had been prepared on a going concern basis;
- that they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Secretarial Standards

The applicable Secretarial Standards i.e. SS – 1 : Secretarial Standard on Meetings of the Board of Directors and SS – 2 : Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India have been duly followed by the Company.

Acknowledgement
Your Directors take this opportunity to place on record their appreciation for the valuable support and guidance received from ICICI Bank and other partner organizations, valued Customers, Suppliers, Banks, Employees and the holding company, NIIT Limited.

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance
Training Limited

Sd/-
Vijay K Thadani
Chairman
DIN: 00042527

Place: Gurugram
Date: May 28, 2020

Annexure A

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programs.**

   This CSR Policy ("Policy") spells out the Company's philosophy towards its special responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of Company's CSR.

   The CSR Policy is displayed on the website of the Company at http://www.ifbi.com/csr.aspx

2. **Composition of the CSR Committee:**

   a) Mr. Anand Sudarshan
   b) Mr. Parappil Rajendran
   c) Mr. Sapnesh Kumar Lalla
   d) Mr. Saurabh Singh

3. **Average net profit of the Company for last three financial years:**
   Rs. 37.89 million

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**
   Rs. 0.76 million

5. **Details of CSR spend for the financial year:**
   a) Total amount spent for the financial year: Rs. 7,60,000/-
   b) Amount unspent, if any: NIL
   c) Manner in which the amount spent during the financial year is detailed below:

S. No.	Project/ Activities	Sector	Location	Amount outlay (budget)project Or programs wise	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
1	Scholarship to students	Education	Neemrana (Rajasthan)	Rs. 7,60,000/-	Rs. 7,60,000/-	Rs. 7,60,000/-	Direct

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report. - Not applicable

7. The Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
Anand Sudarshan
Director
CSR Committee

Annexure B

FORM NO. AOC 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	**Nature of contracts / arrangements / transactions**	**Duration of the contracts/ arrangements / transactions**	**Salient terms of the contracts or arrangements or transactions including the value, if any**	**Justification for entering into such contracts or arrangements or transactions**	**date(s) of approval by the Board**	**Amount paid as advances, if any:**	**Date on which the special resolution was passed in general meeting as required under first proviso to section 188**
NIL							

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	**Nature of contracts / arrangements / transactions**	**Duration of the contracts/ arrangements/ transactions**	**Salient terms of the contracts or arrangements or transactions including the value, if any**	**Date(s) of approval by the Board**	**Amount paid as advances, if any:**
NIL					

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

Sd/-
Vijay K Thadani
Chairman
DIN: 00042527

Place: Gurugram
Date: May 28, 2020

Annexure - C

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended as on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration Rule, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	U80903DL2006PLC149721
ii)	Registration Date	:	14/06/2006
iii)	Name of the Company	:	NIIT Institute of Finance Banking and Insurance Training Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the Registered office and contact details	:	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019
vi)	Whether listed company	:	~~Yes~~ / No
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	:	No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product/service	% to total turnover of the company
1	Training and Tution Fees	854	89%
2	Revenue Share – Royalty	854	11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Application Section
1	NIIT Limited	L74899DL1981PLC015865	Holding Company	80.72%	2(87()ii)

IV. SHARES HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0
b.Central Govt	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	0	0	0	0	0	0	0	0
e. Banks/FII	0	0	0	0	0	0	0	0	0
f. Others	0	0	0	0	0	0	0	0	0
Sub-total	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0
(A) (1):-									
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FIIs) Any Other	0	0	0	0	0	0	0	0	0
Sub-total	0	0	0	0	0	0	0	0	0
(A) (2):-									
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0

B. **Public Shareholding**

1. **Institutions**									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	9,50,000	9,50,000	19,00,000	18.79%	9,50,000	9,50,000	19,00,000	18.79%	-
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	9,50,000	9,50,000	19,00,000	18.79%	9,50,000	9,50,000	19,00,000	18.79%	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	40,50,000	41,12,500	81,62,500	80.72%	40,50,000	41,12,500	81,62,500	80.72%	0
ii) ~~Overseas~~									
b) Individuals									
i) Individual shareholders holding nominal share capital up Rs. 1 lakh	0	500	500	0.01%	0	500	500	0.00%	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	40,50,000	41,13,000	81,63,000	80.72%	40,50,000	41,13,000	81,63,000	80.72%	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	50,00,000	50,63,000	1,00,63,000	99.51%	50,00,000	50,63,000	1,00,63,000	99.51%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	50,00,000	51,12,500	1,01,12,500	100%	50,00,000	51,12,500	1,01,12,500	100%	0

(ii) Shareholding of Promoters

Sr. No.	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			
	No. of Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	% of Shares Pledged/encumbered to total shares
1	Rajendra S Pawar	16,500	0.16%	0	16,500	0.16%	0	0
2	Vijay K Thadani	16,500	0.16%	0	16,500	0.16%	0	0
3	P Rajendran	16,500	0.16%	0	16,500	0.16%	0	0
	Total	**49,500**	**0.49%**	**0**	**49,500**	**0.49%**	**0**	**0**

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
	% of total shares of the company	No. of Shares	No. of Shares	% of total shares of the company
At the beginning of the year				
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	**No Change**			
At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
For Each of the Top 10 Shareholders	% of total shares of the company	No. of Shares	No. of Shares	% of total shares of the company
At the beginning of the year				
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	**No Change**			
At the End of the year (or on the date of separation, if separated during the year				

(v) Shareholding of Directors and Key Managerial Personnel:

		Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
	For Each of the Director and KMP	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	**Mr. Vijay K Thadani - Director**				
	At the beginning of the year	**16,500**	**0.16%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			16,500	0.16%
2	**Mr. P Rajendran - Director**				
	At the beginning of the year	**16,500**	**0.16%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			16,500	0.16%
3	**Mr. Pankaj Mamtani - Chief Financial Officer**				
	At the beginning of the year	**200**	**0.00%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			200	0.00%

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year - Addition - Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration#	Name of ~~MD/WTD/~~Manager	Total Amount
		Manish Srivastav (w.e.f. 1.4.2019 to 13.01.2020)	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31,34,966	31,34,966
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option*	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify…	-	-
5	Others, please specify	2,02,892	2,02,892
	Total (A)	**33,37,858**	**33,37,858**
	Ceiling as per the Act	In accordance to Section 197 read with Schedule V of the Companies Act 2013	

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Narayanan Raja	Anand Sudarshan	Ravinder Singh*	
1	Independent Directors				
	- Fee for attending board committee meetings	2,60,000	2,60,000	-	5,20,000
	- Commission	0	0	0	0
	-Others, please specify	0	0	0	0
	Total (1)	2,60,000	2,60,000	-	5,20,000
2	Other Non-Executive Directors - Fee for attending board committee meetings - Commission Others, pleae specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	2,60,000	2,60,000	-	5,20,000
	Total Managerial Remuneration	NA	NA	NA	NA
	Overall Ceiling as per the Act	NA			

*appointed w.e.f. March 25, 2020

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration#	Key Managerial Personnel			
		CEO	Arpita B Malhotra (Company Secretary)	Pankaj Mamtani (CFO)	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	26,21,339	52,88,314	79,09,653
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	0	390	55,570	55,960
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, sepcify...	0	0	0	0
5	Others, please specify	0	1,65,092	8,36,438	10,01,530
	Total	0	**27,86,821**	**61,80,322**	**89,67,143**

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD/NCLT/COURT]
A. Company				
Penalty				
Punishment				
Compounding				
B. Directors				
Penalty				
Punishment				
Compounding				
C. Other Officers in Default				
Penalty				
Punishment				
Compounding				

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INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Institute of Finance Banking and Insurance Training Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of NIIT Institute of Finance Banking and Insurance Training Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to

cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 20 to the Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACE4794

Place of Signature: Gurugram
Date: May 28, 2020

Annexure 1
Annexure referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' of our report of even date

Re: NIIT Institute of Finance Banking and Insurance Training Limited ('the Company')

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the Company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii)(a) The Company has granted loans to a Company covered in the register maintained under section 189 of the Act. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest.

(b) The Company has granted loans to a firm covered in the register maintained under section 189 of the Act. The schedule of repayment of principal and payment of interest has been stipulated for the loans granted and the receipts are regular.

(c) There are no amounts of loans granted to company listed in the register maintained under section 189 of the Act which are overdue for more than ninety days.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the services of the Company.

(vii)(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to duty of excise, duty of custom, sales tax and employee state insurance are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of service tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service tax	32,352,344	June 2008 to February 2010	Commissioner of Service Tax, Delhi-II

(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer/further public offer/debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Act.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Sanjay Bachchani
Partner
Membership No.: 400419
UDIN: 20400419AAAACE4794

Place: Gurugram
Date: May 28, 2020

Annexure 2

Annexure referred to in paragraph 2(f) of 'Report on other Legal and Regulatory Requirements' of our report of even date

Re: NIIT Institute of Finance Banking and Insurance Training Limited ('the Company')

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of NIIT Institute of Finance Banking and Insurance Training Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACE4794

Place: Gurugram
Date: May 28, 2020

NIIT Institute of Finance Banking and Insurance Training Limited

CIN: U80903DL2006PLC149721

Balance Sheet as at March 31, 2020

(All amounts are in Rs., unless otherwise stated)

	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	**3**	35,518	71,289
Intangible assets	**4**	4,961,232	-
Intangible assets under development	**4**	3,987,407	7,441,848
Financial assets			
Other financial assets	**5 (i)**	3,014,004	11,507,028
Deferred tax assets (net)	**6**	6,457,913	8,848,468
Income Tax Assets (net)	**6 (i)**	23,616,115	8,712,574
Total non-current assets		**42,072,189**	**36,581,207**
Current assets			
Financial assets			
Investments	**5 (ii)**	13,663,301	5,013,662
Trade receivables	**5 (iii)**	18,480,930	30,631,741
Cash and cash equivalents	**5 (iv)**	1,665,866	22,040,341
Bank balances other than 5(iv) above	**5 (v)**	21,650,000	-
Loans	**5 (vi)**	-	75,000,000
Other financial assets	**5 (i)**	46,390,976	6,120,625
Other current assets	**7**	1,393,878	3,458,886
Total current assets		**103,244,951**	**142,265,255**
TOTAL ASSETS		**145,317,140**	**178,846,462**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	**8**	101,125,000	101,125,000
Other equity	**9**	28,133,204	55,013,802
TOTAL EQUITY		**129,258,204**	**156,138,802**
LIABILITIES			
Current liabilities			
Financial liabilities			
Trade payables	**10 (i)**		
Total outstanding dues other than micro enterprises and small enterprises		11,367,664	16,434,008
Other financial liabilities	**10 (ii)**	1,915,364	2,468,900
Other current liabilities	**12**	1,722,981	1,732,922
Provisions	**11**	1,052,927	2,071,830
TOTAL LIABILITIES		**16,058,936**	**22,707,660**
TOTAL EQUITY AND LIABILITIES		**145,317,140**	**178,846,462**

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

As per our report of even date

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

For and on behalf of the Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited

Sanjay Bachchani
Partner
Membership No. 400419

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Place: Gurugram
Date: May 28, 2020

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 28, 2020

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Statement of Profit and Loss for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

Particulars	Notes	March 31, 2020	March 31, 2019
INCOME			
Revenue from operations	**13**	111,434,140	191,324,042
Other income	**14**	5,744,957	12,205,589
Total income		**117,179,097**	**203,529,631**
EXPENSES			
Employee benefits expense	**15**	9,813,940	12,960,492
Professional & technical outsourcing expenses		-	20,601,938
Course execution expenses		65,432,648	122,026,163
Depreciation and amortisation expense	**3 & 4**	2,516,387	169,897
Other expenses	**16**	9,634,773	13,358,579
Total expenses		**87,397,748**	**169,117,069**
Profit before tax		**29,781,349**	**34,412,562**
Income tax expense:			
Current tax	**17(i)**	8,131,924	6,405,773
Deferred tax	**17(i)**	240,267	3,229,003
Total tax expense		**8,372,191**	**9,634,776**
Profit for the year		**21,409,158**	**24,777,786**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement of the defined benefit obligations		658,000	398,000
- Income tax effect	**17(ii)**	(183,056)	(110,984)
Other comprehensive income for the year, net of tax		**474,944**	**287,016**
Total comprehensive income for the year		**21,884,102**	**25,064,802**
Earnings per equity share (face value Rs. 10 each):			
-Basic and Diluted	**21**	2.12	2.45

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

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

For and on behalf of the Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited

Sanjay Bachchani
Partner
Membership No. 400419

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Place: Gurugram
Date: May 28, 2020

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 28, 2020

NIIT Institute of Finance Banking and Insurance Training Limited

CIN: U80903DL2006PLC149721

Statement of changes in equity for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

a) Equity share capital	**Notes**	**Number**	**Amount**
Equity share of Rs.10 each issued, subscribed and fully paid			
As at April 1, 2018	**8**	**10,112,500**	**101,125,000**
Changes in equity share capital during the year		-	-
As at March 31, 2019	**8**	**10,112,500**	**101,125,000**
Changes in equity share capital during the year		-	-
As at March 31, 2020	**8**	**10,112,500**	**101,125,000**

b) Other equity		**Retained Earnings**
As at April 1, 2018	**9**	**29,949,000**
Profit for the year		24,777,786
Other comprehensive income (net of tax)		287,016
As at March 31, 2019	**9**	**55,013,802**
Profit for the year		21,409,158
Other comprehensive income (net of tax)		474,944
Total comprehensive income for the year		**21,884,102**
Less: Appropriations		
Dividend paid to equity shareholders (Refer Note 27)		(40,450,000)
Dividend Distribution Tax on above		(8,314,700)
As at March 31, 2020		**28,133,204**

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

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 28, 2020

For and on behalf of the Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 28, 2020

NIIT Institute of Finance Banking and Insurance Training Limited

CIN: U80903DL2006PLC149721

Cash Flow Statement for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

Particulars	March 31, 2020	March 31, 2019
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	**29,781,349**	**34,412,562**
Adjustments to reconcile profit/ (loss) before tax to net cash flows:		
Depreciation and amortisation	2,516,387	169,897
Interest income	(4,854,923)	(8,664,348)
Profit on sale of Property, Plant and Equipment	-	(262,711)
Net gain on Investment carried at fair value through profit or loss	(890,034)	(98,177)
Allowance for doubtful debts	1,810,761	952,301
Allowance for doubtful advances and deposits	77,300	-
Provision/ other liabilities written back	-	(2,485,601)
Operating profit before working capital changes	**28,440,840**	**24,023,923**
Working Capital Adjustments:		
Decrease in trade payables	(5,066,344)	(3,552,212)
Decrease in other current liabilities	(1,018,903)	(4,865,230)
Decrease/ (Increase) in other financial liabilities current	(553,536)	2,259,721
Decrease/ (Increase) in short-term provisions	465,003	94,778
(Increase)/ decrease in trade receivables	10,340,050	(15,248,332)
Decrease in other current assets	2,065,008	475,384
(Increase)/ decrease in other financial assets current	3,892,898	(3,728,578)
(Increase) other financial assets non-current	-	(1,933,528)
Cash generated from/(used in) operations	**38,565,016**	**(2,474,074)**
Direct tax paid (net of refunds)	(20,885,176)	(9,384,078)
Net cash generated/(used in) from operating activities (A)	**17,679,840**	**(11,858,152)**
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, plant and equipment (Including intangible assets under development)	(3,987,408)	(7,549,133)
Proceeds from sale of Property, plant and equipment	-	310,000
Sale of mutual funds	95,740,395	19,584,415
Purchase of mutual funds	(103,500,000)	(24,500,000)
Placement of bank deposits (net of encashment)	(55,050,000)	750,000
Loans given to Holding Company	-	(75,000,000)
Loans given to Holding Company received back	75,000,000	95,000,000
Interest received	2,507,398	11,176,001
Net cash generated from investing activities (B)	**10,710,385**	**19,771,283**
CASH FLOW FROM FINANCING ACTIVITIES:		
Interim Dividend Paid	(40,450,000)	-
Dividend Distribution Tax on Interim Dividend Paid	(8,314,700)	-
Net cash used in financing activities (C)	**(48,764,700)**	**-**
Net Increase/ (Decrease) in cash & cash equivalents (A) + (B) + (C)	**(20,374,475)**	**7,913,131**
Cash and cash equivalents as at the beginning of the year	22,040,341	14,127,210
Cash and cash equivalents as at the end of the year	**1,665,866**	**22,040,341**

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Cash Flow Statement for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

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

		As at	
1	**Particulars**	**March 31, 2020**	**March 31, 2019**
	Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:		
	Cash and cash equivalents as per the balance sheet (refer note 5(iv))	1,665,866	22,040,341
	Total	**1,665,866**	**22,040,341**

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

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

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 28, 2020

For and on behalf of the Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 28, 2020

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Notes to the financial statements for the year ended March 31, 2020

1 Background of the Company

NIIT Institute of Finance, Banking and Insurance Training Limited ('the Company') is domiciled and incorporated in India as on June 14, 2006 with equity participation from NIIT Limited and ICICI Bank Limited. The main object of the Company is to provide training and training content in banking, finance & insurance sectors. The registered place of business of the Company is: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

2 Significant accounting policies

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

(a) Basis of preparation

i) **Compliance with Ind AS**

The financial statements of the Company has been prepared to comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 (the Act) read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amended Rule, 2016 issued by the Ministry of Corporates Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in Rs.('Rupees' or 'Rs.') unless stated otherwise.

These financial statements were adhere for issue in accordance with a resolution of the Board of Directors meeting held on May 28, 2020.

ii) **Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following:
• Financial assets and liabilities that are measured at fair value or amortized cost
• Defined benefit plans – plan assets measured at fair value.
• Share-based payments (ESOP's).

b) Current - non-current classification

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

Assets

An asset is classified as current when it satisfies any of the following criteria:
• it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
• it is held primarily for the purpose of being traded;
• it is expected to be realised within 12 months after the reporting period; or
• it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

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

Liabilities

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

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

Operating cycle

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

c) Revenue recognition

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

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.

Services are provided under time and material contracts and fixed price contracts. Revenue from providing services is recognised over a period of time in the accounting period in which services are rendered. The revenue from time and material contracts is recognised at the amount to which the Company has right to invoice.

In respect of fixed price contracts, revenue is recognised based on the technical evaluation of utilization of services as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management.

d) Other income

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

e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Manager and CFO of the Company are considered as chief operating decision makers who assesse the financial performance and position of the Company, and make strategic decisions.

f) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate in India adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted in India at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognized as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognized to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement and deferred tax.

g) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

h) Other financial assets

i. Classification

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

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

• those measured at amortised cost.

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

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value. Any subsequent change in the fair value is charged to profit and loss.

iii. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted under Ind AS 109 "Financial Instruments", which requires expected lifetime losses to be recognised from initial recognition of the receivables.

i) Cash and cash equivalents

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

j) Trade receivables

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

k) Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016. 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 recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Description of Assets	Useful life
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 Years
- Computer Servers and Networks	5 Years
- Electronic Equipments	8 years
- Air Conditioners	10 years
All other assets (including vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

Depreciation is provided on pro-rata basis on the straight line method over the useful lifes of the assets. The depreciation charge for each period is recognised in the statement of profit and loss . The residual values is considered as nil.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

l) Intangible assets

Computer software - Acquired

Shown at acquisition cost and are subsequently carried at cost less accumulated amortisation and impairment losses and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016.

Education content/products-Internally generated

Development costs that are directly attributable to the design, development and testing of identifiable and unique educational content / products controlled by the Company are recognized as intangible assets when the following criteria are met:

• it is technically feasible to complete the development so that it will be available for use;
• management intends to complete the content / products and use;
• there is an ability to use or sell content / products.
• it can be demonstrated how the content / product will generate probable future economic benefits;
• adequate technical, financial and other resources to complete the development and to use or sell the content / product are available, and
• the expenditure attributable to the content / product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

Amortization methods and periods

Intangible assets are amortized on a straight line basis over their estimated useful lives which are as follows:

Particular	Useful life
Internally generated (content / products)	3 years
Acquired (software)	3-5 years

m) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of impairment assessment, 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 Company's of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

o) Provisions

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

p) Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other Short-term employee benefit obligations

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii. Post-employment obligations

The Company operates the following post-employment schemes:
- Defined benefit plans such as Gratuity and Compensated Absences.
- Defined contribution plan such as Provident Fund, Superannuation Fund, Pension Fund and National Pension System.

Gratuity

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.
The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.
The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.
Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.
Changes in the present value of the defined benefit obligation are recognized immediately in profit or loss as past service cost.

Compensated absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Company has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognized in the statement of profit and loss as income or expense as the case may be.
Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilized entitlement at the year end.

Provident fund

The Company's contribution towards Provident Fund is charged to Statement of Profit and Loss.
Provident fund contributions are made to the Regional Provident Fund Commissioner in accordance with the Employee Provident Fund Rules and are accounted as defined contribution plans and charged to Statement of Profit and Loss.

Superannuation fund

The Company makes defined contribution, to the Trust established for the purpose by the Holding Company. Contribution made towards superannuation fund maintained with Life Insurance Corporation of India. The Company has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Statement of Profit and Loss.

Pension Fund

The Company makes defined contribution to a government administered pension fund towards it's pension plan on behalf of its employees. The Company has no further obligations beyond its monthly contributions and additionally, the contribution towards Employee Pension Scheme is charged to Statement of Profit and Loss.

National Pension System

The Company makes defined contribution towards National Pension System for certain employees for which Company has no further obligation. Contributions made during the year are charged to Statement of Profit and Loss.

q) Share based payments

Employee stock option plan (ESOP)

The fair value of options granted under the 'NIIT Employee Stock Option Plan 2005' is recognized as an employee benefits expense with a corresponding no increase in equity during the year/ previous year. The total amount to be expensed is determined by reference to the fair value of the options granted:
- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

r) Share capital

Equity shares capital

Issuance of ordinary shares are recognized as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

s) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.
The Company declares and pays dividends in Indian rupees. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

t) Earning per share

i. Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
• the after income tax effect on interest and other financing costs associated with dilutive potential equity shares, and
• the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

u) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.
Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.1 Critical accounting estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.
Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:
- Measurement of defined benefit obligations: key actuarial assumptions - refer note 2 (p).
- Measurement of useful life and residual values of property, plant and equipment and intangibles assets - refer note 2 (k) and 2 (l).
- Fair value measurement of financial instruments - refer note 2 (u)
- Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 (f).

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

3 Property, Plant and equipment

(All amounts are in Rs., unless otherwise stated)

Particulars	Plant and Machinery, Computers and peripherals	Vehicles	Total
Year end March 31, 2019			
Gross carrying amount			
Opening gross carrying amount	273,457	100,000	373,457
Additions	60,000	-	60,000
Disposals	-	100,000	100,000
Closing gross carrying amount	**333,457**	**-**	**333,457**
Accumulated depreciation			
Opening accumulated depreciation	206,821	100,000	306,821
Depreciation charge for the year	55,347	-	55,347
Disposals	-	100,000	100,000
Closing accumulated depreciation	**262,168**	**-**	**262,168**
Net carrying amount	**71,289**	**-**	**71,289**
Year end March 31, 2020			
Grossing carrying amount			
Opening gross carrying amount	333,457	-	333,457
Additions	-	-	-
Disposals	-	-	-
Closing gross carrying amount	**333,457**	**-**	**333,457**
Accumulated depreciation			
Opening accumulated depreciation	262,168	-	262,168
Depreciation charge for the year	35,771	-	35,771
Disposals	-	-	-
Closing accumulated depreciation	**297,939**	**-**	**297,939**
Net carrying amount	**35,518**	**-**	**35,518**

4 Intangible assets and Intangible Assets under Development

Particulars	Educational Content / Product Internally Generated	Software Acquired	Total Intangibles other than assets under Development	Intangible Assets under Development	Total Intangibles including asset under Development
Year end March 31, 2019					
Gross carrying amount					
Opening gross carrying amount	-	1,099,000	1,099,000	-	**1,099,000**
Additions	-	-	-	7,441,848	**7,441,848**
Disposals	-	-	-	-	-
Closing gross carrying amount	**-**	**1,099,000**	**1,099,000**	**7,441,848**	**8,540,848**
Accumulated amortisation					
Opening accumulated amortisation	-	984,450	984,450	-	**984,450**
Amortisation	-	114,550	114,550	-	**114,550**
Disposals	-	-	-	-	-
Closing accumulated amortisation	**-**	**1,099,000**	**1,099,000**	**-**	**1,099,000**
Net carrying amount	**-**	**-**	**-**	**7,441,848**	**7,441,848**
Year end March 31, 2020					
Opening gross carrying amount	-	1,099,000	1,099,000	7,441,848	**8,540,848**
Additions	7,441,848	-	7,441,848	3,987,407	**11,429,255**
Disposals	-	-	-	-	-
Transfer	-	-	-	(7,441,848)	**(7,441,848)**
Closing gross carrying amount	**7,441,848**	**1,099,000**	**8,540,848**	**3,987,407**	**12,528,255**
Accumulated amortisation					
Opening accumulated amortisation	-	1,099,000	1,099,000	-	**1,099,000**
Amortisation	2,480,616	-	2,480,616	-	**2,480,616**
Disposals	-	-	-	-	-
Closing accumulated amortisation	**2,480,616**	**1,099,000**	**3,579,616**	**-**	**3,579,616**
Net carrying amount	**4,961,232**	**-**	**4,961,232**	**3,987,407**	**8,948,639**

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Notes to the financial statements for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

		As at			
5	**Financial Assets**				
	Particulars	**March 31, 2020**	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
5 (i)	**Other Financial Assets**	**Non Current**		**Current**	
a)	**Security deposits receivable**				
	Unsecured, considered good	-	-	-	1,442,300
	Unsecured - credit impaired	-	-	87,300	10,000
	Less: Allowance for doubtful deposits	-	-	(87,300)	(10,000)
		-	**-**	**-**	**1,442,300**
b)	**Contract Assets (Refer Note 23)**				
	Unbilled Revenue	-	-	2,144,000	1,597,500
		-	**-**	**2,144,000**	**1,597,500**
c)	**Interest receivable**				
	Bank deposits	14,004	296,556	2,636,504	6,427
	Loans	-	-	-	2,597,640
		14,004	**296,556**	**2,636,504**	**2,604,067**
d)	**Other receivables**	-	-	-	476,758
		-	**-**	**-**	**476,758**
e)	**Long-term deposits with bank:**				
	Bank deposits				
	With original maturity of more than 12 months **	3,000,000	11,210,472	41,610,472	-
		3,000,000	**11,210,472**	**41,610,472**	**-**
		3,014,004	**11,507,028**	**46,390,976**	**6,120,625**

** Includes Bank Deposits given for Bank Guarantee of Rs. 500,000

		As at	
5 (ii)	**Investments at Fair Value through profit or loss**	**March 31, 2020**	**March 31, 2019**
	Quoted		
	Investment in Mutual Funds*	13,663,301	5,013,662
	Total	**13,663,301**	**5,013,662**
	Aggregate value of Quoted investments	**13,663,301**	**5,013,662**

		As at	
5 (iii)	**Trade Receivables (Refer Note 25)**	**March 31, 2020**	**March 31, 2019**
	Unsecured, considered good*	18,480,930	30,631,741
	Trade Receivables - credit impaired	5,869,806	4,059,045
	Less: Allowance for Expected Credit Loss (Refer Note-19(i))	(5,869,806)	(4,059,045)
		18,480,930	**30,631,741**

* Includes trade receivables from related parties of Rs. 5,915,252 (Previous year Rs. 5,095,966) (Refer Note-25)

		As at	
5 (iv)	**Cash and Cash Equivalents**	**March 31, 2020**	**March 31, 2019**
	Balance with banks		
	Current accounts	1,665,866	3,426,898
	Bank deposits with original maturity of less than 3 month	-	14,500,000
	Cheques and drafts on hand	-	4,113,443
		1,665,866	**22,040,341**
5 (v)	**Other Bank Balance:**		
	Bank deposits		
	With original maturity of more than 3 months and upto 12 months *	21,650,000	-
		21,650,000	**-**

* Include Bank Deposits given for Bank Guarantee of Rs. 11,210,472/-

		As at			
5 (vi)	**Loan**	**March 31, 2020**	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
	Loans to related parties (Refer note 25)				
	Unsecured, considered good	-	-	-	75,000,000
		-	**-**	**-**	**75,000,000**

* Loan given to holding company, NIIT Limited, for meeting their working capital requirement, maximum outstanding balance during the financial year ended March 31, 2020 Rs. NIL (Previous year Rs 75,000,000). The rate of Interest is 10.50%.

(All amounts are in Rs., unless otherwise stated)

6 Deferred Tax Assets (Net)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
The balance comprises temporary differences attributable to:		
Provisions	1,657,267	1,132,000
Defined benefit obligations	401,880	698,236
Tax impact of difference between carrying amount of Property, Plant and Equipment in the financial statements and as per the income tax calculation.	4,427,646	5,051,000
Deferred Tax Liabilities on Unrealized Mutual Fund Income	(28,880)	-
Other items		
Minimum Alternate Tax credit entitlement	-	1,967,232
Deferred tax asset (net)	**6,457,913**	**8,848,468**

Deferred tax assets on timing differences have been recognized as at March 31, 2020 owing to probability of future taxable income based on business plans of the Company.

Movement in deferred tax asset	**Property, Plant and Equipment**	**Defined benefit obligations**	**Provisions**	**Deferred Tax Liabilities on Unrealized Mutual Fund Income**	**Minimum Alternate Tax**	**Total**
At April 1, 2018	6,045,000	644,223	3,532,000	-	3,115,232	**13,336,455**
(charged)/credited:						
to profit or loss	(994,000)	164,997	(2,400,000)	-	(1,148,000)	**(4,377,003)**
to other comprehensive income	-	(110,984)	-	-	-	**(110,984)**
At March 31, 2019	**5,051,000**	**698,236**	**1,132,000**	**-**	**1,967,232**	**8,848,468**
(charged)/credited:						
to profit or loss	(623,354)	(113,300)	525,267	(28,880)	(1,967,232)	**(2,207,499)**
to other comprehensive income	-	(183,056)	-	-	-	**(183,056)**
At March 31, 2020	**4,427,646**	**401,880**	**1,657,267**	**(28,880)**	**-**	**6,457,913**

6 (i) Income Tax Assets (Net)

	As at March 31, 2020	**As at March 31, 2019**
Advance Income Tax	41,215,784	20,147,551
Less : Provision for Income Tax	(17,599,669)	(11,434,977)
	23,616,115	**8,712,574**

7 Other Current Assets

	As at March 31, 2020	**As at March 31, 2019**
Prepayments	285,354	170,850
Balance with Government Authority	1,108,524	3,288,036
	1,393,878	**3,458,886**

NIIT Institute of Finance Banking and Insurance Training Limited
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Notes to the financial statements for the year ended March 31, 2020

(All amounts are in Rs., unless otherwise stated)

8 Equity share capital

a) Authorised equity share capital

Particulars	Equity shares	
	Number	Amount
As at April 1, 2018 (Face value of Rs. 10 Each)	**11,000,000**	**110,000,000**
Issued during the year	-	-
At March 31, 2019 (Face value of Rs. 10 Each)	**11,000,000**	**110,000,000**
Issued during the year	-	-
At March 31, 2020 (Face value of Rs. 10 Each)	**11,000,000**	**110,000,000**

b) Movement in equity share capital

Particulars	Equity shares	
	Number	Amount
As at April 1, 2018 (Face value of Rs. 10 Each)	**10,112,500**	**101,125,000**
Issued during the year	-	
At March 31, 2019 (Face value of Rs. 10 Each)	**10,112,500**	**101,125,000**
Issued during the year	-	-
At March 31, 2020 (Face value of Rs. 10 Each)	**10,112,500**	**101,125,000**

c) Detail of class of Equity Shares held by the

Particulars	As at March 31, 2020		March 31, 2019	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
Holding Company (NIIT Limited)	8,162,500	81,625,000	8,162,500	81,625,000

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

Particulars	As at March 31, 2020		March 31, 2019	
	No. of shares	% of holding	No. of shares	% of holding
NIIT Limited	8,162,500	80.72%	8,162,500	80.72%
ICICI Bank Limited	1,900,000	18.79%	1,900,000	18.79%
Total	**10,062,500**	**99.51%**	**10,062,500**	**99.51%**

e) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their holding.

9 Other Equity

Particulars	As at March 31, 2020	March 31, 2019
Retained Earnings	28,133,204	55,013,802
	28,133,204	**55,013,802**

9.1 Details of Other Equity

Particulars	March 31, 2020	March 31, 2019
Retained Earnings		
Balance at the beginning of the year	55,013,802	29,949,000
Profit for the year	21,409,158	24,777,786
Less: Appropriations		
Interim Dividend Paid on Equity Shares (Note 27)	(40,450,000)	-
Dividend Distribution Tax on Interim Dividend (Note 27)	(8,314,700)	-
Items of other comprehensive income/ (loss) recognized directly in retained earning		
Other comprehensive income (net of tax)	474,944	287,016
Total	**28,133,204**	**55,013,802**

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

(All amounts are in Rs., unless otherwise stated)

		As at	
10	**Financial Liabilities**	**March 31, 2020**	**March 31, 2019**
10 (i)	**Trade Payables**		
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	11,367,664	16,434,008
		11,367,664	**16,434,008**

Based on information available with the Company, there is no vendor covered under the Micro, Small and Medium Enterprises Development Act, 2006.

* Includes trade payables to related parties of Rs. 9,959,413 (Previous year Rs. 14,987,675) (Refer Note 25)

		As at	
10 (ii)	**Other Financial Liabilities**	**March 31, 2020**	**March 31, 2019**
	Payable to Employees*	1,915,364	2,468,900
		1,915,364	**2,468,900**

* Includes other payables to Key Managerial Personnel of Rs. 516,547 (Previous year Rs. 696,225) (Refer Note 25)

		As at	
11	**Provisions**	**March 31, 2020**	**March 31, 2019**
	Provision for employee benefits		
	Provision for gratuity (Refer note 15.1)	314,927	775,830
	Provision for compensated absences	738,000	1,296,000
		1,052,927	**2,071,830**

		As at	
12	**Other Liabilities**	**March 31, 2020**	**March 31, 2019**
	Advances from customers	224,120	-
	Statutory dues*	1,498,861	1,732,922
		1,722,981	**1,732,922**

* Statutory Dues primarily pertains to withholding tax and Stautory Contributions.

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(All amounts are in Rs., unless otherwise stated)

		Year ended	
13	**Revenue From Operations (Refer Note 23)**	**March 31, 2020**	**March 31, 2019**
	Sale of Services	82,020,750	169,390,297
	Royalty (Refer note 25)	29,413,390	21,933,745
		111,434,140	**191,324,042**

		Year ended	
14	**Other Income**	**March 31, 2020**	**March 31, 2019**
	Interest income on Loan carried at amortised cost	1,986,946	8,145,883
	Interest income on bank deposits carried at amortised cost	2,745,052	518,465
	Interest income - Others	122,925	-
	Net gain on Investment carried at fair value through profit or loss	890,034	98,177
	Provision/ other liabilities written back	-	2,485,601
	Gain on sale of Property, Plant and Equipment (net)	-	262,711
	Other non-operating income	-	694,752
		5,744,957	**12,205,589**

		Year ended	
15	**Employee Benefits Expense**	**March 31, 2020**	**March 31, 2019**
	Salary,Wages and Bonus	8,613,483	11,646,219
	Contribution to provident and other funds (Refer note 15.1)	846,062	882,835
	Share Based Payments*	312,109	391,934
	Staff Welfare expense	42,286	39,504
		9,813,940	**12,960,492**

*Share Based Payments Expense are paid to Holding Company (Refer Note 25)

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(All amounts are in Rs., unless otherwise stated)

15.1 Employee Benefits

A) Defined contribution plans

Company makes contribution towards provident fund and pension scheme to the defined contribution plans for eligible employees
Company has charged the following costs in contribution to provident and other funds in the statement of profit and loss:

Particulars	Year ended March 31, 2020	March 31, 2019
Employers' contribution to provident fund	261,921	307,237
Employers' contribution to superannuation fund	234,765	219,362
Employers' contribution to employees pension scheme	47,742	67,291
Employers' contribution to employee national pension system	99,150	86,940
Total	**643,578**	**680,430**

Contribution towards provident fund and pension scheme to the defined contribution plans includes following cost for key managerial personnel:

Particulars	Year ended March 31, 2020	March 31, 2019
Employers' contribution to providend fund	188,911	192,078
Employers' contribution to employees pension scheme	27,457	30,000
Employers' contribution to employee national pension system	99,150	86,940
Total	**315,518**	**309,018**

B) Defined Benefit Plans

I. Gratuity fund

Funded

Particulars	As at March 31, 2020	March 31, 2019
i) Change in present value of obligation:		
Present value of obligation as at beginning of the year	1,241,655	1,304,000
Interest cost	90,097	97,575
Current service cost	146,387	129,080
Benefits Paid	-	(3,000)
Acquistions cost	-	112,000
Actuarial (gain)/ loss on obligations	(655,000)	(398,000)
Present value of obligation as at the year end	**823,139**	**1,241,655**

Particulars	As at March 31, 2020	March 31, 2019
ii) Change in plan assets:		
Fair value of plan assets as at the beginning of the year	465,250	329,000
Contributions	5,000	3,000
Interest income	34,000	24,250
Benefits Paid	-	(3,000)
Acquistions cost	-	112,000
Actuarial (loss)/ gain on plan assets	3,000	-
Fair value of plan assets as at the end of the year	**507,250**	**465,250**

Actuary's estimates of contributions for the next financial year is Rs. 315,889 (Previous year Rs. 776,405).

iii) Amount of asset/ (obligation) recognised in the Balance Sheet	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Assets/ (obligation) recognised in Balance Sheet*
As at March 31, 2020	507,250	823,139	(315,889)
As at March 31, 2019	465,250	1,241,655	(776,405)

Particulars	March 31, 2020	March 31, 2019
iv) Net gratuity cost recognised in statement of profit and loss:		
Current service cost	146,387	129,080
Interest cost	56,097	73,325
Expense recognised in statement of profit and loss*	**202,484**	**202,405**
Actual return on plan assets	**34,000**	**24,250**

*Includes Rs.489,413 (previous year Rs.134,634) towards key managerial personnel.

(All amounts are in Rs., unless otherwise stated)

Particulars	March 31, 2020	March 31, 2019
v) Assumptions used in accounting for gratuity plan:		
Discount rate (per annum)	6.50%	7.25%
Future salary increase	2.00% for FY 2020-21 and 8.00% thereafter	11.00% for FY 2019-20 and 8.00% thereafter
Expected rate of return on plan assets	7.85%	7.65%

Estimates of future salary increase considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

vi) Investment details of plan assets:
The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

vii) Sensitivity analysis:
The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumptions	Impact on defined benefit obligations	
		Increase in assumption	Decrease in assumption
	March 31, 2020	March 31, 2020	March 31, 2020
Discount rate	0.50%	(42,000)	46,000
Salary growth rate	0.50%	45,000	(42,000)
Attrition rate	5.00%	(39,000)	36,000

	Change in assumptions	Impact on defined benefit obligations	
		Increase in assumption	Decrease in assumption
	March 31, 2019	March 31, 2019	March 31, 2019
Discount rate	0.50%	(59,000)	63,000
Salary growth rate	0.50%	62,000	(59,000)
Attrition rate	5.00%	(36,000)	32,000

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

viii) The major categories of plan assets are follows:	March 31, 2020	March 31, 2019
Insurance policy and cash	100%	100%

ix) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longetivity, changing economic environment, regulatory changes etc.
The Company ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Company's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

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

(All amounts are in Rs., unless otherwise stated)

		Year ended	
16	**Other Expenses**	**March 31, 2020**	**March 31, 2019**
	Rent (Refer note 24)	343,227	307,124
	Rates and taxes	24,500	12,000
	Power & fuel	19,311	20,251
	Communication	18,768	23,467
	Legal and professional fees (Refer note 16 (i) below)	2,203,471	2,669,828
	Mangement cost recovery by Holding Company (Refer Note 25)	3,654,072	7,100,777
	Travelling and conveyance	605,142	978,283
	Allowance for doubtful debts (Refer note 19)	1,810,761	952,301
	Allowance for doubtful advances and deposits	77,300	-
	Insurance	19,550	22,681
	Repairs and maintenance		
	Plant and Machinery	2,505	2,753
	Buildings	1,296	1,737
	Others	19,089	13,173
	Security and administration services	13,963	9,697
	Bank charges	22,766	182,747
	Marketing and advertising expenses	20,589	37,427
	Corporate social responsibilty expenditure (Refer note 16(ii))	760,000	1,018,605
	Sundry expenses	18,463	5,728
		9,634,773	**13,358,579**

		Year ended	
16 (i)	**Payment to auditors**	**March 31, 2020**	**March 31, 2019**
	As auditor		
	-Audit fee	885,600	820,000
	-Certification Fee	50,000	50,000
	-Reimbursement of expenses (including taxes)	253,417	235,648
		1,189,017	**1,105,648**

		Year ended	
16 (ii)	**Corporate social responsibilty expenditure**	**March 31, 2020**	**March 31, 2019**
	Contribution to NIIT Institute of Information Technology (Refer note 25)	760,000	1,018,605
		760,000	**1,018,605**
	Amount required to be spent as per Section 135 of the Act	760,000	1,018,605
	Amount spent during the year for promoting education activity	**760,000**	**1,018,605**

(All amounts are in Rs., unless otherwise stated)

		Year ended	
17	**Income Tax Expense**	**March 31, 2020**	**March 31, 2019**
(i)	**Tax expense recognized in statement of profit and loss**		
	Current tax	8,131,924	6,405,773
	Deferred tax	240,267	3,229,003
		8,372,191	**9,634,776**

		Year ended	
		March 31, 2020	**March 31, 2019**
(ii)	**Tax expense recognized in Other Comprehensive Income**		
	Arising on reimbursement of net defined benefit liability	(183,056)	(110,984)
		(183,056)	**(110,984)**

(iii) Effective tax reconciliation

This note provides an analysis of the company's income tax expense, show amounts that are recognized directly in in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

	Year ended	
Particulars	**March 31, 2020**	**March 31, 2019**
(a) Income tax expense		
Current tax		
Current tax on operating profits of the year	8,143,239	6,308,524
Adjustment for current tax of prior periods	(11,315)	97,249
Total current tax expense	**8,131,924**	**6,405,773**
Deferred tax		
Decrease (Increase) in deferred tax assets	240,267	2,080,799
Decrease /(increase) in minimum alternate tax credit	-	1,148,204
Total deferred tax expense/(benefit)	**240,267**	**3,229,003**
Income tax expense	**8,372,191**	**9,634,776**

(b) Reconciliation of tax expense and the accounting profit multiplied by Indian rax rate:

	Year ended	
Particulars	**March 31, 2020**	**March 31, 2019**
Profit before income tax expense	29,781,349	34,412,562
Tax at the Indian tax rate of (FY 2019-20 27.82%) (FY 2018-19 27.82%)	8,285,171	9,573,575
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenditure towards Corporate Social Responsibility (CSR) to the extent disallowable	105,716	141,688
Others	(7,381)	-
Deferred tax adjustment due to change in tax rates	-	(177,736)
Adjustment for taxes relating to earlier years	(11,315)	97,249
Total	**8,372,191**	**9,634,776**

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(All amounts are in Rs., unless otherwise stated)

18 Fair value measurements

(i) Fair value hierarchy

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

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(ii) Valuation technique used to determine fair value

Valuation technique used to value financial instruments include use of market prices.

Financial instruments by category and hierarchy of measurement	As at			
	March 31, 2020		March 31, 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Trade receivables	-	18,480,930	-	30,631,741
Investment	-	13,663,301	-	5,013,662
Loans	-	-	-	75,000,000
Cash and Bank Balances	-	23,315,866	-	22,040,341
Other Financial Assets	-	49,404,980	-	(57,372,347)
Total financial assets	**-**	**104,865,077**	**-**	**75,313,397**
Financial liabilities				
Trade payables	-	11,367,664	-	16,434,008
Other financial Liabilities	-	1,915,364	-	2,468,900
Total financial liabilities	**-**	**13,283,028**	**-**	**18,902,908**

As of March 31, 2020 and March 31, 2019 the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

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(All amounts are in Rs., unless otherwise stated)

19 Financial risk management

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

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(i) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs.18,480,930 and Rs.30,631,741 as of March 31, 2020 and March 31, 2019 and unbilled revenue amounting to Rs. 2,144,000 and 1,597,500 as of March 31, 2020 and March 31, 2019 respectively. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2020:

Reconciliation of loss allowance provision – trade receivables

Particulars	Amount
Loss allowance as on April 1, 2018	**11,039,653**
Provision for expected credit loss	952,301
Provision for doubtful debts written off	(7,932,909)
Loss allowance as on March 31, 2019	**4,059,045**
Provision for expected credit loss*	1,810,761
Provision for doubtful debts written off	-
Loss allowance as on March 31, 2020	**5,869,806**

* During the year company has written off allowance for doubtful debt of Rs. NIL (March 31, 2019 Rs. 7,932,909) and amounting to Rs. 1,810,761 (March 31, 2019 Rs. 952,301) has been charged in the statement of profit and loss.

(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings as on March 31, 2020.

(i) Maturities of financial liabilities

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

Particulars	Less than 1 year	Total
As at March 31, 2020		
Trade payables	11,367,664	11,367,664
Other financial liabilities	1,915,364	1,915,364
	13,283,028	**13,283,028**
As at March 31, 2019		
Trade payables	16,434,008	16,434,008
Other financial liabilities	2,468,900	2,468,900
	18,902,908	**18,902,908**

(All amounts are in Rs., unless otherwise stated)

20 Contingent Liabilities

Claims against the Company not acknowledged as debts:	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Particulars		
Service tax	32,352,344	32,352,344
Others*	470,000	470,000

*Towards student claims not acknowledged as debts.
Management does not foresee any cash outflow in respect of the above based on advise of legal counsel.

21 Earnings Per Share

Particulars	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Profit attributable to equity shareholders (A)	21,409,158	24,777,786
Weighted average number of equity shares outstanding during the year (Nos.) – (B)	10,112,500	10,112,500
Nominal value of equity shares	10	10
Basic and diluted earnings per share (A/B)	2.12	2.45

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

22 Segment Information

The Company is engaged in imparting education and training services in the field of finance, banking and insurance sector which is viewed by the management as a single segment, i.e. learning solutions in accordance with Ind AS 108 'Segment Reporting', the chief operating decision maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 'Segment Reporting'.

The Company operates in a single geography (India) and accordingly, secondary segment reporting is not applicable.

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

a. Disaggregated revenue information	**March 31, 2020**	**March 31, 2019**
Type of Services		
Sale of Services	82,020,750	169,390,297
Royalty (Refer note 25)	29,413,390	21,933,745
	111,434,140	**191,324,042**
(i) Timing of Revenue Recognition		
Services transferred over time		
Training Services	82,020,750	169,390,297
Royalty (Refer note 25)	29,413,390	21,933,745
	111,434,140	**191,324,042**
b. Contract Balances		
Contract Assets	18,480,930	30,631,741
	18,480,930	**30,631,741**

Trade receivables are non-interest bearing and are generally on terms of 0- 30 days. As on date a sum of Rs. 5,869,806 (Previous year of Rs.4,059,045)is recognised as provision for expected credit losses on trade receivables.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivables is right to consideration that is unconditional upon passage of time.
Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

c. Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on March 31, 2020, there were no remaining performance obligation as the same is satisfied upon delivery of goods/services.

(All amounts are in Rs., unless otherwise stated)

24 Leases

(i) The following are the amounts recognised in the statement of profit and loss for short term leases:

The Company has entered into leases for office premises and vehicles which are cancellable at the option of the Company by giving requisite notice.

Aggregate payments during the year under operating leases are as shown hereunder:

	Year ended	
Particulars	**March 31, 2020**	**March 31, 2019**
In respect of premises	72,000	72,488
In respect of vehicles	271,227	234,636
	343,227	**307,124**

25 Related Party Transactions

A. Related party relationship where control exists

Holding Company - NIIT Limited

B. Fellow subsidiaries

1 Mindchampion Learning Systems Limited
2 NIIT Yuva Jyoti Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
3 NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
4 NIIT USA Inc, USA
5 NIIT Limited, UK
6 NIIT Malaysia Sdn. Bhd, Malaysia
7 NIIT West Africa Limited
8 NIIT GC Limited, Mauritius
9 NIIT (Ireland) Limited
10 NIIT Learning Solutions (Canada) Limited
11 Eagle international Institute Inc. USA
12 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 11)
13 PT NIIT Indonesia, Indonesia (under liquidation)
14 NIIT China (Shanghai) Limited, Shanghai
15 NIIT Wuxi Service Outsourcing Training School, China (Memorandum of Understanding was executed to sell on April 1, 2017)- (Under Closure)
16 Wuxi NIIT Information Technology Consulting Limited, China (agreement to sell entered on March 31, 2018)
17 Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 16)
18 Changzhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 16)
19 Zhangjiagang NIIT Information Services Limited, China (Closed w.e.f. August 12, 2019)
20 Chengmai NIIT Information Technology Company Limited, China (Under Closure)
21 Chongqing An Dao Education Consulting Limited, China
22 Chongqing NIIT Education Consulting Limited, China (Under Closure)
23 NIIT (NingXia) Education Technology Company Limited, China
24 Guizhou NIIT information technology consulting Co., Limited, China
25 NIIT (Guizhou) Education Technology Co., Limited, China

C. Other related parties with whom Company has transacted

a. Key managerial personnel:

1. Mr. Manish Srivastav (till January 13, 2020)
2. Mr. Pankaj Mamtani - Chief Financial Officer
3. Mr. Vijay K Thadani - Non Executive Director
4. Mr. P Rajendran - Non Executive Director
5. Mr. Saurabh Kant Singh - Non Executive Director
6. Mr. Kumar Ashish - Non Executive Director (Resigned w.e.f June 19, 2019)
7. Mr. Narayanan Raja - Non Executive Independent Director (Tenure completed on March 24, 2020)
8. Mr. Anand Sudarshan - Non Executive Independent Director
9. Mr. Sapnesh K Lalla - Non Executive Director
10. Mr. Ravinder Singh - Non Executive Independent Director (appointed w.e.f. March 25, 2020)

b. Others

1. NIIT University (a body corporate in which two Non-Executive Directors of the Company are members of its governing body).
2. NIIT Institute of Information Technology (a body corporate in which two Non-Executive Directors of the Company are members of its governing body).

(All amounts are in Rs., unless otherwise stated)

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

Nature of Transactions*	Holding Company	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Independent Directors/ Non-Executive Directors	Total
Service received	71,700,694 (122,026,163)	- -	74,142 (5,139,258)	- -	71,774,836 (127,165,421)
Royalty Income	29,413,390 (21,933,745)	- -	- -	- -	29,413,390 (21,933,745)
Management Cost Recovery	3,654,072 (7,100,777)	- -	- -	- -	3,654,072 (7,100,777)
Recovery of expenses by	1,196,498 (871,434)	- -	- -	- -	1,196,498 (871,434)
Recovery of expenses from	2,771,550 -	- -	- -	- -	2,771,550 -
Loan given	- (75,000,000)	- -	- -	- -	- (75,000,000)
Loan received back	75,000,000 (95,000,000)	- -	- -	- -	75,000,000 (95,000,000)
Interest on loan	1,986,946 (8,145,883)	- -	- -	- -	1,986,946 (8,145,883)
Employee benefit expenses	312,109 (391,934)	- -	- -	- -	312,109 (391,934)
Contribution towards CSR	- -	- -	760,000 (1,018,605)	- -	760,000 (1,018,605)
Directors' Sitting fees	- -	- -	- -	520,000 (640,000)	520,000 (640,000)
Remuneration	- -	9,518,180 (8,189,464)	- -	- -	9,518,180 (8,189,464)

* Excluding taxes

Figures in parenthesis represent previous year figures

E. Key management personnel compensation

Particulars	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Short-term employee benefits	8,554,930	6,576,419
Post employment benefit expenses	940,180	1,162,568
Share based payment	23,070	450,477
Total of compensation	**9,518,180**	**8,189,464**

F. Details of outstanding balances with related parties

Particulars	Holding Company	Key Managerial Personnel*	Total
i) Trade Receivables			
March 31, 2020	5,915,252	-	5,915,252
March 31, 2019	(5,095,966)	-	(5,095,966)
ii) Trade Payables			
March 31, 2020	9,959,413	-	9,959,413
March 31, 2019	(14,987,675)	-	(14,987,675)
iii) Other Payables			
March 31, 2020	-	516,547	516,547
March 31, 2019	-	(696,225)	(696,225)

* Included in Other Financial Liabilities

Figures in parenthesis represent previous year figures

(All amounts are in Rs., unless otherwise stated)

26 The Company internally develops software tools, platforms and content/courseware. The management estimates that this would result in enhanced productivity and offer more technology based learning products/ solutions to the customers in future. The Company is confident of its ability to generate future economic benefits out of the abovementioned assets. The costs incurred during the year towards the development are as follows:

	Year ended	
Description	**March 31, 2020**	**March 31, 2019**
Opening Balance of intangible under development as at the beginning of the year	7,441,848	-
Add:-Expenditure during the year		
Professional & Technical Outsourcing Expense	3,987,407	7,441,848
Less: Capitalized during the year	7,441,848	-
Closing Balance of intangible under development as at the end of the year	**3,987,407**	**7,441,848**

27 Distribution made & proposed

	Year ended	
	March 31, 2020	**March 31, 2019**
Cash dividends on equity shares declared and paid:		
Interim Dividend : Rs. 4/- per share	(40,450,000)	-
Dividend Distribution Tax on Interim Dividend	(8,314,700)	-
	(48,764,700)	**-**

(This space has been intentionally left blank)

28 COVID 19 pandemic has severely impacted businesses around the world and is causing a slowdown of economic activity. Requirements of social distancing and various restrictions imposed by government across geographies, have caused unprecedented disruptions to normal business operations. The Company has carried out detailed assessment of its liquidity position and possible effects that may result from COVID 19 on the carrying value of its assets including Investment, Property plant & equipment, Intangible assets Trade receivables, Unbilled revenue and Deferred tax assets etc. as at the date of financial statement. In developing the assumption relating to possible future uncertainties due to pandemic, the Company, as on the date of approval of these financial statements has relied on the available information. The Company has performed sensitivity analysis on the assumptions used and based on the detailed evaluation of the current estimates expect that there is no significant impact on the carrying value of these assets as on March 31, 2020.

29 Previous years' figures have been regrouped / reclassified to conform to current year
Signatures to Notes '1' to '29' of these Financial Statements.

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 28, 2020

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 28, 2020