

NIIT Limited UK

Balance Sheet as at 31st March 2012

PARTICULARS	Notes	As at 31st March 2012 INR	As at 31st March 2011 INR
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	1	12,649,466	12,649,466
Reserves and surplus	2	23,120,498	9,264,959
2 Current liabilities			
Trade Payables	3	201,809,971	144,859,646
Other current liabilities	4	28,010,347	22,952,765
Short-term provisions	5	1,683,013	-
TOTAL		267,273,295	189,726,836
II ASSETS			
1 Non-current assets			
Fixed assets	6		
Tangible assets		358,161	140,140
Long-term loans and advances	7	663,212	1,463,202
Other non-current assets	9	45,370,769	11,405,088
2 Current assets			
Cash and bank balances	10	39,721,110	15,482,759
Short-term loans and advances	7	25,640,487	395,056
Trade receivables	8	139,939,988	107,491,315
Other current assets	9	15,579,568	53,349,276
TOTAL		267,273,295	189,726,836

The accompanying Notes are an integral part of these Financial Statements

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

NIIT Limited UK

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

PARTICULARS	Notes	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
INCOME			
I. Revenue from Operations	11	467,141,870	230,445,865
II. Other Income	12	945,110	37,528,389
III. Total Revenue (I + II)		468,086,980	267,974,254
IV. EXPENDITURE			
Professional & Technical Outsourcing Expenses		395,151,174	195,733,433
Employee Benefits Expense	13	17,632,405	38,500,397
Other Expenses	14	45,547,480	25,629,607
Depreciation and Amortization Expense	6	99,119	45,061
Total Expenses		458,430,178	259,908,498
V. Profit before exceptional and extraordinary items and tax (III-IV)		9,656,802	8,065,756
VI. Profit before extraordinary items and tax (V - VI)		9,656,802	8,065,756
VII. Profit before tax (VII- VIII)		9,656,802	8,065,756
VIII. Tax expense:			
-Current tax		3,726,149	3,080,484
IX. Profit for the year		5,930,653	4,985,272
X. Earnings per equity share (Face Value USD 1 each)			
- Basic & Diluted		0.25	0.21

The accompanying Notes are an integral part of these Financial Statements

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

NIIT Limited UK

Cash Flow Statement for the year ended 31st March 2012

	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax and share of Associates' profits but after exceptional items	9,656,802	8,065,756
Adjustments for:		
Depreciation and Amortisation	99,119	45,061
Interest Income	(31,980)	-
(Profit)/ Loss on Fixed Assets sold	(369)	-
Foreign Exchange Adjustments	<u>9,044,118</u>	<u>(3,195,198)</u>
	9,110,888	(3,150,137)
Operating profit before working capital changes	18,767,690	4,915,619
Add / (Less): (Increase)/ Decrease in operating working capital:		
Trade Receivables	(36,052,761)	(24,766,401)
Loans and Advances & Other Current Assets	(21,459,663)	(48,217,278)
Current Liabilities and Provisions	<u>58,250,890</u>	<u>42,591,526</u>
	738,466	(30,392,153)
Cash generated from operations	19,506,156	(25,476,534)
Taxes paid (including TDS)	<u>(2,907,900)</u>	<u>(918,871)</u>
Net cash from Operating activities (A)	<u>16,598,256</u>	<u>(26,395,405)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (including Capital Work-in-progress)	(316,771)	(143,909)
Interest Received	31,980	-
Net cash used for Investing activities (B)	<u>(284,791)</u>	<u>(143,909)</u>
Net Increase/(Decrease) in Cash & Cash equivalents (A) + (B)	16,313,465	(26,539,314)
Currency Translation Adjustment	7,924,886	2,833,265
Cash and Cash equivalents as at the beginning of the year (Note 1)	15,482,759	39,188,808
Cash and cash equivalents as at the end of the year (Note 1)	<u>39,721,110</u>	<u>15,482,759</u>

Notes:

1 Cash and cash equivalents as on

	31st March 2012 INR	31st March 2011 INR
Cash, Cheques & Drafts (in hand) and Remittances in transit	1,234,842	10,671,121
Balances with banks *	38,486,268	4,811,638
	<u>39,721,110</u>	<u>15,482,759</u>

- 2** The above Cash flow statement has been prepared under the indirect method as set out in Accounting Standard 3 as notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the relevant provisions of the Companies Act, 1956.
- 3** Notes 1 - 20 form an integral part of the Cash Flow Statement.
- This is the Cash Flow Statement referred to in our report of even date.

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

1	SHARE CAPITAL	As at 31st March 2012 INR	As at 31st March 2011 INR
	Authorised 155,000 Equity Shares of GBP 1 each (Previous year 155,000 Equity Shares of GBP 1 each)	-	-
	Issued 155,000 Equity Shares of GBP 1 each are held by the Holding Company NIIT Limited India (Previous year 155,000 Equity Shares of GBP 1 each are held by the Holding Company NIIT Limited India)	12,649,466	12,649,466
		12,649,466	12,649,466
	Subscribed and fully paid 155,000 Equity Shares of GBP 1 each are held by the Holding Company NIIT Limited India (Previous year 155,000 Equity Shares of GBP 1 each are held by the Holding Company NIIT Limited India)	12,649,466	12,649,466
		12,649,466	12,649,466

1.1	Reconciliation of the number of shares outstanding	31st March 2012		31st March 2011	
		No. of shares	Value INR	No. of shares	Value INR
	Equity Shares				
	Shares outstanding at the beginning of the year	155,000	12,649,466	155,000	12,649,466
	Shares outstanding at the end of the year	155,000	12,649,466	155,000	12,649,466

1.2 Note on rights, preferences and restrictions attaching to Equity Shares

Rights, preferences and restrictions attached to shares:-

The company has one class of equity shares having a par value of \$ 1/- per share. Each shareholder is eligible for one vote per share held.

1.3	Shares in respect of each class in the company held by	Name of the company	Class of shares Equity/ Preference	As at 31st March 2012 No. of shares	As at 31st March 2011 No. of shares
	Holding company	NIIT Limited	Equity	155,000	155,000

1.4	Shares held by each shareholder holding more than 5% shares	31st March 2012		31st March 2011	
		% of holding	No. of shares	% of holding	No. of shares
	Equity Shares				
	NIIT Limited	100	155,000	100	155,000
	Total	100%	155,000	100%	155,000

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

2	RESERVES AND SURPLUS	As at 31st March 2012 INR	As at 31st March 2011 INR
	Surplus / (Defecit) in Statement of Profit & Loss		
	Balance Brought Forward from Previous year	11,061,356	6,076,084
	Add : Current year profit attributable to Shareholders	5,930,653	4,985,272
	Less:-		
	Interim Dividend on Equity Shares	-	-
		16,992,009	11,061,356
	Currency translation reserve		
	As per Last Balance Sheet	(1,796,397)	(4,680,080)
	Add : Currency Translation Reserve of Associates	-	-
	Increase/ (Decrease) during the year on translation of balances	7,924,886	2,883,683
		6,128,489	(1,796,397)
		23,120,498	9,264,959

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

3	Trade Payables	Non Current		Current	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
	Sundry Creditors				
	- Due to Others	-	-	201,809,971	144,859,646
		-	-	201,809,971	144,859,646

4	OTHER LIABILITIES	Long Term Liabilities		Current Liabilities	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
	Deferred Revenue	-	-	15,742,036	6,078,951
	Payable to Employees	-	-	245,876	165,756
	Statutory Dues	-	-	173,659	(8,272,578)
	Other Payables	-	-	11,848,776	24,980,636
		-	-	28,010,347	22,952,765

5	Provisions	LONG-TERM		SHORT-TERM	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
	Provision for Tax:				
	Provision for Tax	-	-	4,070,118	-
	Less: Advance Tax	-	-	(2,387,105)	-
		-	-	1,683,013	-

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

6 Fixed Assets

(Amount in USD)

Description of Assets	GROSS BLOCK					DEPRECIATION AND AMORTISATION					NET BLOCK	
	Cost As on 01.04.2011	Additions during the year	Sales / Adj. during the year	Currency Translation Adjustment	Total as on 31.03.2012	As on 01.04.2011	For the year	Sales / Adj. during the year	Currency Translation Adjustment	Total as on 31.03.2012	As on 31.03.2012	As on 31.03.2011
<u>i) Tangible</u>												
Plant & Equipment -Owned	432,786	293,556	10,624	78,149	793,867	292,646	99,119	3,003	46,944	435,706	358,161	140,140
Sub Total	432,786	293,556	10,624	78,149	793,867	292,646	99,119	3,003	46,944	435,706	358,161	140,140
Total	432,786	293,556	10,624	78,149	793,867	292,646	99,119	3,003	46,944	435,706	358,161	140,140
Previous Year	252,961	143,909	-	35,916	432,786	252,961	45,061	-	(5,376)	292,646	140,140	

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

7	LOANS AND ADVANCES Unsecured, considered good	Long Term		Short Term	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
i)	Advances recoverable in cash or in kind	663,212	1,463,202	25,640,487	1,259,820
		663,212	1,463,202	25,640,487	1,259,820
ii)	Advance Tax	-	-	-	2,126,622
	Less : Provision for Tax	-	-	-	(2,991,386)
		-	-	-	(864,764)
	Total	663,212	1,463,202	25,640,487	395,056

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

8	Trade Receivables	Non Current		Current	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
a)	Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
	Unsecured, considered good	-	-	-	7,070,085
	Unsecured, considered doubtful	8,157,045	7,138,231	-	-
	Less: Provision for doubtful debts	(8,157,045)	(7,138,231)	-	-
		-	-	-	7,070,085
b)	Other Trade Receivables				
	Unsecured, considered good	-	-	139,939,988	100,421,230
	Unsecured, considered doubtful	-	-	-	-
	Less: Provision for doubtful debts	-	-	-	-
		-	-	139,939,988	100,421,230
		-	-	139,939,988	107,491,315

9	OTHER ASSETS	Non Current		Current	
		As at 31st March 2012 INR	As at 31st March 2011 INR	As at 31st March 2012 INR	As at 31st March 2011 INR
	Unbilled revenue	45,370,769	11,405,088	8,358,000	36,354,055
	Interest Receivable	-	-	-	-
	Other Receivables	-	-	7,221,568	16,995,221
		45,370,769	11,405,088	15,579,568	53,349,276

NIIT Limited UK

Notes to the Financial Statements for the year ending March 31, 2012

10	Cash and Bank Balances	Current	
		As at 31st March 2012 INR	As at 31st March 2011 INR
	Cash and cash equivalents:		
	Balance with banks		
	Current Accounts	40,745,679	4,706,048
	Cheques, drafts on hand	1,234,842	10,671,121
		39,721,110	15,482,759

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

11	Revenue from Operations	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
	Sale of Services	466,738,933	229,146,952
	Subscription revenue	402,937	1,298,913
		<u>467,141,870</u>	<u>230,445,865</u>

12	Other Income	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
	Interest Income	31,980	12,612
	Service Fee	902,924	37,502,308
	Miscellaneous Income	10,206	13,469
		<u>945,110</u>	<u>37,528,389</u>

NIIT Limited UK

Notes to the Financial Statements for the year ending March 31, 2012

13	Employee Benefits Expenses	Year ended	Year ended
		31st March 2012	31st March 2011
		INR	INR
	Salaries and Benefits	15,566,686	38,478,957
	Contribution to 401K Plan	2,052,055	-
	Welfare and Other expenses	13,664	21,440
		17,632,405	38,500,397

NIIT Limited UK
Notes to the Financial Statements for the year ending March 31, 2012

14 Other Expenses	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
Rates and Taxes	-	12,279
Communication	1,000,529	1,039,817
Legal and Professional	6,423,069	5,447,268
Management Cost Recovery by Holding Company	1,289,322	945,997
Traveling and Conveyance	13,534,924	8,288,135
Insurance	97,110	93,341
Repairs and Maintenance - Plant and Machinery	25,145	72,581
Loss on Sale of Fixed Assets (Net)	369	-
Loss on foreign currency translation and transaction (net)	14,535,767	3,510,315
Bank Charges	620,447	479,693
Marketing & Advertising Expenses	2,729,449	1,854,401
Sundry Expenses	300,570	56,025
	45,547,480	25,629,607

Legal and Professional expenses include:

Payment to Auditors	Year ended 31st March 2012 INR	Year ended 31st March 2011 INR
Audit fee	769,880	
Others	68,673	
Reimbursement of expenses (including Service Tax)	68,827	
	907,381	-