

Price Waterhouse

Chartered Accountants

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 March 1, 2016.
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, 2016, 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 354,000 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, read with Rule 7 of the Companies (Accounts) Rules, 2014 of India to the extent considered relevant by it for the purpose for which these special purpose financial statements have been prepared, (the "accounting principles generally accepted in India"). 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.

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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:
- a. 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;
 - b. The Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
 - c. 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:
 - (i) in the case of the Balance Sheet, the state of affairs of the Company as at March 31, 2016;
 - (ii) in the case of the Statement of Profit and Loss, the profit for the year ended on that date; and
 - (iii) 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

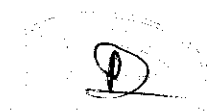
9. We draw attention to Note 2.1 to the special purpose financial statements, which describes the basis of its preparation. The special purpose financial statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable 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.

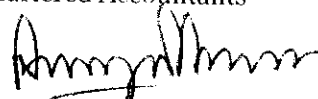
Restriction on Use

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



Anupam Dhawan
Partner
Membership No. 084451

Place:
Date: May 10, 2016

NHT (USA) Inc., USA

Balance Sheet as at Mar 31, 2016

PARTICULARS	Notes	As at March 31, 2016 USD	As at March 31, 2015 USD
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	10,662,113	10,662,113
Reserves and surplus	4	549,901	241,356
2 Non-current liabilities			
Deferred tax liabilities (net)	11	550,584	470,359
Long-term borrowings	5	650,000	73,610
Other Long term liabilities	8	-	45,000
3 Current liabilities			
Short-term borrowings	6	2,200,000	2,200,000
Trade Payables	7	9,673,678	7,556,331
Other current liabilities	8	1,573,039	1,292,740
Short-term provisions	9	395,056	339,089
TOTAL		26,254,371	22,880,598
II ASSETS			
1 Non-current assets			
Fixed assets	10		
Tangible assets		1,292,507	1,330,701
Intangible assets		2,645,810	3,594,452
Intangible assets under development		-	122,741
Long-term loans and advances	12	29,093	31,313
2 Current assets			
Cash and bank balances	16	784,087	470,604
Short-term loans and advances	12	2,806,876	3,666,051
Trade receivables	13	8,944,436	7,426,022
Other current assets	15	9,751,562	6,238,714
TOTAL		26,254,371	22,880,598

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 of Directors

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

Anupam Dhawan
Partner
Membership No. 084451

Place: Gurgaon
Date: May 10, 2016

Sapnesh Lalla
Director

P R Subramanian
Director

Place: Atlanta, USA
Date: May 9, 2016

Vijay K Thadani
Director
DIN - 00042527

NHT (USA) Inc., USA

Statement of Profit & Loss for the year ended Mar 31, 2016

PARTICULARS	Notes	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
INCOME			
I. Revenue from Operations	18	46,430,840	42,338,473
II. Other Income	19	784,792	1,152,154
III. Total Revenue (I + II)		<u>47,215,632</u>	<u>43,490,627</u>
IV. EXPENDITURE			
Professional & Technical Outsourcing Expenses		24,701,779	24,155,428
Employee Benefits Expense	20	12,895,753	9,295,786
Other Expenses	21	6,750,046	6,508,116
Finance Costs	22	222,803	134,934
Depreciation and Amortization Expense		2,241,642	1,936,997
Total Expenses		<u>46,812,023</u>	<u>42,031,261</u>
V. Profit before exceptional items and tax (III-IV)		<u>403,609</u>	<u>1,459,366</u>
VI. Exceptional items (Net)	23	-	1,307,115
VII. Profit before tax (V - VI)		<u>403,609</u>	<u>152,251</u>
VIII. Tax expense:	11		
(1) Current Tax		110,082	166,697
(2) Deferred Tax (Credit)		80,225	(221,776)
(3) Provision for Tax relating to earlier years (written back)		(95,243)	(33,273)
IX. Profit for the year		<u>308,545</u>	<u>240,603</u>
X. Earnings per equity share (Face Value USD 1 each)	25		
- Basic		0.03	0.02
- Diluted		0.03	0.02

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

Anupam Dhawan
Partner
Membership No. 084451

Place: Gurgaon
Date: May 10, 2016

For and on behalf of the Board of Directors

Sapnesh Lalla
Director

Vijay K Thadani
Director
DIN - 00042527

P-R. Subramanian

P R Subramanian
Director

Place: Atlanta, USA
Date: May 9, 2016

NIT (USA) Inc., USA
Cash Flow Statement for the year ended Mar 31, 2016

	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	403,609	152,251
Adjustments for:		
Depreciation and Amortisation	2,241,642	1,936,997
Interest Expenses	222,803	134,934
Interest Income	-	(246,054)
Provision for Doubtful Debts	115,609	87,838
Provision for Unbilled Revenue	639,138	86,000
Provision for Indemnity and litigation	-	-
Provision for Compensated Absences	55,967	56,139
Unrealized Foreign exchange loss / (gain)	(18,017)	7,014
	<u>3,257,142</u>	<u>2,062,868</u>
Operating profit before working capital changes	<u>3,660,751</u>	<u>2,215,119</u>
Movement in working capital:		
Trade Receivables	(1,489,329)	(1,945,426)
Loans and Advances & Other Current Assets	(4,205,183)	5,193,530
Increase in Other Bank Balances	(40,000)	-
Current Liabilities and Provisions	<u>2,432,322</u>	<u>(647,702)</u>
	<u>(3,302,190)</u>	<u>2,600,402</u>
Cash generated (used in) / from operations	<u>358,561</u>	<u>4,815,521</u>
Taxes paid (including withholding taxes)	899,753	(671,421)
Net cash (used in) / from Operating activities (A)	<u>1,258,314</u>	<u>4,144,100</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets (including intangibles under development)	(1,437,857)	(1,271,364)
Proceeds from Sale of Investments in Subsidiary/Associates	-	7,956
Interest Received	-	307,617
Net cash from Investing activities (B)	<u>(1,437,857)</u>	<u>(955,791)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Buyback of shares	-	(6,500,000)
Premium paid on buyback of shares	-	(65,000)
Term Loan raised during the year	650,000	2,200,000
Interest Paid (including financing charges on finance lease arrangements)	(196,974)	(134,934)
Net cash (used in) Financing activities (C)	<u>453,026</u>	<u>(4,499,934)</u>
Net Increase/(Decrease) in Cash & Cash equivalents (A) + (B) + (C)	<u>273,483</u>	<u>(1,311,625)</u>
Cash and Cash equivalents as at the beginning of the year (Note 1)	<u>470,604</u>	<u>1,782,229</u>
Cash and cash equivalents as at the end of the year (Note 1)	<u>744,087</u>	<u>470,604</u>

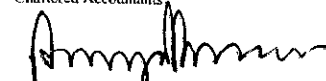
Notes:

- 1 Cash and cash equivalents as on

	March 31, 2016 USD	March 31, 2015 USD
Cheques & Drafts (in hand)	-	-
Balances with banks	<u>744,087</u>	<u>470,604</u>
	<u>744,087</u>	<u>470,604</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.

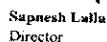
This is the Cash Flow Statement referred to in our report of even date.

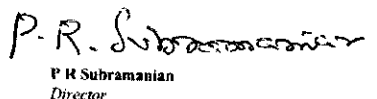
For Price Waterhouse
Firm Registration No. : 301112E
Chartered Accountants



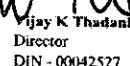
Anupam Dhawan
Partner
Membership No. 084451

Place: Gurgaon
Date: May 10, 2016


Sapnesh Lalla
Director


P. R. Subramanian
Director

Place: Atlanta, USA
Date: May 9, 2016


Vijay K Thadani
Director
DIN - 00042527

NIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

1 Company background

NIT (USA) Inc., USA (the Company) is a wholly owned subsidiary of NIT 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 of India, 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] of the Companies Act, 2013/ 1956 of India.

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 Significant accounting policies adopted by the Company are 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 an independent valuer.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets based on evaluation carried out by a management's expert or the rates prescribed under Schedule II to the Companies Act, 2013 of India, whichever is higher, in order to reflect the actual usage of the assets :

Asset Description	Useful Life
Plant and Equipment's including:	
- Computers, Printers and related Accessories	3 years
- Electronic Equipment's	8 years
- Air Conditioners	10 years
Office Equipment's	5 years
Furniture & Fixtures	7-10 years
Leasehold Improvements	3-5 years or lease period
Assets acquired under lease (Included under Plant & Equipment's 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 of India

ii) 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 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.

iii) Impairment of Assets

All assets other than inventories, investments and deferred tax asset, are reviewed for impairment at each balance sheet date as to whether there is any indication that there an asset may be impaired, 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.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

iv) 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 or utilization of products as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. The foreseeable losses on completion of contract, if any, are provided for

v) Other Income

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

vi) 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 apart from such contributions.

Superannuation Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of certain employees 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 apart from such contributions.

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 and lapse thereafter 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.

vii) 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.

viii) 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.

ix) 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.

x) 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.

xi) 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.

xii) 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.



NHT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

xiii) 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.

xiv) Repurchase/buy- back of equity shares

Premium paid on repurchase/ buy- back of equity shares is accounted for as distribution of reserves.



NIFT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2016

3	SHARE CAPITAL	As at March 31, 2016 USD	As at March 31, 2015 USD
	Authorized 25,000,000 (Previous year - 25,000,000) Equity Shares of USD	25,000,000	25,000,000
	Issued 10,662,113 (Previous year - 10,662,113) Equity Shares of USD Each	10,662,113	10,662,113
		<u>10,662,113</u>	<u>10,662,113</u>
	Subscribed and fully paid 10,662,113 (Previous year - 10,662,113) Equity Shares of USD Each	10,662,113	10,662,113
		<u>10,662,113</u>	<u>10,662,113</u>

3.1	Reconciliation of the number of shares outstanding	As at Mar 31, 2016		As at March 31, 2015	
		No. of shares	Value USD	No. of shares	Value USD
	Equity Shares				
	Shares outstanding at the beginning of the year	10,662,113	10,662,113	17,162,113	17,162,113
	Shares bought back during the year			(6,500,000)	(6,500,000)
	Shares outstanding at the end of the year	10,662,113	10,662,113	10,662,113	10,662,113

3.1.1 During the previous year, the Company repurchased 6,500,000 shares @ USD 1.01 per share from its holding Company. The shares repurchased stood cancelled as at the previous 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. 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.

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, 2016 No. of shares	As at March 31, 2015 No. of shares
	Holding company	NIFT Limited	Equity	10,662,113	10,662,113
	Total			10,662,113	10,662,113

3.4	Shares held by each shareholder holding more than 5% shares	March 31, 2016		March 31, 2015	
		% of Holding	No. of Shares	% of Holding	No. of Shares
	Equity Shares				
	NIFT Limited	100	10,662,113	100	10,662,113
	Total	100%	10,662,113	100%	10,662,113



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

4	RESERVES AND SURPLUS	As at	As at
		March 31, 2016	March 31, 2015
		USD	USD
	Surplus in Statement of Profit & Loss		
	Balance Brought Forward from Previous year	241,356	75,442
	Add : Current year profit attributable to Shareholders	308,545	240,603
	Add:- Reserve from NIIT Ventures Inc. Merger	-	7,856
	Less:-		
	Additional depreciation charged to Reserve (Refer Note 10.3)	-	17,545
	Transferred to/from General Reserve- Premium on repurchase of equity shares (Refer Note 4.1)	-	65,000
		549,901	241,356
		549,901	241,356

- 4.1 During the previous year, the Company repurchased part of its equity capital, amounting to USD 6,500,000, from the holding company at a premium of USD 0.01 per equity share. The amount of consideration was determined based on valuation carried out by an independent expert of the Company. The shares repurchased were cancelled by the Company. The premium on repurchase was charged to the surplus in Statement of Profit and Loss of the Company.

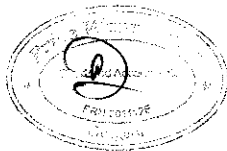


NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

5	LONG TERM BORROWINGS	Non Current Portion		Current Maturities	
		As at March 31, 2016 USD	As at March 31, 2015 USD	As at March 31, 2016 USD	As at March 31, 2015 USD
A) UNSECURED					
i) Loans from Related Parties		650,000	-	-	-
ii) Finance Lease Obligation (Refer Note 27.2)		-	73,610	-	232,182
Sub Total (A)		650,000	73,610	-	232,182
B) Amount disclosed under the head "Other Current Liabilities" (Refer Note 8)				-	(232,182)
Total (A+B)		650,000	73,610	-	-

6	SHORT TERM BORROWINGS	As at March 31, 2016 USD	As at March 31, 2015 USD	As at March 31, 2016 USD	As at March 31, 2015 USD
A) SECURED					
i) Loans from Banks					
a. Working Capital Loan			-	2,200,000	2,200,000
Total (A+B)		-	-	2,200,000	2,200,000

6.1 The Company has availed working capital facility of USD 7,500,000 (@ Libor + 2.5% per annum). The facility is secured by Letter of Credit issued by bank, covered by corporate guarantee from NIIT Limited.



NHT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

7	TRADE PAYABLES	Non Current		Current	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
	Sundry Creditors	-	-	9,673,678	7,556,331
		-	-	9,673,678	7,556,331

8	OTHER LIABILITIES	Long Term Liabilities		Current Liabilities	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
	Current Maturities of Long Term Borrowings	-	-	-	232,182
	Interest accrued and due on borrowings (refer note 8.1)	-	-	25,829	-
	Deferred Revenue	-	-	7,500	-
	Advances from Customers	-	-	83,335	56,387
	Statutory Dues	-	-	176,320	95,734
	Other Payables (refer note 8.2)	-	45,000	1,280,055	908,437
		-	45,000	1,573,039	1,292,740

8.1 Interest accrued and due includes an amount of USD 17,042 (Previous Year Nil) in respect of NHT Malaysia Sdn Bhd.

8.2 Other payables includes the following amounts -

(a) USD 1,235,048 (Previous Year : USD 858,437) due to employees of the Company.

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

9	PROVISIONS	Long-Term		Short-Term	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
	Provision for employee benefits :				
	Provision for Compensated Absences - Short term	-	-	395,056	339,089
		-	-	395,056	339,089



NHIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

10 FIXED ASSETS

Description of Assets	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	Cost As on 01.04.2015	Additions during the year	Re-Classification during the year	Total as on 31.03.2016	As on 01.04.2015	For the year	Re-Classification during the year	Total as on 31.03.2016	As on 31.03.2016	As on 31.03.2015
10.1 Tangible										
Plant & Equipment										
-Owned	1,314,514	341,409	1,336,870	2,992,793	604,864	351,425	896,972	1,853,261	1,139,532	789,656
-Leased	1,306,675	30,195	(1,336,870)	-	755,370	141,602	(896,972)	-	-	551,305
Lease Hold Improvements	20,682	82,389	-	103,070	16,885	12,970	-	29,855	73,215	3,797
Furniture & Fixtures										
-Owned	232,983	30,875	-	263,858	167,034	17,064	-	184,098	79,769	65,949
Sub Total (a)	2,874,854	484,867	-	3,359,721	1,544,153	523,061	-	2,067,214	1,292,507	1,110,701
10.2 Intangible										
Goodwill	1,360,011	-	-	1,360,011	1,360,011	-	-	1,360,011	-	-
Software - Internally generated	2,708,543	627,507	-	3,336,050	1,350,284	523,795	-	1,874,079	1,461,971	1,358,259
Software Acquired	9,056,823	142,432	-	9,199,255	6,820,630	1,194,786	-	8,015,416	1,183,839	2,236,193
Sub Total (b)	13,125,377	769,939	-	13,895,316	9,530,925	1,718,581	-	11,249,506	2,645,810	3,594,452
Total (a+b)	16,000,231	1,254,806	-	17,255,037	11,075,078	2,241,642	-	13,316,720	3,938,317	4,925,153
Previous year	14,189,371	1,810,868	-	16,000,231	9,420,536	1,954,542	-	11,075,078	4,925,153	

122,741

Intangible Assets under development

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

Particulars	For the year ended Mar 31, 2016	For the year ended March 31, 2015
- Salaries and Benefits	481,775	572,477
- Professional outsourcing	-	54,638
- Other Expenses	22,991	15,217
	<u>504,766</u>	<u>642,332</u>

10.2 Intangibles include softwares (tools and platforms) whose remaining amortisation period is 1 to 5 years. None of these are individually material to these financial statements as a whole other than a tool for providing managed training services.

10.3 Depreciation for the year includes an amount of USD NIL (previous year USD 17,545) charged directly to Reserves and USD NIL (previous year USD 51,793) charged to the depreciation expense for the year on account of revision in estimate useful life of fixed asset in accordance with Schedule II of the Companies Act, 2013 of India.



NHT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

11 TAXATION

- a) Current tax expense comprises of federal and state taxes payable on income
b) Deferred Tax Liabilities - (Assets) (net)

Deferred Tax Assets/Liabilities	Amount in USD	
	As on Mar 31, 2016	As on March 31, 2015
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.	887,764	606,816
Total (A)	887,764	606,816
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	(152,199)	(132,635)
- Unrealised foreign currency	899	(3,822)
- Carried Forward losses	(185,880)	
Total (B)	(337,180)	(136,457)
Net Deferred Tax Liabilities/ (Assets)	550,584	470,359



12	LOANS AND ADVANCES Unsecured, considered good	Long Term		Short Term	
		As at March 31, 2016 USD	As at March 31, 2015 USD	As at March 31, 2016 USD	As at March 31, 2015 USD
i)	Security Deposits Receivable	27,404	27,404	-	-
		27,404	27,404	-	-
ii)	Advances recoverable in cash or in kind	1,684	3,909	310,551	255,134
		29,093	31,313	310,551	255,134
iii)	Advance Tax Less : Provision for Tax	-	-	1,944,496	2,891,537
		-	-	(178,956)	(211,405)
iv)	AMT Credit entitlement	-	-	1,765,540	2,680,132
		-	-	730,785	730,785
	Total	29,093	31,313	2,806,876	3,666,051



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

13	TRADE RECEIVABLES	Non Current		Current	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
a)	Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
	Unsecured, considered good			32,353	75,424
	Unsecured, considered doubtful	158,434	124,509		
	Less: Provision for doubtful debts	(158,434)	(124,509)		
				32,353	75,424
b)	Other Trade Receivables				
	Unsecured, considered good			8,912,083	7,350,598
	Unsecured, considered doubtful	81,684			
	Less: Provision for doubtful debts	(81,684)			
				8,912,083	7,350,598
				8,944,436	7,426,022

14	PROVISION FOR DOUBTFUL DEBTS	Non Current		Current	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
	Opening Provision	124,509	20,171	-	-
	Add: Additional Provision (Refer Note 21)	115,609	104,338	-	-
	Closing Provision	240,118	124,509	-	-

15	OTHER ASSETS	Non Current		Current	
		As at	As at	As at	As at
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
		USD	USD	USD	USD
	Unbilled revenue(net)	-	-	7,761,353	5,944,758
	Less : Provision for Unbilled Revenue	-	-	(1,898,138)	(1,259,000)
	Other Receivables	-	-	3,888,347	1,552,956
		-	-	9,751,562	6,238,714



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

16	CASH AND BANK BALANCES	Current	
		As at March 31, 2016 USD	As at March 31, 2015 USD
	Cash and cash equivalents:		
	Balance with banks -		
	- Current Accounts	744,087	470,604
		744,087	470,604
	Other bank balances:		
	Bank deposits:		
	With original maturity of more than 3 months and upto 12 months	40,000	-
		40,000	-
		784,087	470,604

17 Contingent Liabilities

As at March 31, 2016 As at March 31, 2015

- | | | | |
|------|---|---------|---------|
| (i) | Tax Matters | 241,782 | 266,782 |
| | 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. | | |
| (ii) | Customer Claims not acknowledged as debt | | 500,000 |



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

18	Revenue from Operations	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Sale of Services	46,430,840	42,338,473
		46,430,840	42,338,473
19	OTHER INCOME	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Interest Income	-	246,054
	Service Fee	784,792	906,100
		784,792	1,152,154



NIIT (USA) Inc., USA

Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

20	EMPLOYEE BENEFIT EXPENSES	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Salaries and Benefits (Net of recoveries) *	12,480,063	9,069,123
	Contribution to 401K Plan & other Funds	313,671	185,843
	Welfare and Other expenses	102,019	40,820
		12,895,753	9,295,786

* Net of Recoveries USD 87,600 (Previous year USD 188,362)

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, 2016	For the year ended March 31, 2015
Contribution to 401K plan **	260,184	117,247
Contribution to Superannuation Fund	33,427	41,759
Contribution to Provident Fund	20,060	26,837

** The above includes USD 17,379 (Previous year USD 9,679) being contribution in respect of key managerial personnel.



NIIT (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended Mar 31, 2016

21	OTHER EXPENSES	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Equipment Hiring	1,275,794	1,632,753
	Rent (net of recoveries) (Refer Note 27.1)	417,183	392,198
	Rates and Taxes	100,704	80,923
	Power & Fuel	798	1,157
	Communication	173,309	119,029
	Legal and Professional (Refer Note 21.1)	516,402	510,978
	Management Cost Recovery by Holding Company	597,086	144,857
	Travelling and Conveyance	1,772,902	1,943,671
	Provision for Doubtful Debts	115,609	87,838
	Provision for Unbilled Revenue	639,138	86,000
	Insurance	88,511	82,804
	Repairs and Maintenance		
	- Plant and Machinery	28,970	38,330
	- Others	14,378	5,631
	Consumables	4,899	2,191
	Loss on foreign currency translation and transaction (net)	2,573	256,252
	Bank Charges	50,373	244,076
	Marketing & Advertising Expenses	706,812	685,172
	Sales Commission	106,401	113,927
	Discounts & Rebates	80,154	
	Sundry Expenses	58,050	80,329
		6,750,046	6,508,116

21.1 Legal and Professional expenses include:

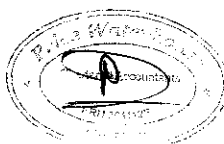
	PAYMENT TO AUDITORS	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Group Audit	11,600	12,000
	Reimbursement of expenses (including Service Tax)	4,927	3,600
		16,527	15,600

22	FINANCE COSTS	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Interest Expense	140,092	69,672
	Other Borrowing Costs	82,711	65,262
		222,803	134,934

23	EXCEPTIONAL ITEMS	Year ended March 31, 2016 USD	Year ended March 31, 2015 USD
	Legal & Professional Expenses	-	380,514
	Provision for Doubtful Debts and Other Balances	-	874,500
	Provision in respect of Indemnity & Litigations (Net)	-	52,101
	Net (Income) / Expense	-	1,307,115

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

23.2 During the previous year, Company had made a provision of USD 874,500 for customer related balances from whom despite persistent follow up collection had not been received for a significant period of time.



Notes to the Financial Statements for the year ended Mar 31, 2016

24 Related party Disclosures as per Accounting Standard 18

a. Related party relationship where control exists

i) Holding Company

NIIT Limited, India

ii) Subsidiary Company

NIIT Ventures Inc, USA [Amalgamated with NIIT (USA) Inc, USA w.e.f December 1, 2014]

iii) Fellow Subsidiaries

- 1 Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited)
- 2 NIIT Yuva Jyoti Limited, India
- 3 NIIT Institute of Finance Banking and Insurance Training Ltd, India
- 4 NIIT Institute of Process Excellence Limited, India
- 5 NIIT Limited UK
- 6 NIIT Antilles NV, Netherlands Antilles
- 7 NIIT Malaysia Sdn. Bhd, Malaysia
- 8 NIIT GC Limited, Mauritius
- 9 NIIT China (Shanghai) Limited, China
- 10 NIIT Wu Xi Service outsourcing Training School, China
- 11 Chongqing NIIT Education Consulting Limited, China
- 12 Wu Xi NIIT Information Technology Consulting Limited, China
- 13 Changzhou NIIT Information Technology Consulting Limited, China
- 14 Su Zhou NIIT Information Technology Consulting Ltd, China
- 15 PT NIIT Indonesia, Indonesia (Under liquidation)
- 16 NIIT West Africa Limited, Nigeria
- 17 Qingdao NIIT Information Technology Co., Ltd China (w.e.f. May 14, 2012)
- 18 Chongqing An Dao Education Consulting Limited, China (w.e.f June 5, 2012)
- 19 Zhangjiagang NIIT Information Services Ltd, China (w.e.f September 1, 2012)
- 20 Chengmai NIIT Information Technology Company Limited (w.e.f. December 19, 2012)
- 21 Dafeng NIIT information technology Co., Limited
- 22 Guizhou NIIT information technology consulting Co., Limited
- 23 NIIT Ireland Ltd
- 24 NIIT Learning Solutions (Canada) Limited

b. Key Managerial Personnel

- i) Rajendra S Pawar (Director) - upto May 15, 2015
- ii) V K Thadani (Director)
- iii) P Rajendran (Director) - upto May 15 2015
- iv) Sapnesh Lalla (Chief Executive and Director)
- v) P R Subramanian (Director) - w.e.f May 15, 2015

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 Technologies Brazil Ltd
- vi) NIIT Media Technologies LLC, USA



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)	13,509 (NIL)	NIL (NIL)	1,570,636 (1,346,092)	NIL (NIL)	NIL (NIL)	1,584,145 (1,346,092)
Other Income (Refer Footnote 2 below)	232,625 (178,300)	NIL (NIL)	546,918 (716,395)	NIL (NIL)	NIL (9,514)	779,543 (904,209)
Purchase of Services (Refer Footnote 3 below)						
- Professional Technical & Outsourcing Services	13,691,242 (13,286,647)	NIL (NIL)	164,311 (NIL)	NIL (NIL)	NIL (NIL)	13,855,553 (13,286,647)
- 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)						
- Professional Technical & Outsourcing Services	NIL (NIL)	NIL (NIL)	42,714 (NIL)	NIL (NIL)	NIL (NIL)	42,714 (NIL)
- Other Expenses	278,624 (139,915)	NIL (NIL)	1,056,289 (1,097,444)	NIL (NIL)	17,302 (314,180)	1,352,215 (1,551,539)
- Employee Cost	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	87,600 (200,282)	87,600 (200,282)
Recovery of expenses by (Refer Footnote 5 below)						
- Professional Technical & Outsourcing Services	NIL (NIL)	NIL (NIL)	1,112,299 (39,921)	NIL (NIL)	134,574 (27,697)	1,246,873 (67,618)
- Employee Cost	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (2,063)	NIL (2,063)
- Other Expenses	157,920 (198,315)	NIL (NIL)	569,511 (309,247)	NIL (NIL)	NIL (7,233)	727,431 (514,795)
Management Cost Recovery	597,086 (144,857)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	597,086 (144,857)
Interest Income (Refer Footnote 6 below)	NIL (NIL)	NIL (NIL)	NIL (246,054)	NIL (NIL)	NIL (NIL)	NIL (246,054)
Loan given received back (Refer Footnote 7 below)	NIL (NIL)	NIL (NIL)	NIL (5,650,000)	NIL (NIL)	NIL (NIL)	NIL (5,650,000)
Loan Received (Refer Footnote 8(i) below)	NIL (NIL)	NIL (NIL)	650,000 (NIL)	NIL (NIL)	NIL (NIL)	650,000 (NIL)
Finance Cost (Refer Footnote 8(ii) below)	NIL (NIL)	NIL (NIL)	17,042 (NIL)	NIL (NIL)	NIL (NIL)	17,042 (NIL)
Remuneration (Refer Footnote 9 below)	NIL (NIL)	NIL (NIL)	NIL (NIL)	570,882 (529,519)	NIL (NIL)	570,882 (529,519)
Repurchase of shares	NIL (6,500,000)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (6,500,000)
Premium paid on repurchase of shares	NIL (65,000)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (65,000)
Payment of Corporate Guarantee Charges	42,500 (42,500)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	42,500 (42,500)

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

Nature of Transactions	Holding Company	Fellow Subsidiaries	Key Managerial Personnel	Parties in which Key Managerial Personnel are interested	Total
Trade & Other recoverable	390,145 (257,156)	3,244,739 (2,632,733)	NIL (NIL)	NIL (23,542)	3,634,884 (2,913,431)
Trade Payable	2,441,910 (3,701,998)	1,566,891 (354,308)	NIL (NIL)	27,271 (2,594)	4,036,072 (4,058,900)
Loan Payable (Refer Footnote 8(i) below)	NIL (NIL)	650,000 (NIL)	NIL (NIL)	NIL (NIL)	650,000 -
Interest Payable on loan (Refer Footnote 8(ii) below)	NIL (NIL)	17,042 (NIL)	NIL (NIL)	NIL (NIL)	17,042 -



Also, refer Note 17 in respect of contingencies and commitments and note 6 in respect of guarantees

(Previous year figures are given in parenthesis)

- 1 Includes sale of services to -**
 - i) NIIT UK USD 1,570,636 (Previous year USD 1,346,092)
- 2 Includes other income pertaining to -**
 - i) NIIT UK USD 540,059 (Previous year USD 716,395)
 - ii) NIIT Technologies Ltd(USA) USD NIL (Previous year USD 9,514)
 - iii) NIIT Malaysia SDN BHD USD 6,859 (Previous year USD NIL)
- 3 Includes purchase of services from -**
 - (A) In respect of professional and technical outsourcing services**
 - i) NIIT UK USD 164,311 (Previous year USD NIL)
 - 4 Includes recovery of expenses from -**
 - (A) In respect of professional and technical outsourcing services**
 - i) NIIT Limited UK USD 42,714 (Previous year USD NIL)
 - (B) In respect of other expenses**
 - i) NIIT Limited UK USD 981,275 (Previous year USD 987,061)
 - ii) NIIT Malaysia SDN BHD USD 14,474 (Previous year USD 110,383)
 - iii) NIIT Technologies Inc USD 14,152 (Previous year USD 112,824)
 - iv) NIIT Technologies Ltd USD 3,150 (Previous year USD 161,428)
 - v) NIIT Media Technologies LLC USD NIL (Previous year USD 39,928)
 - vi) NIIT Ireland Ltd USD 60,540 (Previous year USD NIL)
 - (C) In respect of employee costs**
 - i) NIIT Technologies Inc USD 13,079 (Previous year USD 13,990)
 - ii) NIIT Technologies Ltd USD 74,521 (Previous year USD 186,292)
 - 5 Includes recovery of expenses by -**
 - (A) In respect of professional and technical outsourcing services**
 - i) NIIT Limited UK USD 785,385 (Previous year USD 31,111)
 - ii) NIIT China (Shanghai) Limited USD 137,515 (Previous year USD 8,810)
 - iii) NIIT Technologies Pte Ltd USD 34,876 (Previous year USD 27,697)
 - iv) NIIT Antilles NV USD 38,628 (Previous year USD NIL)
 - v) NIIT Ireland Ltd USD 150,771 (Previous year USD NIL)
 - vi) NIIT Technologie Brazil USD 99,698 (Previous year USD NIL)
 - (B) In respect of employee costs**
 - i) NIIT Technologies Inc USD NIL (Previous year USD 2,063)
 - (C) In respect of other expenses**
 - i) NIIT Limited UK USD 522,409 (Previous year USD 307,347)
 - ii) NIIT Technologies Inc USD NIL (Previous year USD 2,346)
 - iii) NIIT Technologies Ltd USD NIL (Previous year USD 4,887)
 - iv) NIIT Antilles NV USD 4,860 (Previous year USD NIL)
 - v) NIIT Ireland Ltd USD 38,467 (Previous year USD NIL)
 - vi) NIIT Malaysia SDN BHD USD 3,775 (Previous year USD 1,900)
 - 6 Includes interest income from -**
 - i) NIIT Antilles NV USD NIL (Previous year USD 246,054)
 - 7 Includes loans given received back from -**
 - i) NIIT Antilles NV USD NIL (Previous year USD 5,650,000)
 - 8 Includes loans received and interest payable thereon -**
 - i) NIIT Malaysia SDN BHD USD 650,000 (Previous year USD NIL)
 - ii) NIIT Malaysia SDN BHD USD 17,042 (Previous year USD NIL)
 - 9 Remuneration paid to the Chief Executive and Director-**
 - i) Sapnesh Lalla (Chief Executive and Director) USD 374,081 (Previous year 350,946)
 - ii) P R Subramanian(Director) USD 196,801 (Previous year 178,573)



NIFI (USA) Inc., USA
Notes to the Special Purpose Financial Statements for the year ended March 31, 2016

25 EARNINGS PER SHARE

Particulars	Amount in USD	
	Year ended March 31, 2016	Year ended March 31, 2015
Profit attributable to Equity shareholders (USD) - (A)	308,545	240,603
Weighted Average number of Equity shares outstanding during the year - (B)	10,662,113	15,933,346
Nominal Value of Equity Shares (USD)	1	1
Basic / Diluted earnings per share (USD) (A/B)	0.03	0.02

* There are no dilutive securities as at year end

26 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)	32,949,099	18,560,718	1,254,806
	(25,185,593)	(16,294,141)	(1,810,860)
Australia	1,579,688	456,237	
	(2,598,479)	(1,450,451)	
Singapore	1,749,071	1,190,842	
	(1,631,452)	(563,373)	
India	98,282	525,459	-
	(60,719)	(340,771)	-
Europe	9,488,760	5,428,474	-
	(12,696,680)	(4,115,649)	-
Others	565,940	92,641	-
	(165,551)	(116,214)	-
Total	46,430,840	26,254,371	1,254,806
	(42,338,473)	(22,880,598)	(1,810,860)

Previous year figures are given in parenthesis

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

27.1 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, 2016	March 31, 2015
Not later than 1 year	401,063	380,885
Later than 1 year but not later than 5 years	1,678,299	1,211,180
Later than 5 years	33,290	263,300

Lease rentals under Operating lease during the year ended 31st March 2016 amounted to USD 1,692,977 (Previous year USD 2,024,951), net of sub lease recoveries made USD 1,244 (Previous year USD 3,732).

27.2 Finance Leases:

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

Particulars	Amount in USD	
	As at March 31, 2016	As at March 31, 2015
Minimum lease payments	-	326,647
Less: Finance Costs	-	20,859
Present value of lease payment outstanding as at year end	-	305,788

Minimum lease payments due:

Particulars	Amount in USD	
	As at March 31, 2016	As at March 31, 2015
Not later than 1 year	-	248,903
Later than 1 year but not later than 5 years	-	77,744

Present value of minimum lease payments:

Particulars	Amount in USD	
	As at March 31, 2016	As at March 31, 2015
Not later than 1 year	-	232,182
Later than 1 year but not later than 5 years	-	73,610
Later than 5 years	-	-

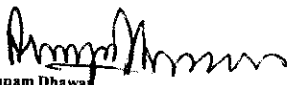
Lease Payments are payable in equated monthly installments beginning from the month subsequent to taking the lease.



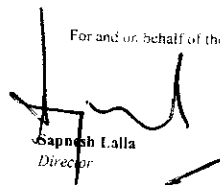

28 Previous year figures have been reclassified / regrouped to conform to current year's classification.

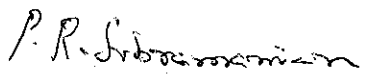
Signatures to Notes 1 to 28 of the Special Purpose Financial Statements

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


Anupam Dhawan
Partner
Membership No. 084451

Place: Gurgaon
Date: May 10, 2016

For and on behalf of the Board of Directors

Sapnesh Lalla
Director

Vijay K Thadani
Director
DEN - 00042527


P R Subramanian
Director

Place: Atlanta, USA
Date: May 9, 2016