

NIIT (USA) Inc.

**Special Purpose Financial Statements for the year ended
March 31, 2015**

The Board of Directors
NIIT (USA) Inc.
Atlanta, Georgia,
United States of America

Report on special purpose financial statements

1. This report is issued in accordance with the terms of our agreement dated May 20, 2015.
2. We have audited the accompanying special purpose financial statements of NIIT (USA) Inc. (the "Company") which comprise the balance sheet as at March 31, 2015, and the statement of profit and loss and cash flow statement for the year ended on that date and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Scope

3. The scope of our audit was restricted by an overall materiality level of USD 132,000 which has been determined based on the component materiality level in the context of the audit of the consolidated financial statements of NIIT Limited, the Holding Company.

Management's Responsibility for the Financial Statements

4. Management is responsible for the preparation of these special purpose financial statements in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, of India, (the "accounting principles generally accepted in India") to the extent considered relevant by it for the purpose for which these special purpose financial statements have been prepared. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of special purpose financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

5. Our responsibility is to express an opinion on these special purpose financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

8. Based on our audit, performed within the materiality limits specified in paragraph 3 above, we report that:
- We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - The Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
 - In our opinion and to the best of our information and according to the explanations given to us, the special purpose financial statements, together with the notes thereon and attached thereto, fairly present, in all material respects, in conformity with the accounting principles generally accepted in India:
 - in the case of the Balance Sheet, the state of affairs of the Company as at March 31, 2015;
 - in the case of the Statement of Profit and Loss, the profit for the year ended on that date; and
 - in the case of the Cash flow statement, of the cash flows for the year ended on that date

Emphasis of Matter – Basis of Preparation

9. We draw attention to Note 2.1 to the special purpose financial statements, which describes the basis of its preparation. The special purpose financial statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are considered irrelevant by the Management and the intended users of the special purpose financial statements for the purposes for which those have been prepared. Our opinion is not qualified in respect of this matter.

Other Matter

10. The special purpose financial statements dealt with by this report have been prepared for the express purpose of and use of management and the Board of Directors in their preparation of consolidated financial statements of the Holding Company. The Consolidated Financial Statements of the Holding Company is required to be audited in order to comply with Clause 32 of the Listing Agreement in India.

Restriction on Use

11. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of any financial statements of the Company.



12. This report is addressed to the Board of Directors of the Company and has been prepared for and only for the purposes set out in paragraph 10 above. This report should not be otherwise used or shown to or otherwise distributed to any other party or used for any other purpose except with our prior consent in writing. Price Waterhouse neither accepts nor assumes any duty, responsibility or liability to any other party or for any other purpose.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants



Usha Rajeev
Partner
Membership No. 087191

Place: GURGAON
Date: May 27, 2015

NIIT (USA) Inc., USA

Balance Sheet as at March 31, 2015

PARTICULARS	Notes	As at March 31, 2015 USD	As at March 31, 2014 USD
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	10,662,113	17,162,113
Reserves and surplus	4	241,356	75,442
2 Non-current liabilities			
Deferred tax liabilities (net)	12	470,359	692,135
Long-term borrowings	5	73,610	305,788
Other Long term liabilities	8	45,000	95,000
Long-term provisions	9	-	500,000
3 Current liabilities			
Short-term borrowings	6	2,200,000	-
Trade Payables	7	7,556,331	7,249,905
Other current liabilities	8	1,292,740	1,430,809
Short-term provisions	9	339,089	782,950
TOTAL		22,880,598	28,294,142
II ASSETS			
1 Non-current assets			
Fixed assets	10		
Tangible assets		1,330,701	1,638,456
Intangible assets		3,594,452	3,430,379
Intangible assets under development		122,741	1,050,078
Non-current investments	11	-	100
Long-term loans and advances	13	31,313	2,427,404
Other non-current assets	16	-	108,963
2 Current assets			
Cash and bank balances	17	470,604	1,782,229
Short-term loans and advances	13	3,666,051	6,587,364
Trade receivables	14	7,426,022	5,653,726
Other current assets	16	6,238,714	5,615,443
TOTAL		22,880,598	28,294,142

The Notes are an integral part of these Special Purpose Financial Statements.

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

For and on behalf of the Board

For Price Waterhouse
Firm Registration No.: 301112E
Chartered Accountants

Sapnesh Lalla
Director

Vijay K Thadani
Director
DIN - 00042527

Usha Rajeev
Partner
Membership No. 087191

P R Subramanian
Chief Financial Officer

Place: GURGAON
Date: May 27, 2015

Place: Atlanta, USA
Date: May 27, 2015

NIIT (USA) Inc., USA


Statement of Profit & Loss for the year ended March 31, 2015

PARTICULARS	Notes	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
INCOME			
I. Revenue from Operations	19	42,338,473	38,324,998
II. Other Income	20	1,152,154	731,489
III. Total Revenue (I + II)		<u>43,490,627</u>	<u>39,056,487</u>
IV. EXPENDITURE			
Professional & Technical Outsourcing Expenses		24,155,428	22,926,014
Employee Benefits Expense	21	9,295,786	7,066,054
Other Expenses	22	6,508,116	5,836,003
Finance Costs	23	134,934	41,655
Depreciation and Amortization Expense		1,936,997	1,588,486
Total Expenses		<u>42,031,261</u>	<u>37,458,212</u>
V. Profit before exceptional items and tax (III-IV)		<u>1,459,366</u>	<u>1,598,275</u>
VI. Exceptional items (Net)	24	1,307,115	(824,301)
VII. Profit before tax (V - VI)		<u>152,251</u>	<u>2,422,576</u>
VIII. Tax expense:	12		
(1) Current Tax		166,697	134,472
(2) AMT Credit Entitlement		-	(730,785)
(3) Deferred Tax (Credit)		(221,776)	1,501,135
(4) Provision for Tax relating to earlier years (written back)		(33,273)	(586,800)
IX. Profit for the year		<u>240,603</u>	<u>2,104,554</u>
X. Earnings per equity share (Face Value USD 1 each)	26		
- Basic		0.02	0.10
- Diluted		0.02	0.10

The Notes are an integral part of these Special Purpose Financial Statements.

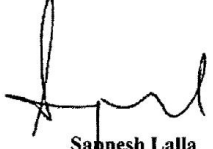
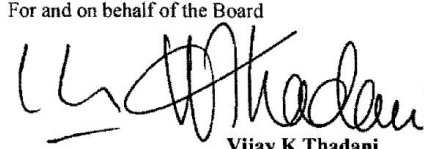
This is the Statement of Profit and Loss referred to in our report of even date.

For **Price Waterhouse**
Firm Registration No.: 301112E
Chartered Accountants


Usha Rajeev
Partner
Membership No. 087191

Place: **GURGAON**
Date: May 27, 2015

For and on behalf of the Board

 
Sapnesh Lalla **Vijay K Thadani**
Director Director
DIN - 00042527


P R Subramanian
Chief Financial Officer

Place: Atlanta, USA
Date: May 27, 2015

NIFT (USA) Inc., USA
Cash Flow Statement for the year ended March 31, 2015

	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	152,251	2,422,576
Adjustments for:		
Depreciation and Amortisation	1,936,997	1,588,486
Interest Expenses	134,934	41,655
Interest Income	(246,054)	(269,784)
Provision for Doubtful Debts	87,838	-
Provision for Unbilled Revenue	86,000	315,000
Provision for Indemnity and litigation	-	(1,675,000)
Provision for Compensated Absences	56,139	18,950
Unrealized Foreign exchange loss / (gain)	7,014	(5,932)
	2,062,868	13,375
Operating profit before working capital changes	2,215,119	2,435,951
Movement in working capital:		
Trade Receivables	(1,945,426)	1,951,652
Loans and Advances & Other Current Assets	5,193,530	4,769,298
Current Liabilities and Provisions	(647,702)	2,330,319
	2,600,402	9,051,269
Cash generated (used in) / from operations	4,815,521	11,487,220
Taxes paid (including withholding taxes)	(671,421)	(444,554)
Net cash (used in)/ from Operating activities (A)	4,144,100	11,042,666
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (including intangibles under development)	(1,271,364)	(1,778,572)
Proceeds from Sale of Investments in Subsidiary/Associates	7,956	-
Interest Received	307,617	209,734
Net cash from Investing activities (B)	(955,791)	(1,568,838)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Buyback of shares	(6,500,000)	(7,000,000)
Premium paid on buyback of shares	(65,000)	(70,000)
Term Loan raised/ (repaid) during the year	2,200,000	-
Other loans received (leases) net	-	293,855
Interest Paid (including financing charges on finance lease arrangements)	(134,934)	(41,655)
Dividend Paid	-	(5,600,000)
Net cash (used in) Financing activities (C)	(4,499,934)	(12,417,800)
Net Increase/(Decrease) in Cash & Cash equivalents (A) + (B) + (C)	(1,311,625)	(2,943,972)
Cash and Cash equivalents as at the beginning of the year (Note 1)	1,782,229	4,726,201
Cash and cash equivalents as at the end of the year (Note 1)	470,604	1,782,229

Notes:

- 1 Cash and cash equivalents as on

	March 31, 2015 USD	March 31, 2014 USD
Cheques & Drafts (in hand)	-	-
Balances with banks	470,604	1,782,229
	<u>470,604</u>	<u>1,782,229</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 of India.
- 3 The accompanying Notes form an integral part of the Cash Flow Statement.
- 4 Previous year figures to the extent feasible have been regrouped / recast wherever necessary to conform to current year's classification.

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of the Board

For Price Waterhouse
 Firm Registration No. : 301112E
 Chartered Accountants

Usha Rajeev
 Partner
 Membership No. 087191

Place : GURGAON
 Date : May 27, 2015

Sapnesh Lalla
 Director

Vijay K Thadani
 Director
 DIN - 00042527

P.R. Subramanian
 Chief Financial Officer

Place : Atlanta, USA
 Date : May 27, 2015

NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

1 Company background

NIIT (USA) Inc., USA (the Company) is a wholly owned subsidiary of NIIT Limited, a leading global talent management company. The Company is in the learning business providing services to customers in United States of America, Europe and in the regions of Asia - Pacific and has branches in Australia and Singapore.

2 Significant Accounting Policies

2.1 BASIS OF PREPARATION OF ACCOUNTS

These special purpose financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis except for certain assets acquired pursuant to acquisitions which were accounted for on fair value which was considered as cost.

These special purpose financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to the section 133 of the Companies Act, 2013, read with the rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products 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 as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Other significant accounting policies adopted by the Company is detailed below:

i) Tangible Fixed Assets and Depreciation

Fixed Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any, except where they are taken over pursuant to an acquisition at a consolidated price. Individual fixed assets taken over pursuant to acquisition are recorded at their fair value on the date of acquisition based on valuation carried out by independent valuers.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets or the rates prescribed under Schedule II to the Companies Act, 2013, whichever is higher, in order to reflect the actual usage of the assets :

Asset Description	Useful Life
Plant and Equipments including:	
- Computers, printers and related accessories	3 years
- Electronic Equipments	8 years
- Air Conditioners	10 years
Office Equipments	5 years
Furniture & Fixtures	7-10 years
Leasehold Improvements	3-5 years or lease period
Assets acquired under lease (Included under Plant & Equipments and Furniture & Fixtures)	whichever is shorter
Assets under employee benefits scheme	3 years
All other assets	Rates prescribed under Schedule II to the Companies Act, 2013

Intangible Fixed Assets and Amortisation

Intangible Assets are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any.

Expenses incurred on internal development of educational content and products are capitalised, once their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Accounting Standard 26, "Intangible Assets". Expenses incurred during research phase till the establishment of commercial feasibility are charged to the Statement of Profit and Loss.

Amortization is provided on a pro-rata basis on the straight-line method over the estimated useful lives of 3-5 years.

Further, educational content, computer system and software are technically evaluated each year for their useful economic life and the unamortized amount of the asset is charged to Statement of Profit and Loss as amortization over their revised remaining useful life.

Impairment of Assets

All assets other than inventories, investments and deferred tax asset, are reviewed for impairment, wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount.

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 Statement of Profit and Loss. Short-term investments are carried at cost or market value.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

v) Revenue Recognition

The revenue from time and material contracts is recognized on a man month basis. In respect of fixed price contracts, revenue is recognized based on the technical evaluation of utilization of products and as per the proportionate completion method. The foreseeable losses on completion of contract, if any, are provided for.

vi) Other Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate.

vii) Employee Benefits

401 (K) Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of the employees in USA under 401 (K) plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation.

Superannuation Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of the employees in Australia under the Superannuation plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation.

Provident Fund

The company makes defined contributions on a monthly basis towards retirement benefits of the employees in Singapore under the Provident Fund plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation.

Compensated Absences

Accumulated compensated absences, which are expected to be availed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulated compensated absences expected to be availed based on the unutilised entitlement as at the year end.

viii) 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 are restated at the end of accounting period. Gains/Losses arising out of fluctuations on realisation/payment or restatement are charged/ credited to the Statement of Profit and Loss.

Foreign currency assets/ liabilities covered by forward contracts are stated at the forward contract rate and differences between the forward rate and the exchange rate at the inception of the forward contract are recognised to the Statement of Profit and Loss over the life of the respective contracts.

Transactions and balances of an integral foreign operation are translated using the principles and procedures as if the translations of the foreign operations are those of the Company itself.

ix) Leases

The Company has taken assets as well as premises on lease. Lease rental in respect of operating lease arrangements are charged to expense Statement of Profit and Loss on a straight line basis as per the terms of the related agreement.

Finance lease transactions are considered as financing arrangements in accordance with Accounting Standard 19 - Leases and the leased asset is capitalized at an amount equal to the present value of future lease payments and a corresponding amount is recognized as a liability. The lease payments made are apportioned between finance charge and reduction of outstanding liability in relation to the leased asset.

x) Borrowing Costs

Borrowing costs are recognised in the Statement of Profit and Loss for the period in which they are incurred except where the cost is incurred during the construction of an asset that takes a substantial period to get ready for its intended use, in which case, it is capitalised. Ancillary costs in connection with the arrangement of borrowing are amortized over the period of the respective loan.

i) Taxation

Tax expense for the period, comprising current and deferred tax, are included in the determination of net profit for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws in USA.

i) 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. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Disclosure of third party claims are made on merits where management foresees possibilities of any outflow of resources.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

iii) Earnings Per Share

The earnings considered in ascertaining the Company's Earnings per share ('EPS') comprises the Net Profit after Tax. The number of shares used in computing the Basic EPS is the weighted average number of shares outstanding during the year. The Diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential Dilutive Equity Shares.

iv) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

v) Repurchase of equity shares

Premium paid on repurchase of equity shares is accounted for as distribution of reserves.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

3	SHARE CAPITAL	As at March 31, 2015 USD	As at March 31, 2014 USD
	Authorised 25,000,000 (Previous year - 25,000,000) Equity Shares of USD 1	25,000,000	25,000,000
	Issued 10,662,113 (Previous year - 17,162,113) Equity Shares of USD 1 each	10,662,113	17,162,113
		<u>10,662,113</u>	<u>17,162,113</u>
	Subscribed and fully paid 10,662,113 (Previous year - 17,162,113) Equity Shares of USD 1 each	10,662,113	17,162,113
		10,662,113	17,162,113

3.1	Reconciliation of the number of shares outstanding	As at March 31, 2015		As at March 31, 2014	
		No. of shares	Value USD	No. of shares	Value USD
	Equity Shares				
	Shares outstanding at the beginning of the year	17,162,113	17,162,113	24,162,113	24,162,113
	Shares bought back during the year	(6,500,000)	(6,500,000)	(7,000,000)	(7,000,000)
	Shares outstanding at the end of the year	10,662,113	10,662,113	17,162,113	17,162,113

3.1.1 During the year, the Company repurchased 6,500,000 shares (Previous year 7,000,000) @ USD 1.01 per share (previous year USD 1.01 per share) from its sole shareholder. The shares repurchased stand cancelled as at the year end.

3.2 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.

3.3	Shares in respect of each class in the Company held by	Name of the company	Class of shares Equity/ Preference	As at March 31, 2015 No. of shares	As at March 31, 2014 No. of shares
	Holding company	NIIT Limited	Equity	10,662,113	17,162,113
	Total			10,662,113	17,162,113

3.4	Shares held by each shareholder holding more than 5% shares	March 31, 2015		March 31, 2014	
		% of Holding	No. of Shares	% of Holding	No. of Shares
	Equity Shares				
	NIIT Limited	100	10,662,113	100	17,162,113
	Total	100%	10,662,113	100%	17,162,113



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

4	RESERVES AND SURPLUS	As at	As at
		March 31, 2015	March 31, 2014
		USD	USD
	Surplus in Statement of Profit & Loss		
	Balance Brought Forward from Previous year	75,442	3,640,888
	Add : Current year profit attributable to Shareholders	240,603	2,104,554
	Add:- Reserve from NIIT Ventures Inc. Merger (Refer Note 11.1)	7,856	-
	Less:-		
	Additional depreciation charged to Reserve (Refer Note 10.3)	17,545	
	Interim Dividend on Equity Shares	-	5,600,000
	Transferred to/from General Reserve- Premium on repurchase of equity shares (Refer Note 4.1)	65,000	70,000
		241,356	75,442
		241,356	75,442

4.1 During the year, the Company has repurchased part of its equity capital, aggregating to \$ 6,500,000, (Previous Year \$ 7,000,000) from the holding company at a premium of \$ 0.01 per equity share. The amount of consideration has been determined based on valuation carried out by an independent expert of the Company. The shares repurchased have been cancelled by the Company. The premium on repurchase has been charged to the accumulated reserves of the Company.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

5	LONG TERM BORROWINGS	Non Current Portion		Current Maturities	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
A)	UNSECURED				
	Finance Lease Obligation (Refer Note 28.2)	73,610	305,788	232,182	387,845
	Sub Total (A)	73,610	305,788	232,182	387,845
C)	Amount disclosed under the head "Other Current Liabilities" (Refer Note 8)			(232,182)	(387,845)
	Total (A+B)	73,610	305,788	-	-

6	SHORT TERM BORROWINGS	As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
A)	SECURED				
i)	Loans from Banks				
a	Working Capital Loan		-	2,200,000	-
	Total (A+B)	-	-	2,200,000	-

6.1 During the previous year, the Company availed working capital facility of USD 7,500,000 (@ Libor + 2.5% per annum) with Bank of West. The facility is secured by Letter of Credit issued by BNP Paribas backed by Corporate Guarantee from NIIT Limited. This facility was renewed during November 2014 for another period of 1 year.



NIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

7	TRADE PAYABLES	Non Current		Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
	Sundry Creditors	-	-	7,556,331	7,249,905
		-	-	7,556,331	7,249,905

8	OTHER LIABILITIES	Long Term Liabilities		Current Liabilities	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
	Current Maturities of Long Term Borrowings	-	-	232,182	387,845
	Deferred Revenue	-	-	-	7,500
	Advances from Customers	-	-	56,387	81,209
	Statutory Dues	-	-	95,734	73,045
	Other Payables (refer note 8.1)	45,000	95,000	908,437	881,210
		45,000	95,000	1,292,740	1,430,809

8.1 Other payables includes the following amounts -

(a) USD 858,437 (Previous Year : USD 443,889) due to employees of the Company.

(b) During the year, the Company settled an ongoing law suit, in respect of an alleged contract liability relating to an acquisition made in 2003-04, for a consideration of USD 500,000 out of which amount of USD 95,000 (previous year USD 95,000) is payable in instalments (a) USD 50,000 by June 1, 2015 and (b) USD 45,000 by June 1, 2016. The Company had accrued for the same in the previous year.

9	PROVISIONS	Long-Term		Short-Term	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
	Provision for employee benefits :				
	Provision for Compensated Absences - Short term	-	-	339,089	282,950
	Others :				
	Provision for Indemnity (Refer Note 9.1)	-	500,000	-	500,000
		-	500,000	339,089	782,950

9.1 Movement in Provision for Indemnity (Refer Note 24)

Particulars	As at March 31, 2015	As at March 31, 2014
Opening Balance	1,000,000	4,675,000
Less : Payments / Reversals	(1,000,000)	(3,675,000)
Balance at the year end	-	1,000,000



NHIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended 31.03.2015

10 FIXED ASSETS

Description of Assets	GROSS BLOCK			DEPRECIATION AND AMORTISATION	
	Cost As on 01.04.2014	Additions during the year	Total as on 31.03.2015	As on 01.04.2014	For the year
i) Tangible					
Plant & Equipment					
-Owned	1,195,692	118,822	1,314,514	441,064	163,822
-Leased	1,306,675	-	1,306,675	449,901	305,400
Lease Hold Improvements	20,682	-	20,682	11,428	5,400
Furniture & Fixtures					
-Owned	173,740	59,243	232,983	155,940	11,000
Sub Total (a)	2,696,789	178,065	2,874,854	1,058,333	485,622
ii) Intangible					
Goodwill	1,360,011	-	1,360,011	1,360,011	-
Software - Internally generated	1,138,874	1,569,669	2,708,543	1,104,078	246,200
Software Acquired	8,993,697	63,126	9,056,823	5,598,114	1,222,500
Sub Total (b)	11,492,582	1,632,795	13,125,377	8,062,203	1,468,700
Total (a+b)	14,189,371	1,810,860	16,000,231	9,120,536	1,954,322
Previous year	13,167,022	1,022,349	14,189,371	7,532,050	1,588,400

(iii) Intangible Assets under development

10.1 Expenses capitalised in respect of development of internally generated intangibles during the year

Particulars	Amount in USD	
	For the year ended March 31, 2015	For the year ended March 31, 2014
- Salaries and Benefits	572,477	485,510
- Professional outsourcing	54,638	437,820
- Other Expenses	15,217	126,748
	642,332	1,050,078

10.2 Intangibles include softwares (tools and platforms) whose remaining amortisation period is 1 to 4 years. None of these are individually material to these financial statements.

10.3 Depreciation for the year includes an amount of USD 17,545 charged directly to Reserves and USD 51,793 charged to the depreciation expense for the year with Schedule II of the Companies Act, 2013 of India.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

11	INVESTMENTS	Non Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	A. Trade: Equity Investment (at cost, unquoted) Investment in Subsidiary 100 Shares (Previous year 100 Shares) of 1 USD each fully paid up held in NIIT Ventures Inc., USA.	-	100
		-	100
	Aggregate amount of Unquoted Investment		100

11.1 The Board of Directors at its meeting held on December 1, 2014 approved a Plan of Merger ('the Merger') between the Company and its erstwhile subsidiary NIIT Ventures Inc, USA (also, referred to as 'the transferor company') for the streamlining of the group structure.

Pursuant to the Merger plan, the businesses of the transferor company, together with all the properties, assets, rights, liabilities and interest therein were transferred to and vest in the Company, as a going concern, with effect from December 1, 2014.

The Merger is accounted for using 'Pooling of Interest' method as set out in Accounting Standard (AS) 14 Accounting for Amalgamations. Accordingly,

- (i) All the assets and liabilities as on the effective date, of the transferor company, became the assets and liabilities of the Company.
- (ii) The reserves of the transferor company, as on the effective date, were recorded in the same form and values in the books of the Company.
- (iii) The inter-company balances, as on the appointed date, were cancelled.
- (iv) The investments appearing in the books of the Company, were cancelled against the share capital of the transferor company with the net surplus being accounted for in the balance in Surplus/(Deficit) in Statement of Profit and Loss in accordance with AS 14 and generally accepted accounting principles in India and approved by the Board of Directors in their meeting on May 27, 2015.

As on the date of merger, there were no assets and liabilities other than bank balance. Surplus over the investment value was transferred to the Surplus in Statement of Profit and Loss (Refer Note 4) after cancellation of equity shares.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

12 TAXATION

- a) Current tax expense comprises of federal and state taxes payable on income.
b) Deferred Tax Liability / (Asset) (net)

Deferred Tax Assets/Liabilities	Amount in USD	
	As on March 31, 2015	As on March 31, 2014
Deferred Tax Liabilities:		
a) Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation.	606,816	1,195,105
Total (A)	606,816	1,195,105
Deferred Tax Assets:		
a) Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax:		
- Provision for Compensated Absences	(132,635)	(110,691)
- Unrealised foreign currency	(3,822)	(1,079)
- Provision for indemnity	-	(391,200)
Total (B)	(136,457)	(502,970)
Net Deferred Tax Liabilities/ (Assets)	470,359	692,135



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

13	LOANS AND ADVANCES Unsecured, considered good	Long Term		Short Term	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
i)	Security Deposits Receivable	27,404	27,404	-	-
		27,404	27,404	-	-
ii)	Loans and advances to related parties	-	2,400,000	-	3,250,000
iii)	Advances recoverable in cash or in kind	3,909	-	255,134	464,444
		31,313	2,427,404	255,134	3,714,444
iv)	Advance Tax	-	-	2,891,537	2,265,544
	Less : Provision for Tax	-	-	(211,405)	(123,409)
		-	-	2,680,132	2,142,135
v)	AMT Credit entitlement	-	-	730,785	730,785
		-	-	730,785	730,785
	Total	31,313	2,427,404	3,666,051	6,587,364



NHT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

14	TRADE RECEIVABLES	Non Current		Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
a)	Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
	Unsecured, considered good	-	-	75,424	30,095
	Unsecured, considered doubtful	124,509	20,171	-	-
	Less: Provision for doubtful debts	(124,509)	(20,171)	-	-
		-	-	75,424	30,095
b)	Other Trade Receivables				
	Unsecured, considered good	-	-	7,350,598	5,623,631
		-	-	7,350,598	5,623,631
		-	-	-	-
		-	-	7,426,022	5,653,726
		-	-	-	-

15	PROVISION FOR DOUBTFUL DEBTS	Non Current		Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
	Opening Provision	20,171	20,171	-	-
	Add: Additional Provision (Refer Note 22 and 24)	104,338	-	-	-
	Less: Provision utilised	-	-	-	-
	Closing Provision	124,509	20,171	-	-

16	OTHER ASSETS	Non Current		Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2015 USD	As at March 31, 2014 USD
	Unbilled revenue	-	-	5,944,758	3,829,531
	Less : Provision for Unbilled Revenue	-	-	(1,259,000)	(315,000)
	Interest Receivable	-	-	-	61,563
	Other Receivables	-	108,963	1,552,956	2,039,349
		-	108,963	6,238,714	5,615,443



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

17	CASH AND BANK BALANCES	Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Cash and cash equivalents:		
	Balance with banks -		
	- Current Accounts	470,604	1,782,229
		470,604	1,782,229

18 Contingent Liabilities

- | | | |
|--|---------|---------|
| (i) Tax Matters | 266,782 | 518,867 |
| <p>The Company has indemnified the buyers of Element K Corp USA, an erstwhile subsidiary of the Company, in case of any subsequent outflows. The aforesaid indemnity is covered by a corporate guarantee from NIIT Limited. It is not practical to estimate the timing of cash outflow, if any, in respect of the above pending resolutions of the respective proceedings.</p> | | |
| (ii) Customer Claims not acknowledged as debt | 500,000 | - |



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

19	Revenue from Operations	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Sale of Services	42,338,473	38,324,998
		42,338,473	38,324,998
20	OTHER INCOME	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Interest Income	246,054	269,784
	Service Fee (Refer Note 20.1)	906,100	461,705
		1,152,154	731,489

20.1 Net of Personnel costs recovered USD Nil (Previous year 185,108)



NIIT (USA) Inc., USA

Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

21	EMPLOYEE BENEFIT EXPENSES	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Salaries and Benefits (Net of recoveries) *	9,069,123	6,831,071
	Contribution to 401K Plan & other Funds	185,843	194,315
	Welfare and Other expenses	40,820	40,668
		9,295,786	7,066,054

* Net of Recoveries USD 95,137 (Previous year USD 194,531)

Notes

- i) Other disclosures in respect of Employee benefits -

Company makes contribution towards a defined contribution plan for eligible employees.

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Contribution to 401K plan **	117,247	149,958
Contribution to Superannuation Fund	41,759	26,869
Contribution to Provident Fund	26,837	17,488

** The above includes USD 9,679 (Previous year USD 8,781) being contribution in respect of key managerial personnel.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

22	OTHER EXPENSES	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Equipment Hiring	1,632,753	1,607,769
	Rent (net of recoveries) (Refer Note 28.1)	392,198	334,332
	Rates and Taxes	80,923	106,756
	Power & Fuel	1,157	-
	Communication	119,029	145,026
	Legal and Professional (Refer Note 22.1)	510,978	426,647
	Management Cost Recovery by Holding Company	144,857	86,328
	Travelling and Conveyance	1,943,671	1,766,826
	Provision for Doubtful Debts	87,838	-
	Provision for Unbilled Revenue	86,000	315,000
	Insurance	82,804	47,748
	Repairs and Maintenance		
	- Plant and Machinery	38,330	45,387
	- Others	5,631	6,373
	Consumables	2,191	2,497
	Loss on foreign currency translation and transaction (net)	256,252	66,079
	Bank Charges	244,076	59,294
	Marketing & Advertising Expenses	685,172	659,346
	Sales Commission	113,927	104,496
	Sundry Expenses	80,329	56,099
		6,508,116	5,836,003

22.1 Legal and Professional expenses include:

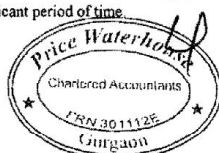
	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
PAYMENT TO AUDITORS		
Group Audit	12,000	12,000
Reimbursement of expenses (including Service Tax)	3,600	3,626
	15,600	15,626

23	FINANCE COSTS	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Interest Expense	69,672	6,335
	Other Borrowing Costs	65,262	35,320
		134,934	41,655

24	EXCEPTIONAL ITEMS	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Legal & Professional Expenses	380,514	850,699
	Provision for Doubtful Debts and Other Balances	874,500	-
	Provision in respect of Indemnity & Litigations (Net) (Refer Note 9.1)	-	(1,675,000)
	Finance Costs	52,101	-
	Net (Income) / Expense	1,307,115	(824,301)

24.1 Legal and Professional expenses pertain to expenses incurred in connection with (a) Defending civil law suits and tax matters and (b) Sale of its erstwhile stepdown subsidiary, namely Element K Corp, during the year ended March 31, 2012.

24.2 The Company made a provision of USD 874,500 (Previous year USD Nil) for customer related balances from whom despite persistent follow up collection has not been received for a significant period of time.



NIIT (USA) Inc., USA
Notes to the Financial Statements for the year ended March 31, 2015

25 Related party Disclosures as per Accounting Standard 18

a. Related party relationship where control exists

i) Parent Company

NIIT Limited, India

ii) Subsidiaries

1 NIIT Ventures Inc., USA *

iii) Fellow Subsidiaries

- 1 NIIT Online Learning Ltd, India **
- 2 Hole-in-the Wall education Ltd, India
- 3 Scantech Evaluation Services Ltd, India **
- 4 NIIT YuvaJyoti Limited, India
- 5 NIIT Institute of Finance Banking and Insurance Training Ltd, India
- 6 NIIT Institute of Process Excellence Limited, India
- 7 Evolv Services limited, India **
- 8 NIIT Limited UK
- 9 NIIT Antilles NV, Netherlands Antilles
- 10 NIIT Malaysia Sdn. Bhd, Malaysia
- 11 NIIT GC Limited, Mauritius
- 12 NIIT China (Shanghai) Limited, China
- 13 NIIT Wu Xi Service outsourcing Training School, China
- 14 Chongqing NIIT Education Consulting Limited, China
- 15 Wu Xi NIIT Information Technology Consulting Limited, China
- 16 Changzhou NIIT Information Technology Consulting Limited, China
- 17 Su Zhou NIIT Information Technology Consulting Ltd, China
- 18 PT NIIT Indonesia, Indonesia (Under liquidation)
- 19 NIIT West Africa Limited, Nigeria
- 20 Qingdao NIIT Information Technology Co., Ltd China (w.e.f May 14, 2012)
- 21 Chongqing An Dao Education Consulting Limited, China (w.e.f June 5, 2012)
- 22 Zhangjiagang NIIT Information Services Ltd, China (w.e.f September 1, 2012)
- 23 Chengmai NIIT Information Technology Company Limited (w.e.f. December 19, 2012)

b. Key Managerial Personnel

- i) Rajendra S Pawar (Director)
- ii) V K Thadani (Director)
- iii) P Rajendran (Director)
- iv) Sapnesh Lalla (Chief Executive and Director)

c. Parties in which Key management personnel of the company are interested with whom the company has transacted

- i) NIIT Technologies Pte Ltd, Singapore
- ii) NIIT Technologies FZ LLC
- iii) NIIT Technologies Inc USA
- iv) NIIT Technologies Ltd, India
- v) NIIT Media Technologies LLC, USA

* Merged w.e.f December 1, 2014.

** Merged with NIIT Limited w.e.f April 1, 2014.



d. Details of transactions with related parties -

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Key Managerial Personnel	Parties in which Key Managerial Personnel are interested	Total
Sale of Services (Refer Footnote 1 below)	NIL	NIL	1,346,092	NIL	NIL	1,346,092
	(NIL)	(NIL)	(165,809)	(NIL)	(450,138)	(615,947)
Other Income (Refer Footnote 2 below)	178,300	NIL	716,395	NIL	9,514	904,209
	(79,610)	(NIL)	(378,453)	(NIL)	(NIL)	(458,063)
Purchase of Services (Refer Footnote 3 below)						
- Professional Technical & Outsourcing Services	13,286,647	NIL	NIL	NIL	NIL	13,286,647
	(13,006,397)	(NIL)	(NIL)	(NIL)	(67,089)	(13,073,486)
- Employee Cost (Included in Employee Benefits Expense)	NIL	NIL	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)
Recovery of expenses from (Refer Footnote 4 below)						
- Other Expenses	139,915	NIL	1,097,444	NIL	314,180	1,551,539
	(216,452)	(NIL)	(854,496)	(NIL)	(316,016)	(1,386,964)
- Employee Cost	NIL	NIL	NIL	NIL	200,282	200,282
	(185,108)	(NIL)	(15,091)	(NIL)	(120,924)	(321,123)
Recovery of expenses by (Refer Footnote 5 below)						
- Professional Technical & Outsourcing Services	NIL	NIL	39,921	NIL	27,697	67,618
	(NIL)	(NIL)	(83,998)	(NIL)	(NIL)	(83,998)
- Employee Cost	NIL	NIL	NIL	NIL	2,063	2,063
	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)
- Other Expenses	240,815	NIL	309,247	NIL	7,233	557,295
	(172,204)	(NIL)	(NIL)	(NIL)	(3,490)	(175,694)
Management Cost Recovery	144,857	NIL	NIL	NIL	NIL	144,857
	(86,328)	(NIL)	(NIL)	(NIL)	(NIL)	(86,328)
Interest Income (Refer Footnote 6 below)	NIL	NIL	246,054	NIL	NIL	246,054
	(NIL)	(NIL)	(269,569)	(NIL)	(NIL)	(269,569)
Loan given received back (Refer Footnote 7 below)	NIL	NIL	5,650,000	NIL	NIL	5,650,000
	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)
Remuneration (Refer Footnote 8 below)	NIL	NIL	NIL	350,946	NIL	350,946
	(NIL)	(NIL)	(NIL)	(299,669)	(NIL)	(299,669)
Dividend paid	NIL	NIL	NIL	NIL	NIL	NIL
	(5,600,000)	(NIL)	(NIL)	(NIL)	(NIL)	(5,600,000)
Repurchase of shares	6,500,000	NIL	NIL	NIL	NIL	6,500,000
	(7,000,000)	(NIL)	(NIL)	(NIL)	(NIL)	(7,000,000)
Premium paid on repurchase of shares	65,000	NIL	NIL	NIL	NIL	65,000
	(70,000)	(NIL)	(NIL)	(NIL)	(NIL)	(70,000)

e. Details of balances with related parties outstanding as at year end:

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Key Managerial Personnel	Parties in which Key Managerial Personnel are interested	Total
Trade & Other recoverable	257,156	NIL	2,632,733	NIL	23,542	2,913,431
	(141,455)	NIL	(1,205,122)	(5,991)	(NIL)	(1,352,568)
Trade Payable	3,701,998	NIL	354,308	NIL	2,594	4,058,900
	(4,175,346)	(NIL)	(61,322)	(NIL)	(2,617)	(4,239,285)
Loan Receivable	NIL	NIL	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(5,650,000)	(NIL)	(NIL)	(5,650,000)
Advance Recoverable	NIL	NIL	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	(NIL)

Also, refer Note 18 in respect of contingencies and commitments



(Previous year figures are given in parenthesis)

1 Includes sale of services to -

- i) NIIT Technologies FZ LLC USD NIL (Previous year USD 18,138)
- ii) NIIT Technologies Ltd USD NIL (Previous year USD 432,000)
- iii) NIIT UK USD 1,346,092 (Previous year USD 165,809)

2 Includes other income pertaining to -

- i) NIIT Limited USD 178,300 (Previous year USD 79,610)
- ii) NIIT UK USD 716,395 (Previous year USD 378,453)
- iii) NIIT Technologies Ltd USD 9,514 (Previous year USD NIL)

3 Includes purchase of services from -

(A) In respect of professional and technical outsourcing services

- i) NIIT Limited USD 13,286,647 (Previous year USD 13,006,397)
- ii) NIIT Technologies Pte Ltd USD NIL (Previous year USD 29,464)
- iii) NIIT Technologies Inc. USD NIL (Previous year USD 37,625)

4 Includes recovery of expenses from -

(A) In respect of other expenses

- i) NIIT Limited USD 139,915 (Previous year USD 216,452)
- ii) NIIT Limited UK USD 987,061 (Previous year USD 854,496)
- iii) NIIT Malaysia SDN BHD USD 110,383 (Previous year USD NIL)
- iv) NIIT Technologies Inc USD 112,824 (Previous year USD 86,754)
- v) NIIT Technologies Ltd USD 161,428 (Previous year USD 197,994)
- vi) NIIT Media Technologies LLC USD 39,928 (Previous year USD 31,268)

(B) In respect of employee costs

- i) NIIT Limited USD NIL (Previous year USD 185,108)
- ii) NIIT Limited UK USD NIL (Previous year USD 15,091)
- iii) NIIT Technologies Inc USD 13,990 (Previous year USD 15,025)
- iv) NIIT Technologies Ltd USD 186,292 (Previous year USD 105,899)

5 Includes recovery of expenses by -

(A) In respect of professional and technical outsourcing services

- i) NIIT Limited UK USD 31,111 (Previous year USD 59,653)
- ii) NIIT China (Shanghai) Limited USD 8,810 (Previous year USD 24,345)
- iii) NIIT Technologies Pte Ltd USD 27,697 (Previous year USD NIL)

(B) In respect of employee costs

- i) NIIT Technologies Inc USD 2,063 (Previous year USD NIL)

(C) In respect of other expenses

- i) NIIT Limited USD 240,815 (Previous year USD 172,204)
- ii) NIIT Limited UK USD 307,347 (Previous year USD NIL)
- iii) NIIT Technologies Inc USD 2,346 (Previous year USD 3,423)
- iv) NIIT Technologies Ltd USD 4,887 (Previous year USD 63)
- v) NIIT Malaysia SDN BHD USD 1,900 (Previous year USD NIL)

6 Includes interest income from -

- i) NIIT Antilles NV USD 246,054 (Previous year USD 269,569)

7 Includes loans given received back from -

- i) NIIT Antilles NV USD 5,650,000 (Previous year USD NIL)

8 Remuneration paid to the Chief Executive and Director USD 350,946 (Previous year USD 299,669)



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2015

26 EARNINGS PER SHARE

Particulars	Amount in USD	
	Year ended March 31, 2015	Year ended March 31, 2014
Profit attributable to Equity shareholders (USD) - (A)	240,603	2,104,554
Weighted Average number of Equity shares outstanding during the year	15,933,346	21,690,880
Nominal Value of Equity Shares (USD)	1	1
Basic / Diluted earnings per share (USD) (A/B)	0.02	0.10

* There are no dilutive securities as at year end.

27 SEGMENT REPORTING

Primary segment information-business segment

In the view of the management, the Company operates in a single business segment i.e. Learning solutions for enterprises

Secondary Segment information - Geographical

Particulars	Amount in USD		
	Revenue from customers by location	Carrying amount of segment assets by location of the assets	Additions to Fixed assets
Americas (USA & Canada)	25,185,593	16,294,141	1,810,860
	(25,347,791)	(16,500,580)	(1,022,349)
Australia	2,598,479	1,450,451	
	(1,283,512)	(636,496)	
Singapore	1,631,452	563,373	
	(818,975)	(569,769)	
India	60,719	340,771	-
	(112,493)	(387,683)	-
Europe	12,696,680	4,115,649	-
	(10,560,777)	(9,506,030)	-
Others	165,551	116,214	-
	(201,450)	(693,584)	-
Total	42,338,473	22,880,598	1,810,860
	(38,324,998)	(28,294,142)	(1,022,349)

Previous year figures are given in parenthesis

28 DISCLOSURE IN RESPECT OF LEASES AS PER ACCOUNTING STANDARD (AS) - 19

28.1 Operating Leases

Minimum lease payments under non-cancellable Operating leases in case of premises on leases are as follows:

Particulars	Amount in USD	
	In respect of Premises March 31, 2015	March 31, 2014
Not later than 1 year	380,885	259,541
Later than 1 year but not later than 5 years	1,211,180	1,273,431
Later than 5 years	263,300	573,994

Lease rentals under Operating lease during the year ended 31st March 2015 amounted to USD 392,198 (Previous year USD 334,332), net of sub lease recoveries made USD 3,732 (Previous year USD 3,732).

28.2 Finance Leases:

The Company has entered into finance leasing arrangements for licenses and computers

Particulars	Amount in USD	
	As at March 31, 2015	As at March 31, 2014
Minimum lease payments	326,647	761,121
Less: Finance Costs	20,859	67,488
Present value of lease payment outstanding as at year end	305,788	693,633

Minimum lease payments due:

Particulars	Amount in USD	
	As at March 31, 2015	As at March 31, 2014
Not later than 1 year	248,903	420,086
Later than 1 year but not later than 5 years	77,744	341,035

Present value of minimum lease payments:

Particulars	Amount in USD	
	As at March 31, 2015	As at March 31, 2014
Not later than 1 year	232,182	387,845
Later than 1 year but not later than 5 years	73,610	305,788
Later than 5 years	-	-

Lease Payments are payable in equated monthly installments beginning from the month subsequent to taking the lease.



29 Previous year figures have been reclassified / regrouped to conform to current year's classification.

Signatures to Notes 1 to 29 of the Special Purpose Financial Statements.

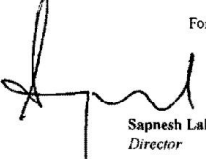
For Price Waterhouse
Firm Registration No.: 301112E
Chartered Accountants




Usha Rajeev
Partner
Membership No. 087191

Place: GURGAON
Date: May 27, 2015

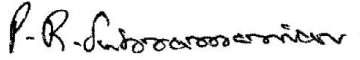
For and on behalf of the Board



Sapnesh Lalla
Director



Vijay K Thadani
Director
DIN - 00042527



P R Subramanian
Chief Financial Officer

Place: Atlanta, USA
Date: May 27, 2015