

NIIT Antilles NV

(Incorporated in Netherlands Antilles)

DIRECTORS' REPORT

Your Directors have pleasure in submitting the 13th Annual Report on the performance of the Company for the year 1st April 2014 to 31st March 2015.

Directors of the Company as at 31st March 2015:

Parappil Rajendran
Gregory Edward Elias
Prakash Menon
Saravanan Lakshmanan
Ajai Manohar Lal (Resigned W.e.f. March 31, 2015)

Principal activities and review of the business

Your Company has conducted business operation across the world by engaging itself in distribution of software, learning products, imparting services in Information Technology and IT Education and IT consulting services, in association with several business partners.

Results for the year

During the current year of operation the company has recorded revenue of USD 1,693,219/- and a Net Loss USD 7,445,157/-. In the coming years the company shall focus on expanding the business operations in imparting services in IT Education and IT consulting services in existing and new countries.

Dividend

No dividend has been paid, declared or proposed since the end of the Company's previous financial year.

Acknowledgements

Your Directors take this opportunity to thank all Business Partners, Clients, Technology partners, vendors and regulatory and government authorities for their continued support during the year. Your Directors place on record their appreciation for the Financial and Technical support received from its holding company NIIT Limited.

Saravanan Lakshmanan



Director

Place: Dubai
Date: 26th May 2015

GHOSH KHANNA & CO.
CHARTERED ACCOUNTANTS

L-2A, Hauz Khas Enclave, New Delhi-110016, India
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AUDITORS' REPORT TO THE MEMBERS OF M/s NIIT Antilles NV

We have audited the attached Balance sheet of NIIT Antilles NV as at 31st March, 2015 and also the Statement of Profit & Loss read with the notes to accounts of the company for the year ended on that date annexed thereto both of which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of account have been kept by the company as far as appears from our examination of those books.
- c) The Balance Sheet & Statement of Profit & Loss dealt with by this report is in agreement with the books of account.



Branches:

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Chennai: No.131 Nungambakkam High Road Chennai - 600 034, Tel: +91 (044) 4201 2919, E-mail: gkcchennai@sify.com

d) In our opinion and to the best of our information and according to the explanation given to us, the said accounts together with notes thereto and Statement on Significant Accounting Policies give the information, to give, a true and fair view in conformity with the generally accepted accounting principles.

(i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015 and

(ii) In the case of the Statement of Profit & Loss, loss for the year ended on that date.

For Ghosh Khanna & Co.

Chartered Accountants

Firm Registration No. 003366N



Amit Mittal

(Partner)

Membership No.508748

Place : New Delhi

Date : 26th May ,2015

NHT Antilles NV

Balance Sheet as at March 31, 2015 of NV console with SA

	PARTICULARS	Notes	As at March 31, 2015 USD	As at March 31, 2014 USD
I	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	Share capital	3	41,556,000	35,056,000
	Reserves and surplus	4	(36,277,112)	(28,831,955)
2	Non-current Liabilities			
	Deferred tax liabilities (net)	11	-	62,724
	Long-term borrowings	5	-	6,275,000
3	Current Liabilities			
	Trade Payables	6	1,093,682	3,310,985
	Other current liabilities	7	70,033	14,363
	Short-term provisions	8	2,909	11,633
	TOTAL		6,445,512	15,898,749
II	ASSETS			
1	Non-current Assets			
	Fixed assets	9		
	Tangible assets		21,382	67,708
	Intangible assets		86	86
	Non-current investments	10	3,877,610	3,952,590
	Long-term loans and advances	12	306,938	379,031
2	Current Assets			
	Cash and bank balances	16	407,001	239,952
	Short-term loans and advances	12	88,225	2,542,784
	Trade receivables	13	1,560,565	7,618,775
	Other current assets	15	183,705	1,097,824
	TOTAL		6,445,512	15,898,749


The notes are an integral part of these Financial Statements.

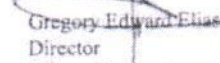
This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board

For and on behalf of
Ghosh Khanna & Co.,
Firm Registration No. 003366N
Chartered Accountants


Anil Mittal
Partner
(Membership No. 508748)


Saravanan Lakshmanan
Director
(Place: Dubai)


Gregory Edward Elias
Director
(Place: Curacao)

Place : New Delhi
Date : 26th May 2015

NITT Antilles NV

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	18	1,693,219	2,377,865
II.	Other Income	19	272,982	15,000
III.	Total Revenue (I + II)		1,966,201	2,392,865
	EXPENDITURE			
IV.	Purchase of Traded Goods		856,204	1,554,781
	Professional & Technical Outsourcing Expenses for Execution		79,791	130,861
	Employee Benefits Expense	20	130,026	437,902
	Other Expenses	22	908,530	2,106,256
	Finance Costs	24	274,617	299,573
	Depreciation and Amortization Expenses	9	14,748	13,764
	Total Expenses		2,263,916	4,543,137
V.	Profit before exceptional and extraordinary items and tax (III-IV)		(297,715)	(2,150,272)
VI.	Exceptional items	25	7,210,165	-
	Profit before tax (V- VI)		(7,507,881)	(2,150,272)
VII.	Tax expense:			
	(1) Current tax		-	600
	(2) Deferred tax		(62,724)	-
VIII.	Profit (Loss) for the period		(7,445,157)	(2,150,872)

The notes are an integral part of these Financial Statements.

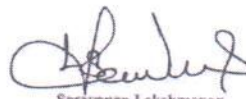
This is the Statement of Profit and Loss referred to in our report of even date.


For and on behalf of the Board

For and on behalf of
Ghosh Khanna & Co.
Firm Registration No. 003366N
Chartered Accountants

CHARTERED
ACCOUNTANTS
Amir Mittal
Partner
(Membership No. 508748)

Place: New Delhi
Date: 26th May 2015


Saravanan Lakshmanan
Director
(Place: Dubai)


Gregory Edward Elias
Director
(Place: Curacao)

1. GENERAL INFORMATION

NIIT Antilles NV a limited liability company is registered in curacao under trade registration No of 82297 dated August 19, 1999. Having object to providing learning and knowledge solution to individuals.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. 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. 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:	Current year	Previous year
- Computers, printers and related accessories	3 years	2-5 years
- Computers Server and Networks	5 years	
- Electronic Equipments	8 years	8 years
- Air Conditioners	10 years	10 years
- Motor Vehicles	8 years	8 years
- Office Equipment	5 years	8 years
Assets acquired under lease (Included under Plant & Machinery and Furniture & Fixtures)	Lease Period or useful life, Whichever is shorter	Lease period or useful life, whichever is shorter
Intangible Assets including:		
- Acquired and Internally Generated (Computer Software, Educational Content and Products)	3-5 years	3-5 years
- Patents	3-5 years	3-5 years

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.

b) Compensated Absences

Liability in respect of compensated absences is provided both for encashable leave and those expected to be availed on the basis of actual.

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 Statement of Profit and Loss.



vii) Trade and other receivables

Trade and other receivables are recognized initially at book value. 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 statement of Profit and Loss.

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.

xi) Borrowing Cost

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 intended use, in which case, it is capitalised.

xii) 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.

xiii) 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.



NIT Antilles NV
Notes to the Financial Statements for the year ended March 31, 2015

3	Share Capital	As at March 31, 2015 USD	As at March 31, 2014 USD
	Issued		
	35,056,000 Equity Shares of USD 1/- each of Class A (Previous year 35,056,000 Equity Shares of USD 1/- each)	35,056,000	35,056,000
	13,000,000 Equity Shares of USD 0.5/- each of Class B (Previous year Nil)	6,500,000	-
		41,556,000	35,056,000
	Subscribed and fully paid		
	35,056,000 Equity Shares of USD 1/- each of Class A (Previous year 35,056,000 Equity Shares of USD 1/- each)	35,056,000	35,056,000
	13,000,000 Equity Shares of USD 0.5/- each of Class B (Previous year Nil)	6,500,000	-
		41,556,000	35,056,000

3.1	Reconciliation of the number of shares outstanding	March 31, 2015 No. of shares	March 31, 2014 No. of shares
	Equity Shares		
	Shares outstanding at the beginning of the year (Class A)	35,056,000	35,056,000
	Shares Issued during the year (Class B)	13,000,000	-
	Shares outstanding at the end of the year	48,056,000	35,056,000

3.2	<p>Equity Shares: The company have two Class of equity shares, Class A and Class B having a par value of USD 1/- and USD 0.5/- per share respectively. Both Class of shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.</p>
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4	Reserves and Surplus	As at March 31, 2015 USD	As at March 31, 2014 USD
	Profit & Loss Account		
	Balance Brought Forward from Previous year	(28,831,955)	(26,681,083)
	Add : Current Year (Loss) attributable to Share Holders	(7,445,157)	(2,150,872)
		(36,277,112)	(28,831,955)



NIIT Antilles NV
Notes to the Financial Statements for the year ended March 31, 2015

5	Long Term Borrowings	Non Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Loans from Related Parties:-		
	-NIIT (USA) Inc, USA *	-	5,650,000
	-NIIT Malaysia Sdn. Bhd, Malaysia **	-	625,000
	Total	-	6,275,000
* Rate of interest 4.5% Plus LIBOR			
** Rate of interest 4% Plus LIBOR			

6	Trade Payables	Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Trade Payables	1,093,682	3,310,985
		1,093,682	3,310,985

7	Other Liabilities	Current Liabilities	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Advances from Customers	9,899	9,908
	Payable to Employees	7,188	4,455
	Statutory Dues	52,946	-
		70,033	14,363

8	Provisions	Short-Term	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Provision for employee benefits :		
	Provision for Gratuity	686	1,355
	Provision for Compensated Absences	2,223	10,278
		2,909	11,633



9 Fixed Assets

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

NII Antiques Pvt

Description of Assets	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	Cost As on 01.04.2014	Additions during the year	Sales / Adj. during the year	Total as on 31.3.2015	As on 01.04.2014	For the year	Sales / Adj. during the year	Total as on 31.03.2015	Total as on 31.03.2015	Total as on 31.03.2014
i) Tangible										
Plant & Equipment	18,715	-	-	18,715	15,605	2,923	-	18,528	187	3,110
-Owned Furniture & Fixtures	13,270	-	13,270	-	5,563	575,00	6,138	-	-	7,707
-Owned Vehicles	85,081	-	50,641	34,440	28,191	11,250	26,196	13,245	21,195	56,890
Sub Total (A)	117,067	-	63,911	53,155	49,359	14,748	32,334	31,774	21,382	67,708
ii) Intangible										
Intellectual Property Rights	33,008,000	-	-	33,008,000	33,007,914	-	-	33,007,914	86	86
- Acquired	33,008,000	-	-	33,008,000	33,007,914	-	-	33,007,914	86	86
Sub Total (B)	33,125,067	-	63,911	33,061,155	33,057,273	14,748	32,334	33,039,688	21,468	67,794
Total (A+B)										

The company has revised useful life of certain class of fixed assets. As a result, the depreciation charge for the current year is higher by USD 7,980.



NIIT Antilles NV
Notes to the Financial Statements for the year ended March 31, 2015

10	Investments	Non Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Long Term, Others [Unquoted]		
	In Subsidiary Companies		
	-Equity		
	2,400,000 (Previous year 2,400,000) Equity Shares of USD 1 each fully paid-up in NIIT GC Ltd.	2,400,000	2,400,000
	Equity share of 5,541,000 of MYR 1/- each fully paid up in NIIT Malaysia SDN BHD (Equivalent to USD 1,477,610 (Previous year 1,477,610))	1,477,610	1,477,610
	Equity share of 10,000,000 of NGN 1/- each fully paid up in NIIT West Africa Ltd (equivalent to USD 74,980 (Previous year USD 74,980))	74,980	74,980
	Less: Provision for diminution in value of Investment	(74,980)	-
		3,877,610	3,952,590

11 Deferred Tax Asset (net)

Deferred Tax Assets/Liabilities	As at April 01, 2014 USD	Credited to Profit and Loss Account USD	As at March 31, 2015 USD
Deferred Tax Liabilities:-			
a) Other- Impact of unrealised gain, which is not taxable in current year but at realization	62,724	(62,724)	-
Total (A)	62,724	(62,724)	-
Deferred Tax Assets:-			
a) Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax	-	-	-
Total (B)	-	-	-
Net Deferred Tax Liabilities/ (Assets) (A+B)	62,724	(62,724)	-

In the absence of prudence, deferred tax has not been recognized during the year. Deferred tax liability relates to earlier years has been reversed in the Statement of Profit and Loss

12	Loans and Advances	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				
	Unsecured, considered good	39	23,334	15,583	-
	(A)	39	23,334	15,583	-
ii)	Loans and advances to related parties				
	Unsecured, considered good	299,756	299,756	65,000	-
	(B)	299,756	299,756	65,000	-
iii)	Advances recoverable in cash or in kind				
	Unsecured, considered good	-	-	7,642	2,542,784
	(C)	-	-	7,642	2,542,784
a)	Advance Tax	7,143	19,683	-	-
b)	Other Statutory Input Recoverable	-	36,258	-	-
	(D)	7,143	55,941	-	-
	Total (A+B+C+D)	306,938	379,031	88,225	2,542,784



NIIT Antilles NV

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

13	Trade Receivables	Non Current		Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD	As at March 31, 2014 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	-	-	1,348,360	7,372,173
	Unsecured, considered doubtful	18,489,353	12,668,395	-	-
	Less: Provision for doubtful debts	(18,489,353)	(12,668,395)	-	-
b)	Other Trade Receivables	-	-	1,348,360	7,372,173
	Unsecured, considered good	-	-	212,205	246,602
		-	-	212,205	246,602
		-	-	1,560,565	7,618,775

14	Provision for Doubtful Debts	Non Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Opening Provision		
	Add: Additional Provision Created	(12,668,395)	(12,342,515)
		(5,820,958)	(325,880)
	Closing Provision	(18,489,353)	(12,668,395)

15	Other Assets	Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Unbilled revenue	-	930,568
	Interest Receivable	183,705	167,256
		183,705	1,097,824

16	Cash and Bank Balances	Current	
		As at March 31, 2015 USD	As at March 31, 2014 USD
	Cash and cash equivalents:		
	Balance with banks	407,001	239,952
		407,001	239,952

17 Contingent Liabilities

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

18	Revenue from Operations	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Sale of Products :		
	Courseware Revenue	1,693,219	2,205,055
	Services Revenue	-	172,810
		1,693,219	2,377,865
19	Other Income	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Interest Income	16,737	15,000
	Provision / Other Liabilities written back	231,536	-
	Gain on foreign currency translation and transaction	24,709	-
		272,982	15,000



20	Employee Benefits Expenses	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Salaries and Benefits	127,009	429,265
	Contribution to Provident and Other Funds	2,467	6,085
	Welfare and Other expenses	550	2,552
		130,026	437,902

21 Disclosure of AS 15

RETIREMENT BENEFIT PLANS

a. Compensated Absences

Particulars	As at March 31, 2015 USD	As at March 31, 2014 USD
i. Change in Present value of Obligation :-		
Present Value of obligation at the beginning of the year	10,277	12,944
Benefits Paid	(4,636)	NIL
Interest Cost	NIL	98
Current Service Cost	NIL	4,450
Actuarial (gain)/ loss on Obligation	(3418)*	(7,216)
Present value of obligation at the end of the year	2,223	10,277
Amount debited / (credited) to the Profit and Loss Account*	(644)	(2,666)

* since the company has not carried out the actuarial valuation hence liabilities are being valued at actual and accordingly necessary adjustment has been made for current year disclosure.

ii. Assumptions used:-

Discount Rate (per annum)	N/A
Future Salary Increase	N/A

b. Gratuity

The gratuity has been determined in accordance with the law applicable in respective country on actual basis.

Particulars	As at March 31, 2015 USD	As at March 31, 2014 USD
i. Change in benefit obligation:-		
Present Value of Obligation at the beginning of the year	1,355	274
Interest cost	NIL	8
Current service cost	686	977
Benefits Paid	(1,326)	NIL
Actuarial (gain)/ loss on Obligations	(29)	95
Present value obligation as at the end of the year	686	1,355
ii. 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

iii. Amount of Liability recognized as at year end:-

Particulars	As at March 31, 2015 USD	As at March 31, 2014 USD
Fair value of Plan Assets	NIL	NIL
Present value of obligation	686	1,355
iv. Net Liability as at year end	(686)	(1,355)

iv. Net Gratuity cost recognized in Statement of Profit & Loss:-

Particulars	As at March 31, 2015 USD	As at March 31, 2014 USD
Current service cost*	686	977
Interest Cost	NIL	8
Expected Return on Plans Assets	NIL	NIL
Net Actuarial (gain)/ loss recognized during the period	NIL	95
Expense / (Credit) recognized in profit and loss Account	686	1,081

* since the company has not carried out the actuarial valuation hence liabilities are being valued at actual and accordingly necessary adjustment has been made for current year disclosure.

v. Assumptions used:-

Discount Rate (per annum)	N/A
Future Salary Increase	N/A
Expected Rate of Return on Plan Assets	N/A

At the end of the year liabilities for compensated absences and gratuity has been reassessed on actual and difference has been charged/ credited to the Statement of Profit and Loss.



NIIT Antilles NV
Notes to the Financial Statements for the year ended March 31, 2015

22	Other Expenses	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Rent	47,520	111,478
	Rates and Taxes	350	-
	Power & Fuel	2,568	3,915
	Communication	15,535	29,694
	Legal and Professional	493,579	788,587
	Management Cost Recovery by Holding Company	186,867	208,091
	Traveling and Conveyance	55,274	142,681
	Provision for Doubtful Debts	53,309	334,380
	Advances Written off	9,157	-
	Insurance	10,194	12,574
	Repairs and Maintenance		
	- Plant and Machinery	-	926
	- Others	3,999	11,346
	Loss on Sale of Fixed Assets (Net)	14,311	-
	Loss on foreign currency translation and transaction	-	417,034
	Bank Charges	13,800	15,051
	Marketing & Advertising Expenses	1,380	27,759
	Discounts & Rebates	514	-
	Sundry Expenses	173	2,740
		908,530	2,106,256

23	Payment to Auditors	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Audit fee	9,100	13,766
	Others	-	1,800
	Reimbursement of expenses	-	500
		9,100	16,066

24	Finance costs	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Interest Expense	274,617	299,573
		274,617	299,573

25	Exceptional items	Year ended March 31, 2015 USD	Year ended March 31, 2014 USD
	Provision for doubtful debts, unbilled revenue and other balances (net)	4,620,541	-
	Provision for diminution in value of investment in wholly owned subsidiary	74,980	-
	Prepaid License written off	2,514,644	-
		7,210,165	-



NIIT Antilles NV

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

26 **Exceptional items**

a) **Provision for doubtful debts, unbilled revenue and other (net)**

Owing to significant delays in collections on account of claims disputed by customer and as strategy direction of defocusing government business the company has made provision for doubtful debts of USD 5,767,648, unbilled revenue of USD 930,568 and written back other liabilities(net) of USD 2,077,676.

b) During the year, the company has made a provision for diminution, other than temporary, in value of investment amounting to USD 74,980 for the investment made in wholly owned subsidiary NIIT West Africa limited based on future business direction, cash generating capabilities and prudence.

Inventory

c) IT education business in the overseas markets (outside India) is carried out by NIIT Antilles NV. NIIT Antilles NV undertakes printing of courseware as per the license provided by NIIT Limited and supply to various franchisees across the globe. The overseas entity also takes care of the logistics management of supply of the courseware/material to franchisees located in various jurisdictions. In the past, NIIT Antilles NV had bought courseware licenses from its parent Company NIIT Limited, India based on the sale plan envisaged. However during the year the Company has realized that the inventory lying is not being sold for a long time primarily due to obsolescence and changes in the customer needs/ demands. Therefore the Company has decided to take one time provision for the obsolete inventory and disclosed as exceptional item.

27 **Management Cost Recovery and IEB charges by Holding Company**

Holding company has charged USD 607,636/- (Previous Year USD 922,527/-) on account of shared service.



28 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 (Amalgmeted with NIIT Limited w.e.f. 01/04/2014)
- 2 Hole-in-the-Wall Education Ltd
- 3 Scantech Evaluation Services Ltd (Amalgmeted with NIIT Limited w.e.f. 01/04/2014)
- 4 NIIT Yuva Jyoti Limited (w.e.f. 25/05/2011)
- 5 NIIT Institute of Finance Banking and Insurance Training Ltd
- 6 NIIT Institute of Process Excellence Limited
- 7 Evolv Services Limited (Amalgmeted with NIIT Limited w.e.f. 01/04/2014)
- 8 NIIT Ltd, UK
- 9 NIIT Malaysia Sdn. Bhd, Malaysia
- 10 NIIT GC Ltd (formerly NIIT TVE Ltd, Mauritius)
- 11 NIIT China (Shanghai) Limited, Shanghai
- 12 NIIT Wu Xi Service Outsourcing Training School
- 13 Chongqing NIIT Education Consulting Limited, China
- 14 Wu Xi NIIT Information Technology Consulting Limited
- 15 Changzhou NIIT Information Technology Consulting Limited
- 16 Su Zhou NIIT Information Technology Consulting Ltd
- 17 NIIT (USA) Inc, USA
- 18 NIIT Ventures Inc, USA (Amalgmeted with NIIT (USA) Inc, USA w.e.f. 01/12/2014)
- 19 PT NIIT Indonesia, Indonesia (Under liquidation)
- 20 NIIT West Africa Limited, Nigeria
- 21 Qingdao NIIT Information Technology Company limited (w.e.f. 14/5/2012)
- 22 Chongqing An Dao Education Consulting Limited (w.e.f. 5/6/ 2012)
- 23 Zhangjiagang NIIT Information Services Ltd. (w.e.f. 1/9/2012)
- 24 Chengmai NIIT Information Technology Company Limited (w.e.f 19/12/2012)

C. Key Managerial Personnel

- 1 Saravanan Lakshmanan
- 2 Gregory Edward Elias

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, Mauritius)	Affiliates (NIIT Malaysia)	Affiliates (NIIT West Africa Limited)	Fellow Subsidiaries	Key Managerial Personnel
	USD	USD	USD	USD	USD	USD
Purchase of Courseware (refer note i below)	354,495 (862,666)	NIL (NIL)	NIL (NIL)	NIL (NIL)	17934 (NIL)	NIL (NIL)
Sale of Courseware	NIL (NIL)	NIL (NIL)	NIL (NIL)	424,215 (673,919)	NIL (NIL)	NIL (NIL)
Equity Infusion	6,500,000 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Receiving of Professional Services	607,636 (922,527)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Recovery of Expenses	NIL (NIL)	NIL (NIL)	NIL (NIL)	34,750 (21,000)	NIL (NIL)	NIL (NIL)
Reimbursement of Expenses	6,883 (4,107)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Loans Given	NIL (NIL)	65,000 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Repayment of loan (refer note ii below)	NIL (NIL)	NIL (NIL)	625,000 (NIL)	NIL (NIL)	5,650,000 (NIL)	NIL (NIL)
Interest received (Other Income)	NIL (NIL)	16,449 (15,000)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Interest Paid (Finance cost refer note iii below)	NIL (NIL)	NIL (NIL)	28,563 (30,001)	NIL (NIL)	246,053 (269,572)	NIL (NIL)
Remuneration to Key Managerial Personnel	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	36,643 (63,645)

Fellow Subsidiaries

(i) Purchases of Courseware:-

-Hole-in-the-Wall Education Limited USD 17,934/- (Previous year USD Nil).

Pursuant to the Scheme of Arrangement of the Holding Company (NIIT Limited), School Business Undertaking was transferred to one of its subsidiary Hole-in-the-Wall Education Limited ("HIWEL") w.e.f. April 01, 2014. The School Business was run by NIIT Limited on behalf till the effective date i.e. May 23, 2015. Accordingly this transaction is shown to be entered with HIWEL.

(ii) Repayment of loan:-

-NIIT (USA) Inc USD 5,650,000/- (Previous year USD Nil)

(iii) Interest Paid:-

-NIIT (USA) Inc USD 246,053/- (Previous year USD 269,572/-)

E. Details of outstanding balances with related parties:-

Particulars	As at March 31, 2015	As at March 31, 2015	As at March 31, 2015	As at March 31, 2015	As at March 31, 2015	As at March 31, 2015
	USD	USD	USD	USD	USD	USD
Receivables	6,143 (6,143)	1,041,098 (959,649)	3,200 (3,200)	964,796 (972,175)	NIL (NIL)	2,773 (NIL)
Payable	810,537 (708,592)	NIL (NIL)	3,200 (635,597)	NIL (NIL)	NIL (5,711,564)*	NIL (2,832)

*-NIIT (USA) Inc USD Nil (Previous year USD 5,711,564/-)

Previous year figures are given in parenthesis



NIIT Antilles NV
Notes to the Financial Statements for the year ended March 31, 2015

29 Leases:

Operating Lease:

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

Particulars	As at March 31, 2015	As at March 31, 2014
	USD	USD
Amount payable within the next 1 year	-	22,279

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	As at March 31, 2015	As at March 31, 2014
	USD	USD
In respect of Premises	47,520	111,478

30 Previous year figures have been reclassified to conform the current year classification. Re-classification of previous year figures does not impact recognition and measurement principles followed for preparation of financial statements.

Signatures to the Notes '1' to '30' above.

For and on behalf of the Board

For and on behalf of
Ghosh Khanna & Co.,
Firm Registration No. 003366N

Chartered Accountants

ACCOUNTANTS

NEW DELHI

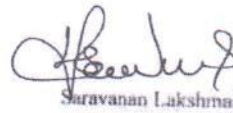
Amit Mittal

Partner

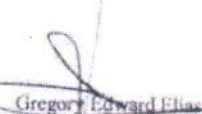
(Membership No.: 508748)

Place : New Delhi

Date : 26th May 2015



Saravanan Lakshmanan
Director
(Place: Dubai)


Gregory Edward Elias
Director
(Place: Curacao,)