

NIIT Antilles NV

Balance Sheet as at 31st March 2012

| | PARTICULARS | Notes | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
|-----------|--------------------------------|-----------|---------------------------------|---------------------------------|
| I | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' funds | | | |
| | Share capital | 3 | 1,644,127,480 | 1,644,127,480 |
| | Reserves and surplus | 4 | (928,776,669) | (1,000,309,416) |
| 3 | Non-current liabilities | | | |
| | Deferred tax liabilities (net) | | 3,190,758 | 2,700,192 |
| | Long-term borrowings | 5 | 203,480,000 | - |
| | Long-term provisions | 8 | 1,508,318 | - |
| 4 | Current liabilities | | | |
| | Trade Payables | 6 | 398,464,029 | 268,035,968 |
| | Other current liabilities | 7 | 3,259,082 | 1,807,134 |
| | Short-term provisions | 8 | 378,161 | 588,847 |
| | TOTAL | | 1,325,631,159 | 916,950,205 |
| | | | | |
| II | ASSETS | | | |
| 1 | Non-current assets | | | |
| | Fixed assets | 9 | | |
| | Tangible assets | | 4,702,716 | 2,908,668 |
| | Intangible assets | | 4,375 | 3,818 |
| | Non-current investments | | 161,984,403 | 158,606,554 |
| | Long-term loans and advances | 10 | 16,503,368 | 14,078,556 |
| 2 | Current assets | | | |
| | Cash and bank balances | 13 | 216,973,967 | 82,986,841 |
| | Short-term loans and advances | 10 | 211,188,763 | 88,461,747 |
| | Trade receivables | 11 | 614,227,945 | 498,021,664 |
| | Other current assets | 12 | 100,045,622 | 71,882,357 |
| | TOTAL | | 1,325,631,159 | 916,950,205 |
| | | | | |

The accompanying notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

NOTE : BALANCE SHEET has been converted at the closing rate as at 31 MARCH 2012 being : USD 1 = INR 50.87 (Previous year USD 1 = INR 44.40)

NIIT Antilles NV

Statement of Profit & Loss for the year ended 31st March 2012

| | PARTICULARS | Notes | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|-------------|---|--------------|---|---|
| | INCOME | | | |
| I. | Revenue from Operations | 15 | 688,842,193 | 546,647,431 |
| II. | Other Income | 16 | 724,301 | 6,458,872 |
| III. | Total Revenue (I + II) | | 689,566,494 | 553,106,303 |
| IV. | EXPENDITURE | | | |
| | Purchase of Traded Goods | | 390,887,450 | 325,241,180 |
| | Professional & Technical Outsourcing Expenses for Execution | | 17,821,438 | 33,289,401 |
| | Employee Benefits Expense | 17 | 34,188,783 | 23,610,990 |
| | Other Expenses | 19 | 150,754,786 | 144,965,658 |
| | Finance Costs | 21 | 4,188,186 | - |
| | Depreciation and Amortization Expenses | 9 | 553,724 | 348,143 |
| | Total Expenses | | 598,394,367 | 527,455,372 |
| V. | Profit before exceptional and extraordinary items and tax (III-IV) | | 91,172,127 | 25,650,931 |
| VI. | Exceptional items | 22 | (83,546,194) | - |
| VII. | Profit before extraordinary items and tax (V - VI) | | 7,625,933 | 25,650,931 |
| VIII. | Extraordinary Items | | - | - |
| IX. | Profit before tax (VII- VIII) | | 7,625,933 | 25,650,931 |
| X | Tax expense: | | | |
| | (1) Current tax | | 3,116,324 | 2,145,450 |
| | (2) Deferred tax | | 97,111 | 13,596 |
| | (3) MAT Credit Entitlement | | | |
| | (4) Provision for Tax relating to earlier years | | | |
| XI | Profit (Loss) for the period | | 4,412,498 | 23,491,885 |
| XII | Earnings per equity share (Face Value Rs. __ each): | | | |
| | (1) Basic | | | |
| | (2) Diluted | | | |

The accompanying notes referred to above form an integral part of the Statement of Profit and Loss Account.

This is the Statement of Profit and Loss Account referred to in our report of even date.

NOTE : PROFIT & LOSS ACCOUNT has been converted using the conversion rate of exchange at the date of transaction.

1. GENERAL INFORMATION

These financial statements are prepared on an accrual basis, under historical cost convention.

2. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted by the Company are detailed below:

i) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the years presented.

ii) Fixed Assets, Depreciation and Amortisation

Fixed Assets are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Amortization of Software is done over the useful life of the software from the date the software was put to use.

Depreciation and amortization is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets determined as follows: -

| | |
|---|--|
| Plant and Machinery including: - Computers, printers and related accessories - Office Equipment and Electronic Equipments - Air Conditioners | 2-5 years 8 years 10 years |
| Assets acquired under lease (Included under Plant & Machinery and Furniture & Fixtures) | Lease Period |
| Intangible Assets including: - Acquired and Internally Generated (Computer Software, Educational Content and Products) - Patents | 3-5 years 3-5 years |
| All other assets (including vehicles) | Rates prescribed under Schedule XIV to the Companies Act, 1956 |

iii) Revenue Recognition

The revenue in respect of sale of courseware including technical information and reference material and other goods are recognized on dispatch / delivery of the material to the customer.

TIRM fee is recognized when the related technical information material is dispatched to the business partner.

In respect of Software projects/Service revenue is recognized proportionately on the Completion of the agreed milestone with the customer.

Interest on bank deposits is recognized on accrual basis.

iv) Investments

Long-term investments are valued at their acquisition cost. Any decline in the value of the said investment, other than a temporary decline, is recognised and charged to Profit and Loss Account. Short-term investments are carried at cost or market value, whichever is lower.

v) Employee Benefits

a) Gratuity

The Company provides for gratuity, a defined benefit retirement plan (the “Gratuity Plan”) covering eligible employees in accordance with the company policy. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment. Company’s liability is actuarially determined at the end of the year.

Actuarial losses/ gains are charged/ credited to the Profit and Loss Account in the year in which such losses/ gains arise.

b) Compensated Absences

Liability in respect of compensated absences is provided both for 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. Any gain or loss arising out of such valuation is recognized in the Profit and Loss Account.

vi) Foreign Currency Transactions

Transactions in foreign currency are booked at standard rates determined periodically which approximates the actual rates, and all monetary assets and liabilities in foreign currency is restated at the end of accounting -period. Gain/Loss arising out of fluctuations on realisation/payment or restatement is charged/ credited to the Profit and Loss Account.

vii) Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators for the trade receivable to be impaired. The amount of the provision is recognized in the income

viii) Taxation

Tax expense comprising of both current tax and deferred tax is included in determining the net results for the year. Deferred tax reflects the effect of temporary timing differences between the assets and liabilities recognized for financial reporting purposes and the amounts that are recognized for current tax purposes. As a matter of prudence deferred tax assets are recognized and carried forward only to the extent, there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

ix) Provisions and Contingencies

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

Disclosure of show cause notices are made on merits of the matters where management foresees possibilities of outflow of resources.

x) Leases

Lease rental in respect of operating lease arrangements are charged to expense as per the terms of the related agreements.

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| 3 | SHARE CAPITAL | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
|---|---|---------------------------------|---------------------------------|
| | Issued | 1,644,127,480 | 1,644,127,480 |
| | | <u>1,644,127,480</u> | <u>1,644,127,480</u> |
| | Subscribed and fully paid | 1,644,127,480 | 1,644,127,480 |
| | Add: Forfeited Shares (amount originally paid-up) | - | - |
| | | <u>1,644,127,480</u> | <u>1,644,127,480</u> |
| | | | |

NIIT Antilles NV

| 4 | RESERVES AND SURPLUS | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
|----------|--|--|--|
| | Profit & Loss Account | | |
| | Balance Brought Forward from Previous year | (910,661,525) | (934,153,410) |
| | Add : Current Year Profit / (Loss) attributable to Share Holders | 4,412,498 | 23,491,885 |
| | Less:- | | |
| | Proposed Dividend on Equity Shares | - | - |
| | Share in Corporate Dividend Tax of Associates | - | - |
| | | (906,249,027) | (910,661,525) |
| | Currency translation reserve | | |
| | As per Last Balance Sheet | (89,647,891) | (81,424,931) |
| | Add : Currency Translation Reserve of Associates | - | - |
| | Increase/ (Decrease) during the year on translation of balances | 67,120,249 | (8,222,960) |
| | | (22,527,642) | (89,647,891) |
| | | (928,776,669) | (1,000,309,416) |

Notes :

- General Reserve above represents General Reserve as per the Indian Companies Act, 1956 in respect of Indian Companies.
- General Reserve, if any , of overseas Companies are included as part of the Profit & Loss Account balance as it is not practical to give movement thereof.

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| 5 | LONG TERM BORROWINGS | Non Current Portion | | Current Maturities | |
|----|-------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| A) | SECURED | | | | |
| | Sub Total (A) | - | - | - | - |
| | B) UNSECURED | | | | |
| | i) Loans from Related Parties | 203,480,000 | - | - | - |
| | Sub Total (B) | 203,480,000 | - | - | - |
| | | | | - | - |
| | Total (A+B) | 203,480,000 | - | - | - |

NIIT Antilles NV

| 6 | Trade Payables | Non Current | | Current | |
|---|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| | - Due to Micro Enterprises and Small Enterprises | - | - | - | - |
| | - Due to Others | - | - | 398,464,029 | 268,035,968 |
| | | | | 398,464,029 | 268,035,968 |
| | | | | | |

| 7 | OTHER LIABILITIES | Long Term Liabilities | | Current Liabilities | |
|---|-------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| | Advances from Customers | - | - | 417,694 | 2,641,970 |
| | Payable to Employees | - | - | 1,775,296 | 180,201 |
| | Statutory Dues | - | - | 1,066,092 | (1,015,037) |
| | Other Payables | - | - | - | - |
| | | - | - | 3,259,082 | 1,807,134 |
| | | | | | |

| 8 | Provisions | LONG-TERM | | SHORT-TERM | |
|---|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| | Provision for employee benefits : | | | | |
| | Provision for Gratuity | 371,787 | - | 2,169 | 193,451 |
| | Provision for Compensated Absences | 421,635 | - | 375,992 | 395,396 |
| | Others : | | | | |
| | Proposed dividend | - | - | - | - |
| | Provision for Corporate Dividend Tax | - | - | - | - |
| | Provision for Tax | 714,896 | | | |
| | | 1,508,318 | - | 378,161 | 588,847 |

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9 Fixed Assets

(Amount in Rs.)

[illegible]

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| 10 | LOANS AND ADVANCES | Long Term | | Short Term | |
|-----|---|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| ii) | Security Deposits Receivable Unsecured, considered good | | | | |
| | | 1,254,760 | 666,652 | - | - |
| | (A) | 1,254,760 | 666,652 | - | - |
| | Loans and advances to related parties Unsecured, considered good | | | | |
| | | 15,248,608 | 13,309,184 | - | - |
| | (B) | 15,248,608 | 13,309,184 | - | - |
| | Advances recoverable in cash or in kind Unsecured, considered good | | | | |
| | | - | - | 211,188,763 | 88,461,747 |
| | (C) | - | - | 211,188,763 | 88,461,747 |
| | Other Advances | | | | |
| | | | | | |
| | b) Advance Tax | - | 1,404,646 | - | - |
| | | - | (1,301,926) | - | - |
| | Less : Provision for Tax | - | 102,720 | - | - |
| | (D) | - | 102,720 | - | - |
| | Total (A+B+C+D) | 16,503,368 | 14,078,556 | 211,188,763 | 88,461,747 |

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| 11 | Trade Receivables | Non Current | | Current | |
|----|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| a) | Trade receivables outstanding for a period exceeding six months from the date they are due for payment | | | | |
| | Unsecured, considered good | - | - | 451,667,677 | 271,091,534 |
| | Unsecured, considered doubtful | 607,176,444 | 456,291,073 | - | (7,877,528) |
| | Less: Provision for doubtful debts | (607,176,444) | (456,291,073) | - | 7,877,528 |
| | | - | - | 451,667,677 | 271,091,534 |
| | b) Other Trade Receivables | | | | |
| | Unsecured, considered good | - | - | 162,560,268 | 226,930,130 |
| | | - | - | 162,560,268 | 226,930,130 |
| | | | | | |
| | | - | - | 614,227,945 | 498,021,664 |
| | | | | | |

| 12 | OTHER ASSETS | Non Current | | Current | |
|----|------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| | Unbilled revenue | - | - | 100,045,622 | 71,882,357 |
| | | - | - | 100,045,622 | 71,882,357 |

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| 13 | Cash and Bank Balances | Non Current | | Current | |
|----|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. | As at 31st March 2012 Rs. | As at 31st March 2011 Rs. |
| | Cash and cash equivalents: Balance with banks Current Accounts Cheques, drafts on hand | | | 152,716,128 | 82,986,841 |
| | | | | 64,257,839 | - |
| | | | | 216,973,967 | 82,986,841 |
| | | - | - | 216,973,967 | 82,986,841 |
| | | - | - | | |
| | | - | - | 216,973,967 | 82,986,841 |

14 Contingent Liabilities

The company has no contingent liabilities as at the balance sheet date.

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| 15 | Revenue from Operations | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|--|--------------------------------------|--------------------------------------|
| | Sale of Products : Revenue From Operation | 688,842,193 | 546,647,431 |
| | Sale of Services | - | - |
| | | <u>688,842,193</u> | <u>546,647,431</u> |
| | | | |

| 16 | Other Income | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|--|--------------------------------------|--------------------------------------|
| | Interest Income | 724,301 | 1,487,721 |
| | Gain on foreign currency translation and transaction (net) | - | 4,971,151 |
| | | <u>724,301</u> | <u>6,458,872</u> |
| | | | |

NIIT Antilles NV

| 17 | Employee Benefits Expenses | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|-----------|---|---|---|
| | Salaries and Benefits | 33,386,978 | 23,254,451 |
| | Contribution to Provident and Other Funds | 260,053 | 157,596 |
| | Welfare and Other expenses | 541,752 | 198,943 |
| | | 34,188,783 | 23,610,990 |

18 Disclosure of AS 15

RETIREMENT BENEFIT PLANS

a. Compensated Absences

| S. No. | Particulars | As at March 31, 2012 (Rs.) | As at March 31, 2011 (Rs.) |
|---------------|---|---------------------------------------|---------------------------------------|
| i. | Change in Present value of Obligation : | | |
| | Present Value of obligation at the beginning of the year | 8,905 | 5,385 |
| | Benefits Paid | | -4,299 |
| | Interest Cost | 597 | 339 |
| | Current Service Cost | 3,539 | 4,941 |
| | Actuarial (gain)/ loss on Obligation | 2,638 | 2539 |
| | Present value of obligation at the end of the year | 15,680 | 8,905 |
| | Amount debited / (credited) to the Profit and Loss Account* | 0 | 0 |

***This has been debited in Profit and Loss Account under salaries and benefits**

ii Assumptions used:

| Particulars | NIIT Antilles NV | NIIT Antilles NV (South Africa Branch) |
|---------------------------|--|--|
| Discount Rate (per annum) | 3.00% | 9.40% |
| Future Salary Increase | 10% for first 5 years and 7% p.a. thereafter | 10% for first 5 years and 7% p.a. thereafter |

b. Gratuity

In accordance with Accounting Standard-15 (revised 2005)-Employee Benefits, an actuarial valuation was carried out in respect of contribution to Gratuity fund. Amount of obligation as at the year-end (as per actuarial report of independent actuary) is determined as under:

| Particulars | As at March 31, 2012 (Rs.) | As at March 31, 2011 (Rs.) |
|--|---|---|
| Change in benefit obligation:- | | |
| Present Value of Obligation at the beginning of the year | 4,357 | 2,737 |
| Interest cost | 131 | 95 |
| Current service cost | 1,470 | 1,410 |
| Benefits Paid | NIL | NIL |
| Actuarial (gain)/ loss on Obligations | 1,394 | 114 |
| Present value obligation as at the end of the year | 7,351 | 4,357 |

Change in Plan Assets-

| | | |
|--|-----|-----|
| Fair value of Plan Assets at the beginning of the year | NIL | NIL |
| Expected return on Plan Assets | NIL | NIL |
| Contributions | NIL | NIL |
| Benefits Paid | NIL | NIL |
| Actuarial gain/ (loss) on Plan Assets | NIL | NIL |
| Fair value of Plan Assets as at end of the year | NIL | NIL |

Amount of Assets/(Obligations) recognized in the Balance Sheet-

| Particulars | As at March 31, 2012 (Rs.) | As at March 31, 2011 (Rs.) |
|---|----------------------------------|----------------------------------|
| Fair value of Plan Assets | NIL | NIL |
| Present value of obligation | 7,351 | 4,357 |
| Net Asset/(Liability) recognized in the Balance Sheet | -7,351 | -4,357 |

| Particulars | Year ended March 31, 2012 (Rs.) | Year ended March 31, 2011 (Rs.) |
|--|--|--|
| Current service cost* | 1,470 | 1,411 |
| Interest Cost | 131 | 95 |
| Expected Return on Plans Assets | NIL | NIL |
| Net Actuarial (gain)/ loss recognized during the period | 1,394 | 114 |
| Expense / (Credit) recognized in profit and loss Account | 2,995 | 1,620 |

Assumptions used:-

| | |
|--|---------------------|
| | NIIT Antilles NV |
| Discount Rate (per annum) | 1% |
| Future Salary Increase | 5% |
| Expected Rate of Return on Plan Assets | N/A |

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| 19 | Other Expenses | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|--|--------------------------------------|--------------------------------------|
| | Rent (net of recoveries) | 5,826,175 | 4,625,647 |
| | Rates and Taxes | 49,709 | 323,578 |
| | Power & Fuel | 39,117 | 14,534 |
| | Communication | 1,908,446 | 1,722,138 |
| | Legal and Professional | 84,248,843 | 82,786,281 |
| | Management Cost Recovery by Holding Company | 12,102,066 | 9,556,751 |
| | Traveling and Conveyance | 9,141,543 | 6,668,174 |
| | Provision for Doubtful Debts | 6,440,702 | 33,462,420 |
| | Insurance | 670,618 | 429,373 |
| | Repairs and Maintenance - Others | 616,590 | 296,459 |
| | Loss on foreign currency translation and transaction (net) | 16,838,317 | - |
| | Bank Charges | 1,099,711 | 767,601 |
| | Marketing & Advertising Expenses | 11,438,231 | 4,162,328 |
| | Discounts & Rebates | 66,600 | 39,879 |
| | Sundry Expenses | 268,118 | 110,495 |
| | | <u>150,754,786</u> | <u>144,965,658</u> |
| | | | |

| 20 | Payment to Auditors | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|---------------------|--------------------------------------|--------------------------------------|
| | Audit fee & Others | 750,296 | 667,042 |
| | | <u>750,296</u> | <u>667,042</u> |
| | | | |

| 21 | Finance costs | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|------------------|--------------------------------------|--------------------------------------|
| | Interest Expense | 4,188,186 | - |
| | | <u>4,188,186</u> | <u>-</u> |
| | | | |

| 22 | Exceptional items | Year ended 31st March 2012 Rs. | Year ended 31st March 2011 Rs. |
|----|------------------------------|--------------------------------------|--------------------------------------|
| | Provision for doubtful debts | (83,546,194) | - |
| | | <u>(83,546,194)</u> | <u>-</u> |
| | | | |

23 Sundry Expenses

- i) Management Services amounting to Rs. 12,102,066/- (Previous Year Rs. 9,556,751/-)
- ii) Provision for Bad debt made during the year to the tune of INR 89,986,896 (Previous Year INR 33,462,420)

24 Unbilled Revenue

A total amount of Rs.24,838,219/- has been recognized as unbilled revenue during the year against contract. The foreseeable expense has been considered while arriving at the amount to be recognized. The amount will be billed to the customer over the period of contract.

- 25** Company has also carried out the business activities in South Africa through its branch in the South Africa. Separate books of accounts in local currency (ZAR) have been kept in respect of activities carried out by the branch and also been audited by the local auditor in compliance with the local laws. These financial statements also include financials of its South Africa branch based on the audited financial statement audited by the local auditor. Further for the purpose of translation of financial statement of branch, the branch has been considered as integral foreign operation, as it carries its business as an extension of the company.

26 RELATED PARTY TRANSACTIONS AS PER ACCOUNTING STANDARD 18:

A. Related party relationship where control exists:

Holding Company - NIIT Limited

B. Subsidiaries

- 1 NIIT Online Learning Ltd
- 2 Hole-in-the-Wall Education Ltd
- 3 Scantech Evaluation Services Ltd
- NEO Multimedia Limited (formerly known as NIIT Multimedia
- 4 Limited) ceased to be subsidiary company w.e.f. March 31, 2011
- 5 NIIT Yuva Jyoti Limited (w.e.f. May 25, 2011)
- 6 NIIT Institute of Finance Banking and Insurance Training Ltd
- 7 NIIT Institute of Process Excellence Limited
- 8 Evolv Services Limited
- 9 NIIT Ltd, UK
- 10 NIIT Antilles NV, Netherlands Antilles
- 11 NIIT Malaysia Sdn. Bhd, Malaysia
- 12 NIIT GC Ltd (formerly NIIT TVE Ltd, Mauritius)
- 13 NIIT China (Shanghai) Limited, Shanghai
- 14 NIIT Wu Xi Service Outsourcing Training School
- 15 Chongqing NIIT Education Consulting Limited, China
- 16 Wu Xi NIIT Information Technology Consulting Limited.
- 17 Changzhou NIIT Information Technology Consulting Limited
- 18 Su Zhou NIIT Information Technology Consulting Ltd
- PCEC NIIT Institute of Information Technology, Shanghai- (already
- 19 liquidated)
- 20 NIIT (USA) Inc, USA
- 21 NIIT Ventures Inc, USA
- 22 Element K Corporation, USA
- 23 (ceased to be subsidiary company w.e.f. 14/10/2011)
- 24 Element K India Private Limited, India
- 25 (ceased to be subsidiary company w.e.f. 14/10/2011)
- 26 Element K (UK) Limited, United Kingdom
- 27 (ceased to be subsidiary company w.e.f. 14/10/2011)
- 28 Element K, Canada
- 29 (ceased to be subsidiary company w.e.f. 14/10/2011)
- 30 PT NIIT Indonesia, Indonesia (Under liquidation)
- 31 NIIT West Africa Limited, Nigeria

C. Key Managerial Personnel

- 32 Harjeet Singh Chadha
- 33 Gregory Edward Elias

47.49 50.87

D. Details of significant transactions with the Related Parties carried out on an arm’s length basis:

| Nature of Transactions | Holding Company (NIIT Limited) | Affiliates (NIIT GC Limited, | Affiliates (NIIT Malaysia) | Affiliates (NIIT West Africa | Affiliates (NIIT USA Inc.) | Affiliates (NIIT Limited, UK) |
|--|---------------------------------|------------------------------|----------------------------|------------------------------|----------------------------|---------------------------------|
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| Purchase of Goods | 168,598,761 (135,557,923) | - | - | - | - | - |
| Sale of Goods | NIL (947,094) | NIL (3,627,753) | 682,574 (1,092,669) | 1,421,138 (NIL) | - | - |
| Receiving of Services | 90,890,019 (87,909,170) | - | - | - | - | - |
| Transfer of Expenses (Other professional Expenses) | NIL (NIL) | - | NIL (NIL) | NIL (NIL) | NIL (NIL) | - |
| Recovery of Expenses | 108,297 (66,562) | - | 7,503 (1,912) | 9,498 (NIL) | NIL (6,829) | - |
| Loans Given | - | - | - | - | NIL (85,452,500) | NIL (NIL) |
| Loans Given Received back | - | - | - | NIL (NIL) | NIL (85,452,500) | NIL (NIL) |
| Loan Taken | - | - | - | NIL (NIL) | 4,000,000 (NIL) | - |
| Interest received | - | 724,223 (692,405) | - | - | NIL (795,316) | NIL (NIL) |
| Interest Paid | - | NIL (NIL) | NIL (NIL) | NIL (NIL) | 3,942,335 (NIL) | NIL (NIL) |

D. Details of outstanding balances with related parties:

| | | | | | | |
|-------------|---------------------------|----------------------|-------------------------|---------------|-----------------|-------------|
| Receivables | 312,494 (2,815,104) | 162,799 (42,375,069) | 25,048,045 (10,807,004) | 960,059 (NIL) | (NIL) (NIL) | (NIL) (NIL) |
| Payable | 194,709,758 (121,388,867) | 162,784 (NIL) | (NIL) (NIL) | (NIL) (NIL) | 4,222,922 (NIL) | (NIL) (NIL) |

27 Deferred tax

Deferred tax has not been recognized in NIIT Antilles NV as a matter of prudence.

28 Leases:

Operating Lease:

Total of future minimum lease payments under non-cancelable lease in case of premises:

| Particulars | As on 31.03.2012 | As on 31.03.2011 |
|---------------------------------------|------------------|------------------|
| Amount payable within the next 1 year | 175,838 | 136,637 |

There is no amount payable in the next 2 to 5 years and beyond 5 years.

All the significant operating lease entered by the company are cancelable on a giving a notice of 1 to 3 months.

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

| Particulars | Year ended 31st March, 2012 (Rs.) | Year ended 31st March, 2011 (Rs.) |
|------------------------|---|---|
| In respect of Premises | 5,826,175 | 4,625,647 |

29 Previous year figures have been regrouped / recast to conform to Current Year classification.