ANNUAL REPORT 2017-18
NIIT LIMITED

OUR VISION

VALUES, MOTIVES AND BELIEFS

- We, NIIT, believe that our growth is the derivative of the growth of each one of us. It is the duty of each one of us to espouse and give active effect to the values, motives and beliefs we state here

NIIT IS PEOPLE

- We have positive regard for each one of us
- We will foster career-building by creating opportunities that demand learning, thinking and innovation from each one of us.
- We expect each of us to contribute to the process of organisation building and thus derive pride, loyalty and emotional ownership.
- We recognise the necessity of making mistakes and risk-taking when it contributes to the learning, innovation and growth of each one of us.

NIIT IS QUALITY AND VALUE

- Each of us will ensure that in any association with society, society benefits substantially more than:
  a) What society gives to us.
  b) What society would gain from any other similar association
- We will meet any and every commitment made to society irrespective of any cost that may have to be incurred.
- We will ensure our profitability, long-term growth and financial stability, through the process of delivering the best, being seen as the best and being the best.
- We will be fair in all our dealings and promote high standards of business ethics.

NIIT IS A MISSION

- We will grow in the recognition and respect we command, through pioneering and leading in the effective deployment of technology and know-how.
- We will seek to play a key-role in the directions and deployment of technology and know-how for the benefit of the mankind.

NIIT

NIIT

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CHAIRMAN'S MESSAGE

Dear Shareowners,

2017-18 was a year of global economic rejuvenation, with the economy growing at 3.7 percent and more than 120 nations logging in higher momentum and showcasing economic revival. On the flip side, immigrant issues, a heightened spirit of nationalism and protectionism and raised tariff walls threatened to vitiate the political and trade climate and increase risks.

The path to growth was led by the US economy which recorded a strong year with the unemployment rate falling to 3.9 percent and spurring a war for talent. Leading corporations enhanced spend on Learning and Development, especially owing to technological disruption and their investments in the state-of-the-art. Many outsourced their training requirements to specialised learning companies.

Mirroring global trends, the Indian economy also increased momentum with the GDP at 6.7 percent and growing at a robust 7.7 percent in Q4 of FY 18. This positioned India as the fastest growing global economy, with an expected GDP of 7.4 percent in 2018 and 7.8 percent in 2019 according to the International Monetary Fund.

Focus

Recognising that digital technologies such as Blockchain, Automation—encompassing machine learning, Artificial Intelligence, Robotics, and Analytics—as well as Social, Cloud and Mobile were catalysing global IT spending as well as the need for more skill-intensive manpower, NIIT continued to develop a talent pipeline for digital projects. NIIT's focus during FY 2018 therefore, was on introducing a slew of cutting-edge programs that further expanded its portfolio of digital training offerings. Whether it was our DigiNxt Series, our super five Career Series programs or our Training.com platform with its advanced courses in Data Sciences, and Digital and Social Media Marketing, digital was the way to go for NIIT.

Business performance

NIIT's FY 2018 financial statistics remained positive, with net revenues pegged at Rs. 850.5 crores and PAT at Rs. 62.5 crores (a jump of 53 percent). NIIT's Operating Profit grew by 11 percent during FY 2018 and the EBITDA margin improved 80 basis points YoY.

We achieved this owing to the robust performance of our Corporate Learning Group which grew at 14 percent YoY and cash management in our Skills & Careers and schools businesses. This also resulted in our net debt being brought down to Rs. 40.1 crores, including acquisition related cash out flow. Overall we continued to strengthen our platforms of growth, while improving liquidity, profitability, and capital efficiency.

CLG was indeed the brightest star on our horizon which accounted for 61 percent of NIIT revenues in FY 2018 and increased its revenue visibility by 18 percent YoY. CLG continued to drive the growth and profitability of NIIT through the strong momentum of its Managed Training Services business that ended the year with 39 global customers, of which eight logos were added in FY 2018 alone. In FY 2018, CLG continued investing in building capacity for large comprehensive deals, gearing up for future opportunities.

Important moves for CLG in FY 2018 included its acquisition of Eagle Productivity Solutions, a globally reputed company which has expanded the wingspan of its training capability to cover rollouts of Cloud-based enterprise applications. During the year, we also entered into strategic relationships with Cornerstone OnDemand, a global leader in Cloud-based learning and human capital management software as well as EdCast, the award-winning AI-powered Knowledge Cloud provider with customers that include GE, HPE, Dell EMC and Accenture.

Despite being impacted by headwinds in IT and banking segment hiring, our Skills & Careers Business (SNC) continued to increase reach and improve efficiency through a better leverage of technology in learning. The segment was buoyed by its 'Beyond IT' revenues, our StackRoute, DigiNxt and Training.com initiatives that saw strong traction, and our super five new Career Series programs that expanded NIIT's product portfolio and helped revive growth. These included courses in Accounting and Business Analytics, Banking and Finance, Data Analytics and Predictive Modelling, Digital Marketing and Branding, and Full Stack Software Engineering. Another highlight for SNC was the TPaaS (Talent Pipeline-as-a-Service) offering we launched for corporates, which covered all aspects related to on-boarding new talent.

StackRoute incidentally received an overwhelming response from IT companies and was adopted by seven corporate customers in FY 2018 as compared to previous years.

During FY 2018, SNC entered into a strategic partnership with UP! Your Service, to enable its Corporate Learning portfolio to deliver internal and external cultures of Service Excellence. Additionally, it announced fresh batches of advanced programs in Data Sciences, Digital and Social Media Marketing on our Training.com platform, which enrolled over 3,500 learners during the year. SNC recorded net revenues of Rs. 266.9 crores in FY 2018.

Our schools business under the umbrella of our wholly-owned subsidiary, MindChampion Learning Systems continued to exit from the capital-intensive government schools segment during FY 2018, while successfully completing existing contracts. MLSL's margins were impacted by closing costs in large government schools completed during the year, though cost management and a shift of mix towards private schools helped in partial recovery. The subsidiary's go-forward business grew 2 percent YoY as it signed contracts with 668 private schools for its nGuru suite of products. During the year, SLG recorded a revenue of Rs. 59.3 crores and released new curriculum products in Maths, Science and English. MLSL's Practice Plus, a revolutionary school learning solution launched in FY 2018 gained traction, helping students learn and master concepts through practice and assessment. The platform was adopted by over 600 schools and today has over 190,000 learners using the platform for assessing their learning.

Achievements

Our FY 2018 pride story saw us rank among 'India's Most Trusted IT Training Brand by Brand Trust Report 2018 and get named in TrainingIndustry.com's Top 20 lists of training outsourcing companies, as well as training, content and gamification companies in 2017. During FY 2018 NIIT bagged 20 Brandon Hall Group HCM Excellence Awards jointly with customers (Independent recognitions also came the way of MLSL and Training.com during the year.)

Future outlook

Having remained on the growth track in FY 2018, NIIT has set itself up for greater performance improvements in its corporate learning, skills & careers and school businesses. While CLG is expected to achieve accelerated growth over the next year, owing to higher outsourcing of L&D by global companies, it will also continue to reap the benefits of large-sized annuity based MTS engagements. In the year ahead, CLG is expected to increase both deal flow and the average size of the contracts with new and existing customers. CLG aims to achieve this by investing in innovation that heightens the customer experience, providing advisory services that drive thought leadership, driving Sales and Marketing and exploring inorganic opportunities to add new capabilities.

Our Skills & Careers business will continue to focus on and expand its existing mainstays-DigiNxt, Training.com and StackRoute. Having worked closely with leading corporates for skilling and upskilling their workforce, StackRoute will continue to help top IT professionals to evolve into tech-IP creators. DigiNxt meanwhile will help industry build a large pool of digital transformation talent, while Training.com will position itself strongly in the market through its programs in Digital Marketing and Data Science. SNC's super five courses and Talent Pipeline as a Service will add greater strength to NIIT's wide range of offerings.

Having shifted focus to the asset light and IP driven private school business, our school business will continue to consolidate its presence in this segment going forward. As government contracts end, NIIT will improve liquidity and its ROCE profile. The Practice Plus platform is also expected to drive stronger growth in private schools.

In the year ahead, NIIT will continue to lower its risk profile through its enterprise-wide risk management mechanism and achieve an optimum balance between risks and rewards, while maximising value for our shareholders, that is each one of you.

I would like to personally thank you all for your unstinting support, which has enabled NIIT to deal with the vagaries of the market and ensuing challenges. I assure you that as we look towards the future with an unmatched portfolio of offerings, we expect to deliver high impact. In fact, we aim to play a transformational role in the markets where we are present, helping individuals and enterprises across the globe to achieve their full potential and making all our stakeholders proud.

Rajendra S Pawar

Chairman, NIIT Ltd.

CORPORATE INFORMATION

CIN: L74899DL1981PLC015865

CHIEF EXECUTIVE OFFICER
Sapnesh Kumar Lalla

CHIEF FINANCIAL OFFICER
Amit Roy

COMPANY SECRETARY
Deepak Bansal

AUDITORS
S R Batliboi & Associates LLP

BANKS
Indian Overseas Bank | ICICI Bank
Standard Chartered Bank | CitiBank NA
Wells Fargo Bank | Llyods TSB Bank PLC
YES Bank | RBL Bank

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Unit-NIIT Limited
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Fax: +91 11 4254 1967

www.niit.com

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BOARD OF DIRECTORS

RAJENDRA S PAWAR
Chairman

VIJAY K THADANI
Vice Chairman &
Managing Director

P RAJENDRAN
Joint Managing Director

ANAND SUDARSHAN
Director

GEETA MATHUR
Director

SURENDRA SINGH
Director


NIIT

NIIT AT A GLANCE
2017-18

Established in 1981, NIIT Limited, a global leader in Skills and Talent Development, offers multi-disciplinary learning management and training delivery solutions to corporations, institutions, and individuals in over 40 countries. The company ranks among the world's leading training companies owing to its vast, yet comprehensive array of talent development programs.

With a strong focus on assuming leadership role in the Digital Learning World and to further accelerate NIIT's growth and profitability, the company has charted a focused business strategy to address the Digital Transformation needs for individuals and corporate customers by offering training and consulting to help them re-invent themselves & their organisations.

Further, NIIT entered into a strategic partnership with UP! Your Service, the global leader in creating cultures of service excellence worldwide, to implement a culture of service excellence across organisations. The partnership with UP! Your Service is a strategic move to expand NIIT's corporate learning portfolio to deliver internal and external cultures of service excellence. In addition to its cutting-edge Managed Training Services (MTS), NIIT will now offer services like Service Culture Indicator, Service Leader Workshops, and Service Excellence Workshops to take organisations to a new level of service that is enabled by fundamental principles and actionable models.

The Training.com learning platform is a pioneering initiative for advanced career programs, which are delivered live by industry experts in an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. The programs are targeted at working professionals who want to take their careers to the next level by enhancing their knowledge of the latest concepts through programs offered from premier institutes like IIM Calcutta, DMI Ireland and edX.

Other key offerings include StackRoute which focuses on creating digital innovators by building an elite breed of Full-stack programmers; DigiNXT which addresses the urgent need to help India's IT Services industry source fresh staff as well as retrain 4 million of their existing staff into Digital Developers; and finally NIIT.tv that aims to create digital workers and digital citizens by bringing skilling from NIIT classrooms to every

digitally connected Indian, for free, at any time and place of their choice to train the masses to evolve their skills and participate productively in the future digital world.

As a company, NIIT has three main lines of businesses namely - Corporate Learning Group, Skills & Careers Group, and School Learning Group (MLSL) – which will lead the transition of the organisation into the Digital Learning World.

NIIT's Corporate Learning Group (CLG) offers comprehensive suite of Managed Training Services that include custom Curriculum Design and Content Development, Learning Administration, Learning Delivery, Strategic Sourcing, Learning Technology, and Advisory Services to leading companies in North America, Europe, Asia, and Oceania.

NIIT's Skills & Careers Group (SNC) delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including Banking, Finance & Insurance, Retail Sales Enablement, Management Education, Multi-Sectoral Vocational Skills, Digital Media Marketing, and programs in digital transformation technologies.

As NIIT's wholly owned subsidiary for its K-12 school learning initiative - MindChampion Learning Systems Limited (MLSL) is providing technology based learning to around 2,000 private schools across India, reaching out to more than a million students. The futuristic NIIT nGuru range of learning solutions for schools comprises Interactive Classrooms with digital content, technology-driven Math Lab, IT Wizard programs and QuickSchool, an Education Resource Planning software.

RECENT AWARDS AND ACKNOWLEDGMENTS

- NIIT has been recognised as 'India's Most Trusted Brand-IT Training' 2018 by Trust Research Advisory (TRA)
- NIIT received 'Franchisor of the year' 2017 – Vocational & Skill Development Training Institute by The Franchise India
- NIIT MLSL has bagged 3 prestigious awards at the '3rd South Asia Education Summit 2017': 'Interactive Solution Provider' award for NIIT Nguru - IT Wizard & MathPlus; 'Testing and Assessment Tool Provider' award for state-of-the-art NIIT Nguru - Practice Plus and 'Teacher Training (K-12)' award for 'The CTET Advantage Program'
- NIIT's Training.com won 'eEducation Services of the Year – Online educational services award 2017' by Franchise India
- NIIT USA has been ranked among the Top 20 Training Outsourcing Companies 2017 by TrainingIndustry.com for the 10th consecutive year
- NIIT USA has been ranked among the Top 20 IT Training Companies 2017 by TrainingIndustry.com for the eighth consecutive year
- NIIT UK has been awarded the status of 'Accredited Learning Provider' 2017 by Learning and Performance Institute (LPI), UK for the Second Consecutive Year
- NIIT USA has been ranked among the Top 20 Companies in Content Development 2017 by TrainingIndustry.com for the seventh consecutive year
- NIIT USA has been ranked among the Top 20 Companies in Gamification 2017 by TrainingIndustry.com for the fourth consecutive year
- NIIT USA earned 20 Brandon Hall Group HCM Excellence Awards 2017 jointly with customers
- StackRoute has been recognised as the 'Most Innovative Learning Partner for Enterprises' by ASSOCHAM India (Associated Chambers of Commerce and Industry of India) at the EduMeet 2018 & Excellence Award.

NIIT

AWARDS AND ACCOLADES

NIIT USA has been ranked among the Top 20 IT Training Companies 2017 by TrainingIndustry.com for the 8th consecutive year

NIIT USA has been ranked among the Top 20 Training Outsourcing Companies 2017 by Training Industry.com for the 10th consecutive year

NIIT has been recognised as 'India's Most Trusted Brand- IT Training' 2018 by Trust Research Advisory (TRA)

StackRoute has been recognised as the 'Most Innovative Learning Partner for Enterprises' by ASSOCHAM India (Associated Chambers of Commerce and Industry of India) at the EduMeet 2018 & Excellence Award.

NIIT MLSL has bagged 3 prestigious awards at the '3rd South Asia Education Summit 2017': 'Interactive Solution Provider' award for NIIT Nguru - IT Wizard & MathPlus; 'Testing and Assessment Tool Provider' award for state-of-the-art NIIT Nguru - Practice Plus and 'Teacher Training (K-12)' award for 'The CTET Advantage Program'

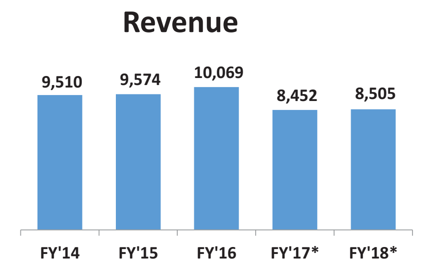
NIIT received 'Franchisor of the year' 2017 – Vocational & Skill Development Training Institute by The Franchise India

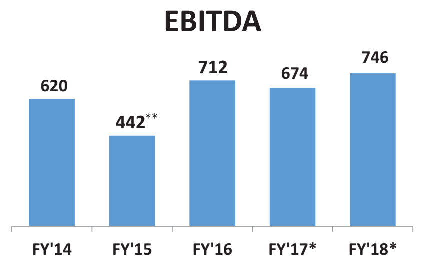
NIIT USA earned 20 Brandon Hall Group HCM Excellence Awards 2017 jointly with Customers.

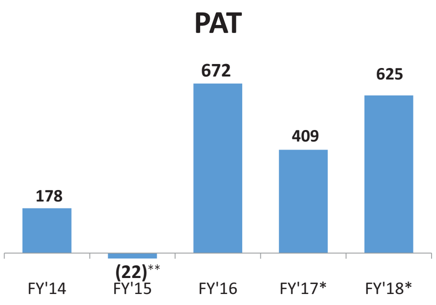
StackRoute, a digital transformation partner for corporates to build multi-skilled full stack developers at scale, has won the 'Most Innovative Learning Partner for Enterprises' award at Times Ascent - National Award for Excellence in Training & Development 2018.

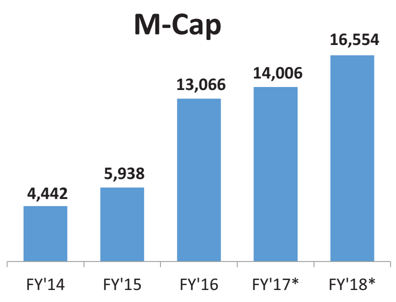
FINANCIAL HISTORY

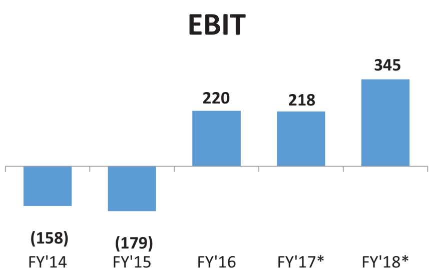
(Amount in INR Mn)

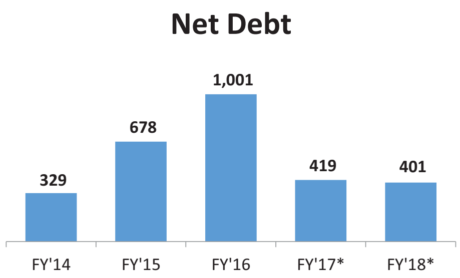












- Please refer Note no. 53 for details on transition to Ind AS & its impact on financials. Financials for the year ending March 31, 2017 have also been restated as per the Ind AS for comparison purposes.
- * FY'17 and FY'18 numbers are as per Ind AS, till FY'16 numbers are as per IGAAP
- **EBITDA and PAT for FY'15 excludes Business transformation expenses.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of NIIT Limited (the Company) will be held on Friday, 28th day of September, 2018, at 10.00 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon; and
   b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.
2. To appoint Mr. Parappil Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To ratify the remuneration of cost auditor for the financial year 2017-18 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 306,260/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2017-18, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

4. **To re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof, for the time being in force), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as Vice-Chairman and Managing Director of the Company, liable to retire by rotation, for a period of five years w.e.f. April 1, 2019 on the terms and remuneration as mentioned in the explanatory statement annexed hereto.

   RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, the consent of the members of the company be and is hereby accorded to pay remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director, upto the statutory limits specified in Schedule V of the Companies Act, 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2019 till March 31, 2022.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and are hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

5. **To re-appoint Mr. Parappil Rajendran as Joint Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of

Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof, for the time being in force), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Parappil Rajendran (DIN: 00042531) as Joint Managing Director of the Company, liable to retire by rotation, for a period of five years w.e.f. April 1, 2019 on the terms and remuneration as mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Parappil Rajendran, Joint Managing Director, upto the statutory limits specified in Schedule V of the Companies Act 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2019 till March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and are hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

By Order of the Board
For **NIIT Limited**

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date: May 16, 2018

NOTES:

1. A Statement pursuant to section 102 (1) of the Companies Act, 2013 (the Act), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** In order to be effective, proxy form should be duly stamped, completed, signed and must be deposited at the registered office of the compnay at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019, either in person or through post not later than 48 hours, before the commencement of the meeting. A blank proxy form is attached with the Annual Report. A person can act as proxy on behalf of members not exceeding fifty and holding not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   The proxy form(s) which does not state the name of proxy or is undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.

   Proxy-holder shall carry his/her identity proof (driving license, aadhaar card, voter ID, passport, PAN card) in order to prove his/her identity at the AGM.

   In case the AGM gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original Meeting.

   A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of their relevant board resolution authorizing their representative(s) to attend and vote on their behalf at the AGM, together with the specimen signature of the authorized representative(s).
4. All the documents referred in the Notice, Annual Report including financial statements of the Company and its subsidiaries and Register of Contracts, Register of Directors' Shareholding shall be available for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 10:00 a.m. to 1:00 p.m., up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the AGM.
5. Certificate of the Statutory Auditors certifying that the Company's stock option plan has been implemented in accordance with the applicable Guidelines and Regulations issued by the Securities & Exchange Board

of India ("SEBI") and in accordance with resolutions passed by the members, will be available at the AGM for inspection by the members.

6. In terms of Section 152 of the Act, Mr. Parappil Rajendran, Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

   Details of Mr. P Rajendran, as required to be provided pursuant to the provisions of (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided in explanatory statement to item no. 5.

7. The ratification of appointment of Statutory Auditors by members at every Annual General Meeting is not required pursuant to amendment in Section 139 vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 22, 2017.

8. Members holding shares in physical mode are requested to :

   (a) submit their Permanent Account Number (PAN) and bank account details to the Company / Registrar & Share Transfer Agent (RTA), if not registered with the Company, as mandated by SEBI.

   (b) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.

   (c) register / update their e-mail address with the Company /RTA for receiving all communications from the Company electronically.

   (d) write to the Company for any change in address and bank mandate.

   (e) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.

9. Members holding shares in electronic mode are requested to :

   (a) submit their PAN and bank account details to their respective the Despository Participants (DPs) with whom they are maintaining their demat accounts.

   (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.

   (c) register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

   (d) inform any change in address and bank mandate to the DP.

10. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of :

    (a) Change in their residential status on return to India for permanent settlement.

    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN card copy (duly attested) to their DP with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN card copy (duly attested) to the Company or its RTA.

12. Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividend for the financial year ended on March 31, 2010, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year, upon completion of seven years.

    In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company has transferred 306,758 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 31, 2017 after following the prescribed procedure.

    Further, the Company shall transfer the unpaid/ unclaimed dividend for financial year ended March 31, 2011, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after July 31, 2018 (as per due date for transfer) upon completion of seven years. As on March 31, 2018, the amount outstanding in unclaimed dividend account for the financial year 2010-2011 is Rs. 1,232,085/- (Rupees One million two thirty two thousand and eighty five only).

    In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account with reference to the due date of July 31, 2018. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com

    The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link:

http://www.niit.com/india/training/investors/Pages/investor-information.aspx.

Members, whose shares and unclaimed dividends have been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5.

The process for claim is also available on the website of the Company and the same can be accessed through the link: http://www.niit.com/india/training/investors/Pages/investor-information.aspx.

13. Members desirous of obtaining any information/ clarification concerning the financial statements and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the AGM, so that the information may be made available at the AGM.

14. Pursuant to the provisions of the Act read with the rules framed thereunder, the Company may send Notice of General Meeting, Boards' Report, Auditors' Report, Financial Statement and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a financial year to the Members to register their e-mail addresses and changes therein. In view of the same, Members are requested to kindly update their e-mail addresses with DP in case they hold shares in demat form. If shares are held in physical form, Members are requested to inform their e-mail addresses to the Company.

15. Electronic copy of the Notice of the 35th AGM of the Company inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members whose e-mail addresses are registered with the Company/DP for communication purposes, unless the member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

16. Voting through electronic means :

I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide facility to their Members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means, to be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").

The Members attending the AGM, who have not already cast their votes by remote e-voting, will be able to cast their vote on the resolutions at the AGM through ballot paper.

II. The remote e-voting period commences on September 25, 2018 (9:00 a.m.) and ends on September 27, 2018 (5:00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it is not permitted to change subsequently. All person who are not members as on the cut-off date should treat this Notice for information purposes only.

III. **The process and manner for remote e-voting are as under:**

(i) NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-mail addresses are registered with the Company/DPs. For Members who have not registered their e-mail addresses, can use the details as provided in the e-voting instruction being sent along with the Notice.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder–Login.

(iv) Put User ID and Password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of the member's choice with minimum 8 digits/ characters or combination thereof (Note down the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.)

Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vi) Select "EVEN" of "NIIT LIMITED".

(vii) Now the system is ready for remote e-voting as Cast Vote page opens.

(viii) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) Once a Member has voted on the resolution, modification of the vote is not permitted.

(xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in

IV. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

V. If Members are already registered with NSDL for remote e-voting then Members can use their existing User ID and Password/PIN for casting their vote.

VI. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).

VII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2018.

VIII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 21, 2018, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or investors@niit.com.

However, if Members are already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their vote. If a member has forgotten the password, the password can be reset by using the "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.

IX. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

X. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XI. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. After the discussion on the resolutions on which voting is to be held are completed, the Chairman shall allow voting at the AGM with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes earlier by availing the remote e-voting facility.

XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide, in not later than forty eight (48) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the voting shall be displayed on the Notice Board of the Company at its Registered office as well as Corporate office.

XIV. The Results declared along with the report of the Scrutinizer, shall get displayed on the website of the Company www.niit.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India and BSE Limited.

17. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES TO THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.3

The Board had, at its Meeting held on July 28, 2017, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the cost auditor of the Company for the financial year 2017-18 at a remuneration of Rs. 3,06,260/- (excluding taxes and reimbursement of out of pocket expenses, if any).

In accordance with the provisions of Section 148 of Act, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the cost auditor is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the cost auditors for the financial year ended March 31, 2018 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution for approval of the members, as set out at item no. 3 of this Notice.

ITEM NOS. 4 & 5

The members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolutions at the Annual General Meeting held on July 7, 2014 and approved the appointment and remuneration of:

i. Mr. Vijay Kumar Thadani as Chief Executive Officer and Whole-time Director of the Company for a period of 5 years i.e. from April 1, 2014 to March 31, 2019. Mr. Vijay K Thadani was re-designated as the Vice-Chairman and Managing Director of the Company with effect from April 1, 2015;

ii. Mr. Parappil Rajendran as Chief Operating Officer and Whole-time Director of the Company for a period of 5 years i.e. from April 1, 2014 to March 31, 2019. Mr. P Rajendran was re-designated as Joint Managing Director of the Company with effect from April 1, 2015

The Board of Directors at its meetings held on May 16, 2018, had approved the re-appointment and following remuneration of Mr. Vijay K Thadani as Vice-Chairman and Managing Director and Mr. P Rajendran as Joint Managing Director of the Company for a period of 5 years i.e. from April 1, 2019 up to March 31, 2024, as recommended by the Nomination and Remuneration Committee.

Name	Vijay K Thadani	P Rajendran
Remuneration proposed	I. Basic salary Rs. 814,000 p.m. in the scale of Rs.300,000 to Rs.1,200,000 p.m. payable monthly.	I. Basic salary Rs. 550,000 p.m. in the scale of Rs.300,000 to Rs.1,200,000 p.m. payable monthly.
	II. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee. III.Perquisites and allowances: (a) House rent allowance of 80% of the basic salary. (b) Medical expenses reimbursements. (c) Leave Travel Concession for self and family. (d) Group Personal Accident (GPA) insurance cover under the Company's GPA policy. (e) Club fees for upto two clubs. (f) Employee Disability & Life Insurance. (g) Group Term Life Insurance cover as per applicable company policy. (h) and any other which may be applicable based on company's policy. A flexible basket with value between Rs. 1 Mn and Rs. 2 Mn may be fixed by the Nomination & Remuneration Committee to cover items at (b) to (i) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.	
	IV. Other benefits: a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company. b. Usage of Company's cars with drivers. c. Telephone including mobile phone for company use. d. Internet/broadband facility at home for office work e. Leave – as per policy of the company f. Encashment of leave – as per policy of the company g. Engagement of security services at the residence V. Notice period for severance of employment : Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors. VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors. In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration for such financial year, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force).	

The other Information as required under the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government is given below:

I. GENERAL INFORMATION

1	Nature of Industry	Information Technology Services
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators (Standalone)	see table below

Particulars	(Amount in Rs. Million)		
Financial year	2017-18	2016-17	2015-16
Total Revenue	3,618.67	3,662.86	3,814.49
Profit After Tax	51.48	(50.70)	1.09

5	Foreign investments or Collaborators, if any	Please refer Annexure A of Board's Report for detail of investments made by the Company and refer Corporate Governance Report for detail of shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company. The Company has not entered into any foreign collaboration.

II. INFORMATION ABOUT WHOLE TIME DIRECTORS

Particulars	Vijay K Thadani	P Rajendran
Age	67 years	65 years
Date of first appointment on the Board	December 02, 1981	May 1, 1990
Back Ground and Expertise in specific functional area	Vijay K Thadani, as the co-founder of NIIT Group, has built an organization that is recognized for its visionary role in bringing the benefits of Information Technology, both as a professional skill and as a learning tool, to the masses. He received his degree in Electricals Engineering at Indian Institute of Technology Delhi, India in 1972. He has led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries and has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT and as the Chairman of CII Northern Region. He also served as the Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India and as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad. He is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is a Founder Director on the Board of NIIT Technologies Limited, a leading SEI-CMMi Level 5 assessed IT Solutions organization, servicing customers in the USA, Europe, Japan, Asia Pacific and India. He serves on the Board of Governors of Indian Institute of Technology (IIT), Delhi and on the Governing Council of All India Management Association (AIMA). Till recently, he served as the Chairman of the Board of Governors of MN National Institute of Technology, Allahabad and CII's National Committee on Higher Education. A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China. Mr. Thadani provides strategic direction and oversight to the Chief Executive and Heads of the Company's global businesses. His responsibilities include leading the Company's Strategic Alliance and Technology partnership initiatives and in addition, to oversee the Finance, Legal, Secretarial, Investor Relations functions and Global Learning Business.	P Rajendran, is a co-founder of NIIT Group and member of the core team that developed and brought the organization to its present position of global standing. He received his degree in Electrical Engineering at Indian Institute of Technology Delhi, India in 1974 and joined KELTRON, a nascent electronic products company set up by Govt. of Kerala, where he worked for eight years. During this period he was involved in marketing, product management and sales of electronic industrial products. Later he moved into the domain of electronic automation and control of power stations. He also serves on the Board of Management of the not-for-profit NIIT University set up in Neemrana, Rajasthan with the vision of creating the University of the Future built on the foundation of Industry-linked, Technology-based, Research-driven and Seamless learning. He is actively engaged with NIIT Foundation, which addresses the skilling and employability needs of youth from the underprivileged segments of the society. He has been associated with the apex industry association, Confederation of Indian Industry (CII) for over a decade. Mr. Rajendran assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, Legal Services and the School Learning Solutions Business.
Number of equity shares held in the Company	158,527 equity shares (Including 155,000 equity shares with spouse as first holder, 1,000 equity shares as second holder with spouse and 2,527 equity shares as Karta)	458,654 equity shares (including 7,537 equity shares as first holder and 1,117 equity shares as second holder with spouse)
Relationship with other Directors/ Manager/ KMP	Nil	Nil
No. of Board Meetings attended during the year	Held: 8 (Eight); Attended: 8 (Eight)	Held: 8 (Eight); Attended:7(Seven)
Directorship on other Boards as on March 31, 2018	• NIIT Technologies Limited • MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) • NIIT Institute of Finance Banking and Insurance Training Limited • NIIT Yuva Jyoti Limited • NIIT Institute of Process Excellence Limited • Global Solutions Private Limited	• MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) • NIIT Network Services Limited • NIIT Institute of Finance Banking and Insurance Training Limited • NIIT Yuva Jyoti Limited • NIIT Institute of Process Excellence Limited • Pace Education Private Limited • IT Infrastructure Development Corporation Private Limited • NIIT Education Services

Membership/ Chairmanship of Committees of other Boards as on March 31, 2018	NIIT Technologies Limited : Audit Committee (Member) Stakeholders Relationship Committee (Member) NIIT Limited : Audit Committee (Member) Stakeholders Relationship Committee (Member) NIIT Yuva Jyoti Limited : Audit Committee (Member) MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) : Audit Committee (Member)	Nil
Past remuneration	2017-18 Rs. 14,277,939 2016-17 Rs. 15,563,937 2015-16 Rs. 15,620,558* *Includes salary arrears of previous year	2017-18 Rs. 13,530,903 2016-17 Rs. 14,492,652 2015-16 Rs. 16,930,887* *Includes salary arrears of previous year
	The above includes salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund and provision for gratuity and provision for leave encashment.	
Recognition or Awards	Under the leadership of Mr. Thadani, the Company has received many prestigious awards and accolades. Mr. Thadani has been conferred with: • Bank of India Award for Excellence in Management 1999 • IIT Delhi Distinguished Alumnus award 1999	Under his leadership of Mr. Rajendran, the Company has received many awards in recognition of its innovative HR practices, including Aon Hewitt's Best Employers in India-2011, 'Best Education Company to Work with' at Indian Education Awards 2011 and '4th Best Company to work for in India' by Great India to Work Institute 2013-14.
Job profile and his suitability	Mr. Vijay K Thadani has extensive experience in IT and education and Training industry. He controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in leading NIIT's strategic alliance initiative, the technology partnership initiative and leveraging growth opportunities in addition to overseeing the Finance, Legal, Secretarial, Investor Relations functions and Global Learning Business.	Mr. P Rajendran has extensive experience in IT and education and Training industry. He assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, legal and the School Learning Solutions Business. He is also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.

Remuneration Proposed	As per details hereinabove given in the explanatory statement to item no. 4 & 5 of the Notice. In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force), as permissible through a special resolution. Hence it is proposed to pass special resolutions in this regard.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration payable to the Whole-time Directors has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 15, 2018.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Vijay K Thadani and P Rajendran have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

   The performance of the Company (on standalone basis) in the last financial year was impacted due to headwinds in the BFSI sector because of turmoil witnessed on account of non-performing assets issues across banking sector, resulting in reduction in hiring of fresher and cost cutting in training of employees in this sector in India.

   Also, the drops in the IT sector recruitment in the previous year has not fully recovered but has shown trends in positive direction. The effect of this positive trend expected to show results in financial year 2018-19 and thereafter.

2. Steps taken or proposed to be taken for improvement:

   The Company remains committed to generating superior returns for its stakeholders. While there were headwinds in BFSI sector, which impacted business at the standalone company level, but the management has considered few strong initiatives over the previous two to three financial years, which helped the Company to achieve positive growth as well as improved operating profit in the last two to three financial years. New initiatives launched in India, including StackRoute and DigiNxt have shown encouraging results. The Company's endeavour is to continue to focus on driving cloud based, online and IP based businesses so as to enable an improvement in performance and profitability of the Company on standalone basis. To achieve perpetual growth, the Company has invested in product line in Skills & Careers Business and those products have been successfully launched in June 2018. Specific initiatives and the new product line launched will revitalize large channel network of the Company in India in financial year 2018-19.

3. Expected increase in productivity and profits in measurable terms:

   The Company expects to improve revenue growth and profitability over the next few years. NIIT's corporate learning business continues to grow at a robust pace posting EBITDA double digit percentage. Also, strong steps taken by introducing new product line in the Skills & Careers business will help the business to return to growth and achieve positive margins. Given the large anticipated requirement for reskilling and digital skills, overall demand for training has started picking up. In addition, the temporary disruption in the business due to major turmoil in BFSI sector expected in the future to stabilize and would help the Company achieve higher profits. The continuing efforts of the Company has resulted in improvement of its operating profit from Rs. 308 million in the financial year 2014-15 to Rs. 746 million in the financial year 2017-18 and this positive trend is expected to continue.

IV. DISCLOSURES

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2017-18.

The Special Resolution as mentioned at Item no. 4 of this Notice shall also be considered as compliance with the Regulation 17 of amended Listing Regulations.

Except Mr. Vijay K Thadani, Mr. P Rajendran and their relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the special resolutions set out at Item nos. 4 & 5 of this Notice.

The Board recommends the Special Resolutions for approval of the members, as set out at item nos. 4 & 5 of this Notice.

By Order of the Board
For **NIIT Limited**

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date: May 16, 2018

Dear NIIT Shareowner,

Your Directors take pleasure in presenting the 35th Annual Report along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2018.

Financial Highlights

The Company has adopted Indian Accounting Standards (Ind AS) from April 1, 2017 with a transition date of April 1, 2016. The financial statements have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015, as amended.

The highlights of your Company's financial results for the financial year ("FY") April 1, 2017 to March 31, 2018 (FY18) are as follows:

(Amount in Rs. Million)

Particulars	Consolidated		Standalone	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Net Sales (Income from operations)	8,505	8,452	3,619	3,633
Other Income	86	137	511	414
Total Income	8,591	8,589	4,130	4,047
Total Expenditure (Before Depreciation)	8,020	8,134	3,709	3,874
Profit before depreciation and taxes	571	455	420	173
Depreciation and Amortization	401	457	238	242
Exceptional Items [Net Gain / (Loss)]	7	16	(126)	39
Net Profit/ (Loss) before Tax & share of Associate's Profit & Non-Controlling Interests	177	14	57	(30)
Tax Expense	201	184	5	6
Share of Associate's Profit and Non-Controlling Interests	649	579	NA	NA
Net Profit/(Loss)	625	409	51	(35)
Basic EPS (Rs.)	3.76	2.47	0.31	(0.21)
Diluted EPS (Rs.)	3.72	2.44	0.30	(0.21

During the year, your Company's consolidated total income was Rs.8,591 million as against Rs.8,589 million in the previous year and net profit (after share of associate's profit and Non- Controlling Interests) was Rs. 625 million as against Rs. 409 million in the previous year.

The Company's total income for the year under review on a standalone basis was Rs. 4,130 million as compared to Rs. 4,047 million in the previous year and net profit of Rs. 51 million as compared to loss of Rs. 35 million in the previous year.

Business Operations

Corporate Learning business, which contributed 61% to your Company's revenues in FY18, continues to see strong growth in demand for Managed Training Services (MTS) from global multinational companies. During the year, the Corporate Learning Group (CLG) achieved revenue growth of 14%. Excluding impact of currency exchange, CLG witnessed growth of 17% in constant currency terms. CLG EBITDA grew 18% YoY to Rs. 761 million. Margin improved 47 basis points YoY to 15%. The increasing demand is visible from the fact that CLG signed 15 new contracts during the year, including 8 new MTS customers. This is the highest number of contracts and new customers in any year. The business ended the year with 39 MTS customers versus 34 at the end of previous year.

In January, 2018, the Company had acquired Eagle International Institute Inc. doing business as Eagle Productivity Solutions (Eagle) through its wholly owned subsidiary, NIIT (USA), Inc. Headquartered in Rochester USA, Eagle is a top-rated global provider that specializes in training solutions for companies adopting sophisticated cloud based enterprise applications in the Pharmaceutical and Life Sciences industry. Eagle has worked with 18 of the top 20 pharmaceutical companies and has over 30 Pharma companies as Current customers. Eagle has been fully integrated with CLG as the application rollout training practice.

In the Skills & Careers business, there was continued uncertainty in hiring in IT and a virtual freeze in hiring in banks during the year. This impacted the Company's ability to drive enrolments. The business achieved revenue of Rs. 2,669 million in FY18 as compared to Rs. 3,045 million in FY17. Given the headwinds and changing demand, your Company focused its efforts on cost rationalization and creating new products and solutions that will be launched in FY19. The Company expects these new products and solutions to bring the business back on the path of growth. During the year, cost rationalization helped to reduce the impact of operating leverage resulting in EBITDA of Rs. 36 million, which was down marginally YoY. The business achieved robust growth in revenue from International markets. The Skills & Careers business contributed 31% to NIIT's consolidated revenue in FY18.

The online learning business completed it's first full year in FY18. In a little over a year, training.com has achieved significant momentum. The business saw strong growth in FY18, growing to over Rs. 60 million in revenue from a small base of Rs. 6 million in FY17. Training.com has strong course completion rate of over 90%, which is amongst the best in industry. The business has trained over 3500 learners since launch.

In the School Learning Business (SLG), the Company continued on its path of transformation and driving the mix towards private schools. The Company is exiting capex driven business in both government and private school. At the end of the year, there was only one government school contract remaining, which will be completed in FY19.

While, the planned exit from government schools continued to impact overall revenue, it helped improve its liquidity and capital efficiency.

For the year, revenue from SLG declined 32% year-on-year due to the planed exit from capital-intensive government school business. The business had 3% EBITDA margin for the year versus 6% in FY17. The go-forward IP driven business was up 2% YoY. SLG contributed 7% to NIIT's revenues for FY18.

On an overall basis, NIIT achieved operating revenues of Rs. 8,505 million, a growth of 1% as compared to the previous financial year. The revenue from go-forward business was up 6% YoY. The strong growth in Corporate Learning helped to overcome planned ramp down of revenue from government schools and headwinds in the Skills & Careers business. EBITDA was Rs. 746 million as compared to Rs. 674 million last year, up 11% YoY. EBITDA margin improved 80 basis points YoY to 9%.

Future Plans

Your Company is targeting the large opportunity for training outsourcing in both International and Domestic markets and continues to focus asset light, technology intensive and IP driven business models to drive profitable growth.

In the Corporate Learning Business, the pace of outsourcing to specialist training companies expected to keep growing, with increase in both number of companies deciding to outsource as well as share of spending that is outsourced. Your Company continues to see large opportunities in MTS and is proactively investing in building new capabilities in delivering solutions and in Sales & Marketing to address these. The pipeline of new opportunities in MTS remains strong.

In the Skills & Careers Business, IT industry is expected to see a moderate pick in hiring. However the hiring pattern is changing from bulk hiring from campuses to 'Agile' hiring across the year in line with demand. Also the companies expect skill intensity of new and existing talent to keep increasing. New offerings introduced by NIIT including new Career Courses in Full Stack Engineering, Banking & Finance, Accounting & Business Analytics, Digital Marketing and Data Analytics for Individuals as well as Talent Pipelines as a Service (TPaaS) for companies that recruit in large numbers in both IT and BFSI industry are aligned to the changing market demand. This is expected to help the Skills & Careers business come back on the path of growth. The online learning business has been integrated with Skills & Careers to leverage the online platform to improve convenience as well drive delivery of richer content to learners.

NIIT will complete the planned exit from capex driven and capital-intensive schools business models in schools. The recently launched Practice Plus platform witnessed adoption by close to 190,000 students from over 600 schools. The Company plans to leverage existing relationships with the schools to offer comprehensive products offerings to schools as well as offer products and services to students outside school through digital channels.

Dividend

Your Directors have not recommended any dividend for the year under review, considering the future funds requirement for operation and growth of the Company.

Transfer to Reserves

Your Company has not transferred any sum to the General Reserve.

Material changes and commitments, if any, affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the FY 2018 and this date of this Board's Report. There has been no change in the nature of business of the Company.

Share Capital

During the year, the Company has allotted 843,505 equity shares on the exercise of stock options under the NIIT Employee Stock Option Scheme - 2005.

Subsidiaries, Joint Ventures and Associate Companies

List of Subsidiaries, Joint Ventures and Associates of the Company, including change during the year, is provided in Note no. 30 of the standalone financial statement of the Company.

During the year under review:

- NIIT Antilles NV, a wholly owned subsidiary ("Antilles NV") was dissolved and liquidated with effect from November 23, 2017 for the purpose of simplification of overseas holding structure. Post liquidation, three wholly owned subsidiaries of Antilles NV namely NIIT GC Limited (Mauritius), NIIT Malaysia Sdn Bhd, & NIIT West Africa Limited, became direct wholly owned subsidiaries of the Company. NIIT GC Limited has wholly owned subsidiary i.e. NIIT China (Shanghai) Limited.
- NIIT (USA), Inc., a wholly owned subsidiary had acquired 100% equity stake of Eagle International Institute, Inc. ("Eagle") in USA on January 03, 2018. Further Eagle has a wholly owned subsidiary viz. Eagle Training Spain, S.L.U. in Spain.
- NIIT China (Shanghai) Limited ("NIIT China"), a wholly owned stepdown subsidiary, had entered into an agreement in connection with Wuxi NIIT Information Technology Consulting Limited, a subsidiary company of NIIT China ("NIIT Wuxi") for sale of its entire 60% shareholding w.e.f. December 1, 2017. This is in line with the Company's focus on Education Centre Consolidation and delivery through SLT platform and

Digital Transformation Initiatives. NIIT Wuxi has two wholly owned subsidiaries namely Changzhou NIIT Information Technology Consulting Limited and Suzhou NIIT Information Technology Consulting Limited.

Pursuant to provisions of Section 129 (3) of the Act, a statement containing the salient features of each of the Company's subsidiaries, associates and joint venture companies is provided in the prescribed Form AOC-1, annexed herewith as "**Annexure A**" forming part of this Report.

The financial statements of the subsidiaries can be accessed from the website of the Company i.e. http://www.niit.com/india/training/investors/Pages/financial-performance.aspx and will also be made available to the Members of the Company/ Subsidiary Companies seeking at any point of time. The financial statements of the subsidiaries are also available for inspection for any Member, on all working days (i.e. except Saturdays, Sundays and holidays) between 10:00 a.m. to 1:00 p.m., at the Registered Office of the Company and subsidiary companies.

Consolidated Financial Statement

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The consolidated financial statement are prepared in accordance with Ind AS 110: Consolidated Financial Statements, Ind AS 28: Investments in Associates and Ind AS 31: Interests in Joint Ventures.

The financial statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. The consolidated financial statements together with Auditors' Report thereon form part of the Annual Report.

Pursuant to provisions of Section 136 of the Act, the audited financial Statements of the Company (standalone and consolidated) along with relevant documents are available on the website of the Company i.e. http://www.niit.com/india/training/investors/Pages/financial-performance.aspx. The same are also available for inspection at the registered office of the Company.

Directors

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. P Rajendran, Director of the Company will retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, has offered himself for re-appointment, as a Director.

Mr. Sanjay Khosla ceased to be a Director of the Company w.e.f. October 2, 2017. He resigned given his professional and personal activities in United States, which is his current home, he was finding it increasingly difficult to travel to India for attending Company's board meetings. The Board places on record its appreciation towards valuable contribution made by Mr. Sanjay Khosla during his tenure as a Director of the Company.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Vijay K Thadani as Vice-Chairman & Managing Director and Mr. P Rajendran as Joint Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2019, subject to approval of shareholders, as their current term of office is upto March 31, 2019.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation).

Key Managerial Personnel

As on March 31, 2018, the following officials were the 'Key Managerial Personnel' of the Company in terms of provisions of the Act:

- Mr. Vijay K Thadani – Vice Chairman & Managing Director
- Mr. P Rajendran – Joint Managing Director
- Mr. Rahul Keshav Patwardhan – Chief Executive Officer upto July 31, 2017
- Mr. Sapnesh Kumar Lalla – Chief Executive Officer w.e.f. August 1, 2017
- Mr. Amit Roy – Chief Financial Officer
- Mr. Deepak Bansal – Company Secretary

During the year under review, Chief Executive Officer of the Company Mr. Rahul Keshav Patwardhan had tendered his resignation on April 7, 2017 due to compelling family reasons and requested to be relieved from the close of business hours of July 31, 2017. Further, the Board of Directors had approved the appointment of Mr. Sapnesh Lalla as Chief Executive Officer Designate of the Company from April 7, 2017 and as Chief Executive Officer of the Company with effect from August 1, 2017.

Meetings of the Board

During the year, eight (8) Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Act and Listing Regulations. For further details, please refer Corporate Governance Report forming part of this Report.

Board Evaluation

Pursuant to the provisions of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Board has carried out the annual performance evaluation of its own performance, the Directors individually (including Chairman of the Board) as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee. A structured evaluation form was administered after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Effectiveness, Key Stakeholders connect, Ethics and Compliances, Evaluation of Company's Performance, Project Management and Internal Control and Audits. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board / Committee Meetings, independence of judgment, safeguarding the interest of the Company and its minority shareholders, providing expert advice to Board and contributing in deliberations while approving related party transactions.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Act, the Directors of your Company hereby state and confirm:

a) that in the preparation of the Annual Accounts, the applicable Accounting Standards were followed along with proper explanation relating to material departures;

b) that the directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the FY18 and of the profit of the Company for that period;

c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) that the directors had prepared the Annual Accounts on a going concern basis;

e) that the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Secretarial Standards

The Directors state that the applicable Secretarial Standards i.e. SS – 1 : Secretarial Standard on Meetings of the Board of Directors and SS – 2 : Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, have been duly followed by the Company.

Statutory Auditors

S R Batliboi & Associates LLP, Chartered Accountants, Gurgaon (FRN 101049W/ E300004) were appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years, at the AGM held on September 22, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

Statutory Auditors' Report

The notes on financial Statement referred to in the Auditors' Report are self-explanatory and do not require any further comments. The Auditors' Report to the members does not contain any qualification, reservation or adverse remark.

During the year under review, the Auditors had not reported any matter under Section 143(12) of the Act. Hence, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Secretarial Auditors

Pursuant to provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Nityanand Singh & Co., Company Secretaries, as Secretarial Auditors to conduct secretarial audit of the Company for FY18. The Secretarial Audit Report for FY18 is annexed herewith as **"Annexure- B"**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

Pursuant to the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the Board had appointed Ramanath Iyer and Co., Cost Accountants, as cost auditors of the Company, for conducting the audit of cost records of products/ services of the Company for FY18. The ratification of remuneration payable to cost auditors is being sought from the members of the Company at the ensuing AGM.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as prescribed under Regulation 34(2)(e) read with Para B of Schedule V of the Listing Regulations, is given as a separate section and forms a part of this Report.

Corporate Governance Report

Your Company continues to adhere the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI) and committed to the highest standard of Corporate Governance.

Your Company has complied with all the mandatory requirements relating to Corporate Governance of Listing Regulations. The Corporate Governance Report as per the requirement of Listing Regulations is given as a separate section and forms a part of this Report. The Certificate from the practising company secretary confirming the compliance with the conditions of the Corporate Governance stipulated in Para E of Schedule V of Listing Regulations is also annexed to the Corporate Governance Report.

Corporate Social Responsibility (CSR)

Pursuant to the requirements of Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a Corporate Social Responsibility (CSR) Committee. The details of the Committee are mentioned in the Corporate Governance Report, forming part of this Report. The CSR Policy of the Company is available on the website of the Company.

The Report on CSR activities is given in **"Annexure C"** forming part of this Report, which was approved by the Committee on April 30, 2018.

Related Party Transactions

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a Related Party Transactions Policy for identifying, reviewing and approving transactions between the Company and Related Parties, in compliance with the applicable provisions of the Listing Regulations, the Act and Rules thereunder.

All related party transactions entered into by the Company during the year were in its ordinary course of business and on an arm's length basis. There was no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions were approved by the Audit Committee and also approved by the Board as a good Corporate Governance.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis and prior/ omnibus approval is also obtained for the entire year, specifying the nature, value and terms and conditions of the transactions.

None of the transactions with the related parties fall under the scope of Section 188 (1) of the Act. The details of related party transactions pursuant to Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Form No. AOC 2 in "**Annexure - D",** forming part of this Report.

Internal Financial Controls

A detailed note on Internal Financial Controls system and its adequacy has been given in Management Discussion and Analysis Report, forming part of this Report. The Company has designed and implemented a process driven framework for internal financial controls within the meaning of explanation to section 134(5)(e) of the Act. For FY18, the Board is of the opinion that the Company has sound Internal Financial controls commensurate with the nature and size of its business operations, wherein controls are in place and operating effectively.

Statutory Committees

Details of the Committees of the Board viz Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee constituted in compliance of the provisions of the Act and Listing Regulations are provided in the Corporate Governance Report, forming part of this Report.

Statutory Policies

In compliance of the various provisions of the Act and Listing Regulations, the Company has following policies:

- NIIT Code of Conduct to Regulate, Monitor and Report Trading by Insiders
- Policy on Materiality of and dealing with Related Party Transactions
- Policy for Determining Material Subsidiaries of the Company
- Policy on Determination of Material/ Price Sensitive Information
- Corporate Social Responsibility Policy
- Whistle Blower Policy
- Nomination and Remuneration Policy
- Archival Policy

The Company has a Policy on "Prevention of Sexual Harassment of Women at Workplace" and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013". Detail of Internal Complaint Committee (ICC) is provided in Corporate Governance Report, forming part of this report. There was no complaint reported during the year.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed the Nomination and Remuneration Policy, as stated in the Corporate Governance Report.

Vigil Mechanism

Pursuant to the provisions of section 177(9) & (10) of the Act and Regulation 22 of Listing Regulations, the Company has established a Vigil Mechanism for directors and employees to report genuine concerns, as stated in the Corporate Governance Report.

Information relating to Conservation of Energy, Technology Absorption, Research and Development, Exports, Foreign Exchange Earnings and Outgo

a) **Conservation of energy**

   Although the operations of the Company are not energy intensive, the management has been highly conscious of the criticality of conservation of energy at all the operational levels and efforts are made in this direction on a continuous basis. Adequate measures have been taken to reduce energy consumption whenever possible by using energy efficient equipment. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence not provided.

b) **Technology absorption**

Your Company believes that in addition to progressive thought, it is imperative to invest in research and development to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances / tie-ups with major global players in the Information Technology industry to harness and tap the latest and the best of technology in its field, upgrade itself in line with the latest technology in the world and deploy /absorb technology wherever feasible, relevant and appropriate.

c) **Research and development**

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature and size of operations of your Company.

d) **Foreign exchange earnings and outgo**

(i) **Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.**

The Company exports customized learning content to its overseas clients to meet their varying learning needs. The Company develops content in a range of subjects for widely varied audience. The Company will continue to strengthen its presence in USA, Europe, China, Africa, South East Asia etc. with a view to increase exports.

(ii) **Total foreign exchange earned and used**

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows is as under:

(Rs. Million)

Particulars	FY 2017-18	FY 2016-17
Foreign Exchange Earnings	1,927.61	1,652.54
Foreign Exchange Outflow	3,30.80	212.25

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statement.

Extract of Annual Return

An extract of the Annual Return of the Company in form MGT-9, pursuant to the provisions of Section 92(3) of the Act, is annexed herewith as **"Annexure E"**, forming part of the Report.

General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Plan referred to in this Report.
- Any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Payment of remuneration or commission to Managing Director/Joint Managing Director from any subsidiaries.
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and it's operations in future.

Public Deposits

In terms of the provisions of Section 73 to 76 of the Act read with the relevant rules made thereunder, your Company has not accepted any deposits from the public.

Scheme of Arrangement

The Board of Directors had, at its meeting held on March 24, 2017, approved a Scheme of Amalgamation for merger of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited (part of Promoter/Promoter Group) with the Company subject to approval of National Company Law Tribunal (NCLT) in accordance with the provisions of Sections 230-232 and any other applicable provisions, if any of the Act and other regulatory approvals. The approval of NCLT is yet to be received.

Particulars of Employees

The statement containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), is annexed herewith as **"Annexure F"**, forming part to this Report.

Human Resources

NIITians are the key resource for your Company. Your Company continued to have a favourable work environment that encourages innovation and meritocracy at all levels. A detailed note on human resources is given in Management Discussion & Analysis Report. Employee relations remained cordial at all the locations of the Company.

Employee Stock Options

The Company had established Employee Stock Option Scheme – 2005 (ESOP 2005) with the objective of attracting and motivating employees by rewarding performance and retaining the best talent. The aim is to develop a sense of ownership among the employees within the organization and to align your Company's stock option scheme with the best practice in the industry. The Nomination and Remuneration Committee has granted 1,180,000 Employee Stock Options (Grant #XVIII) at Rs. 92.55 per option/share in June 2017, 280,000 Employee Stock Options (Grant #XIX) at Rs. 88.85 per option/share in July 2017 and 420,000 Employee Stock Options (Grant #XX) at Rs. 108.10 per option/share in October 2017 to the eligible employees under ESOP-2005.

The grant wise details of the Employee Stock Option Scheme is partially provided in the Notes to Accounts of the Financial Statement in Annual Report and a comprehensive note on the same forms part of the Board Report, which is available on the website of the Company and the URL for the same is www.niit.com or may be obtained from the Company and is open for inspection at the Registered Office of the Company.

Acknowledgement

The Directors wish to thank the Company's customers, business partners, vendors, bankers & financial institutions, all government & non-governmental agencies, and other business associates for their continued support. The Directors would like to take this opportunity to place on record its appreciation for the committed services and contributions made by employees of the Company during the year at all levels. In addition, the Directors also thank Government of other countries where we have our operations. The Directors also acknowledge and appreciate the support and confidence of the Company's shareholders, and remain committed to enabling the Company achieve its growth objectives in the coming years.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place : Gurugram
Date : May 16, 2018

FORM NO. AOC-1

ANNEXURE-A

Statement containing the salient features of the financial statements of subsidiaries and associates
[Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

A. Subsidiaries

(Amount in Rs. Million except % of share holding)

S. No.	Name of the Subsidiary Company	Currency *	Exchange Rate	Year ended	Share Capital	Reserves [Refer Note 2 below]	Total Assets	Total Liabilities	Details of Investment (Except in case of Investment in Subsidiary)	Turnover [Refer Note 3 below]	Profit/ (Loss) Before Taxation	Provision for Tax/ Deferred tax charge/ (credit)	Profit/ (loss) after Taxation	Dividend Proposed / Paid	% of Share holding
1	Mindchampion Learning Systems Limited	INR	1 INR = 1 INR	March 31, 2018	690.64	(644.61)	680.44	634.41	-	592.67	(47.29)	0.08	(47.37)	-	100
2	NIIT Institute of Finance Banking and Insurance Training Limited	INR	1 INR = 1 INR	March 31, 2018	101.13	29.95	165.76	34.68	-	152.49	30.13	8.01	22.13	-	80.72
3	NIIT (USA) Inc., USA	USD	1 USD = 65.1366 INR	March 31, 2018	530.71	284.22	2,159.83	1,344.90	-	2,908.97	41.69	14.81	26.88	-	100
4	PT NIIT Indonesia, Indonesia	IDR	1 IDR = 0.0047 INR	March 31, 2018	7.56	(7.56)	-	-	-	-	-	-	-	-	100
5	NIIT Antilles NV, Netherlands Antilles	USD	1 USD = 65.1366 INR	March 31, 2018	-	-	-	-	-	5.76	(70.05)	-	(70.05)	-	100
6	NIIT Malaysia Sdn Bhd, Malaysia	MYR	1 MYR = 16.8553 INR	March 31, 2018	71.10	23.38	143.10	48.62	-	24.08	17.97	0.38	17.59	-	100
7	NIIT GC Limited, Mauritius	USD	1 USD = 65.1366 INR	March 31, 2018	118.70	(104.58)	31.22	17.10	-	-	(2.75)	-	(2.75)	-	100
8	NIIT China (Shanghai) Limited, Shanghai	CNY	1 CNY = 10.3799 INR	March 31, 2018	30.59	(68.00)	393.34	430.75	-	359.78	68.29	(16.00)	84.29	-	100
9	NIIT Wuxi Service Outsourcing Training School	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	-	0.24	-	0.24	-	60
10	NIIT Limited, U.K.	GBP	1 GBP = 91.2655 INR	March 31, 2018	12.65	3.32	1,300.68	1,284.71	-	1,331.68	11.53	4.82	6.71	-	100
11	NIIT Institute of Process Excellence Limited	INR	1 INR = 1 INR	March 31, 2018	220.00	20.36	261.73	21.37	-	136.19	27.65	3.34	24.31	-	75
12	Chongqing NIIT Education Consulting Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	5.39	0.23	8.00	2.38	-	5.16	3.32	-	3.32	-	60
13	Wuxi NIIT Information Technology Consulting Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	-	-	-	-	-	60
14	Changzhou NIIT Information Technology Consulting Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	23.75	(0.79)	0.90	(1.69)	-	60
15	Su Zhou NIIT Information Technology Consulting Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	78.58	9.73	1.11	8.62	-	60
16	NIIT Yuva Jyoti Limited	INR	1 INR = 1 INR	March 31, 2018	511.32	(505.11)	184.79	178.58	-	103.44	(104.13)	-	(104.13)	-	100
17	NIIT West Africa Limited	NGN	1 NGN = 0.1812 INR	March 31, 2018	3.32	8.38	23.06	11.36	-	15.82	63.01	6.17	56.84	-	100
18	Qingdao NIIT Information Technology Company Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	-	(1.04)	0.07	(1.11)	-	100
19	Chongqing An Dao Education Consulting Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	4.38	(2.43)	53.18	51.23	-	71.20	(0.26)	(1.69)	1.43	-	65
20	Zhangjiagang NIIT Information Services Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	4.31	(3.81)	0.59	0.09	-	-	(13.70)	(0.93)	(12.77)	-	60
21	Chengmai NIIT Information Technology Company Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	4.39	0.24	5.55	0.92	-	12.22	(0.53)	0.30	(0.83)	-	100
22	Dafeng NIIT information technology Co., Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	-	-	-	-	-	(0.01)	-	(0.01)	-	60
23	NIIT Ireland Limited	EURO	1 EUR = 80.2777 INR	March 31, 2018	10.97	51.41	505.07	442.69	-	427.50	32.17	4.54	27.63	-	100
24	Guizhou NIIT information technology consulting Co., Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	30.80	(0.21)	41.33	10.74	-	48.49	3.15	0.37	2.78	-	100
25	NIIT Learning Solutions Canada Limited	CAD	1 CAD = 50.5082 INR	March 31, 2018	0.01	(57.86)	173.22	231.07	-	50.69	(42.98)	-	(42.98)	-	100
26	NIIT (Guizhou) Education Technology Co., Limited	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	109.73	171.78	62.05	-	126.37	103.15	31.08	72.07	-	100
27	Ningxia NIIT Education Technology Co Ltd	CNY	1 CNY = 10.3799 INR	March 31, 2018	-	(6.39)	0.35	6.74	-	-	(6.13)	(0.04)	(6.09)	-	100
28	Eagle International Institute Inc. USA	USD	1 USD = 65.1366 INR	March 31, 2018	10.87	32.66	168.95	125.42	-	176.17	7.92	4.23	3.69	-	100
29	Eagle Training Spain, S.L.U	USD	1 USD = 65.1366 INR	March 31, 2018	0.23	8.22	11.11	2.66	-	11.05	0.81	-	0.81	-	100

* Local currency of the respective entity in which financials are made.

Notes: 1. Amount in foreign currency in the Financial Statements of the subsidiaries mentioned above have been converted in Indian Rupee equivalent as per the generally accepted accounting principles in India.
2. Reserves include Currency Translation Reserve.
3. Turnover does not include Other Income.
4. Refer Note No. 31of standalone finanacial statement for detail of subsidiaries acquired/ liquidated/ sold during the year.

Statement containing the salient features of the financial statements of subsidiaries and associates
[Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

ANNEXURE - A Contd..

(Amount in Rs. Million except % of share holding)

Part B - Associates

S. No.	Name of Associates	Latest Audited Balance Sheet Date	Shares of associate held by the Company on the year end			Description of how there is significant influence	Reason why the associate is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit / (Loss) for the year	
			No. of shares	Amount of Investment in Associates (Rs. Million)	Extent of Holding %			(Rs. Million)	Considered in consolidation (Rs. Million)	Not considered in consolidation
1	NIIT Technologies Limited	March 31, 2018	14,493,480	5,186.90	23.58%	NIIT Limited holds more than 20%	N.A.	4,183.18	660.87	N.A.

For and on behalf of the Board of Directors

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Form No. MR-3
Secretarial Audit Report
For the Financial Year Ended March 31, 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi -110019

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NIIT Limited (hereinafter called "the Company").** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of NIIT Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit for the year ended on March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **the Company** for the Financial Year ended March 31, 2018, in accordance to the provisions of:

I. The Companies Act, 2013 ("the Act") and the Rules made thereunder;
II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and **(Not Applicable)**
   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2009. **(Not Applicable)**

VI. Other Laws which are applicable to the Company:

- The Employees' Provident Fund & Miscellaneous Provisions Act, 1952.
- The Employees State Insurance Act, 1948.
- The Payment of Gratuity Act, 1972.
- The Labour Laws, Law relating to Payment of Wages and Laws relating to conditions of Service and employment.
- Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013.
- Direct and Indirect Taxes – Income Tax Act, 1961, Service Tax, Customs Act, Value Added Tax Act, Sales Tax, GST Act.
- Miscellaneous Act:
  a) Information Technology Act, 2000
  b) Indian Contract Act, 1965
  c) Limitation Act, 1963
  d) Indian Evidence Act, 1872
  e) Negotiable Instrument Act, 1881
  f) Trade Mark Act, 1999
  g) Copyright Act, 1957
  h) Patent Act, 1970
  i) The Environment (Protection) Act, 1986
  j) The Consumer Protection Act, 1986

We have also examined compliance with the applicable clauses of the following:

i) The Secretarial Standards I & II formulated by the Institute of Company Secretaries of India and notified by Central Government.

ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Regulations etc mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1) During the year, The Company has allotted 8,43,505 equity shares of Rs. 2/- each under the NIIT Employee Stock Option Scheme-2005 (ESOP 2005).
2) The Board of Directors of the Company had, in its meeting held on March 24, 2017, approved the amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with the Company by way of and in accordance with a scheme of amalgamation

as per the provisions of Sections 230-232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench.

3) The Company has conducted postal ballot during the period under review and has complied with the relevant provisions.

4) There has been no instance of following:
   - Public/ Rights/ Preferential issue of shares/ Debentures/ Sweat equity.
   - Redemption/ Buy-Back of securities.
   - Major Decision taken by the Members in pursuance to section 180 of the Companies Act, 2013.
   - Foreign Technical Collaborations.

We also report that the compliances of other applicable laws, as listed in Para (VI) above, are based on the management certifications.

For Nityanand Singh & Co.,
Company Secretaries

Nityanand Singh (Prop.)
FCS No.: 2668/ CP No. : 2388

Place: New Delhi
Date: 16 May 2018

Note:
This report is to be read with our letter of even date which is annexed as Annexure –a and forms an integral part of this report.

ANNEXURE- a

To,
The Members,
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi -110019

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company

For Nityanand Singh & Co.,
Company Secretaries

Nityanand Singh (Prop.)
FCS No.: 2668/ CP No. : 2388

Place: New Delhi
Date: 16 May 2018

Report on Corporate Social Responsibility (CSR) Activities

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programs.**

   This CSR policy ("Policy") spells out NIIT's philosophy towards its social responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of NIIT's CSR.

   The CSR Policy is displayed on the website of the Company at http://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf

2. **Composition of the CSR Committee:**
   - i) Mr. Surendra Singh, Independent Director (Chairperson)
   - ii) Mr. Rajendra S Pawar, Non-executive Director (Member)
   - iii) Mr. Vijay K Thadani, Executive Director (Member)
   - iv) Mr. Anand Sudarshan, Independent Director (Member)

3. **Average net profit/ loss of the Company for last three Financial Years:** Net Loss of Rs. 325.52 million
4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Nil
5. **Details of CSR expenditure for the Financial Year:**
   - a) Total amount spent for the Financial Year: Nil
   - b) Amount unspent, if any: Nil
   - c) Manner in which the amount spent during the Financial Year is detailed below:

S. No.	Project/ Activities	Sector	Location	Amount outlay (budget)project Or programs wise (in Rs.)	Amount spent on the projects or programs (in Rs.)	Cumulative expenditure up to the reporting period (in Rs.)	Amount spent Direct or through implementing agency
N.A.							

6. **The Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

For CSR Committee

Surendra Singh
Chairman
DIN: 00003337

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

ANNEXURE-D

FORM NO. AOC - 2

Disclosure of particulars of contracts /arrangements entered into by the Company with related parties (Pursuant to Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Nil							

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
Nil					

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: May 16, 2018

FORM NO. MGT-9

Extract of Annual Return

As on the Financial Year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L74899DL1981PLC015865
ii)	Registration Date	:	02-12-1981
iii)	Name of the Company	:	NIIT Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the registered office and contact details	:	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110 019 Tel Nos.: +91 11 4167 5000
vi)	Whether listed company	:	Yes
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	:	Alankit Assignments Limited Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi – 110 055 Tel Nos. : +91 11 4254 1234,2354 1234

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of Training Services	854	84.15%
2	Sale of courseware and training material	854	15.85%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the company	CIN/GLN	% of Shares held*	Applicable Section
Subsidiaries				
1	MindChampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited) 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U72200DL2001PLC111674	100	2(87)(ii)
2	NIIT Institute of Finance Banking and Insurance Training Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U80903DL2006PLC149721	80.72	2(87)(ii)
3	NIIT Institute of Process Excellence Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U72300DL2008PLC176254	75	2(87)(ii)
4	NIIT Yuva Jyoti Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U80904DL2011PLC219784	100	2(87)(ii)
5	NIIT (USA) Inc., USA 1050, Crown Pointe Parkway, 5th Floor, Atlanta GA 30338, USA	Foreign Company	100	2(87)(ii)
6	Eagle International Institute Inc. USA 2165, Brighton Henrietta Town Line Road, Rochester, New York, 14623	Foreign Company	100	2(87)(ii)

7	Eagle Training Spain, S.L.U Avenida Severo Ochoa 16-20 Edificio Mijas Planta Baja Módulo 11 Parque Tecnologico de Andalucia 29590 Campanillas Málaga	Foreign Company	100	2(87)(ii)
8	NIIT Limited, UK 100 New Bridge Street London EC4V 6JA	Foreign Company	100	2(87)(ii)
9	NIIT (Ireland) Ltd. SEAI Building, DCU Innovation Campus, Old Finagles Road, Glasnevin, Dublin 11, Ireland	Foreign Company	100	2(87)(ii)
10	NIIT Learning Solutions (Canada) Ltd. 1200, Waterfront Center, 200, Burrard Street, Vancouver, BC V6C 3L6	Foreign Company	100	2(87)(ii)
11	NIIT Malaysia Sdn Bhd 6th Floor, Plaza See Hoy Chan, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia	Foreign Company	100	2(87)(ii)
12	NIIT GC Limited C/o ABAX Corporate Services Ltd., 6th Floor, Tower A,1 Cyber City, Ebène Republic of Mauritius	Foreign Company	100	2(87)(ii)
13	NIIT West Africa Limited 29, Ogunlowo Street, Off Obafemi Awolowo Way, Ikeja, Lagos, Nigeria	Foreign Company	100	2(87)(ii)
14	NIIT China (Shanghai) Limited Shanghai 22301-660,14 Building, Pudong software Park,House No.498, Guo ShouJin Road, Zhang Jiang Hi-tech Park, Shanghai -201203,PRC	Foreign Company	100	2(87)(ii)
15	NIIT Wuxi Service Outsourcing Training School 18 zheng Ze Road, Building of Cancer Part, National(Wuxi) Software IT Part, Wuxi City, PRC (MOU was executed to sell on April 1, 2017)	Foreign Company	60	2(87)(ii)
16	Chongqing NIIT Education Consulting Limited 8th Floor, A Block, SOHO Building, Xi Yong Micro-electrics industrial Park	Foreign Company	60	2(87)(ii)
17	Wuxi NIIT Information Technology Consulting Limited 18 Zheng Ze Road, Room 201-8,B Building of Sagittarius Part, National (Wuxi) Software Part., Wuxi City PRC (Agreement to sell entered on March 31, 2018)	Foreign Company	60	2(87)(ii)
18	Changzhou NIIT Information Technology Consulting Limited 801 Changwu Middle Road, 5 Building of Modern Industry Centre, Changzhou CSET. Changzhou City, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
19	Su Zhou NIIT Information Technology Consulting Limited No.78, Keling Rd, High-Tech New District, Suzhou, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
20	Chongqing An Dao Education Consulting Limited No.2, Floor 5, Block B, Neptune Building, Star street 62, Northern New Area district, Chongqing, PRC	Foreign Company	65	2(87)(ii)
21	Zhangjia gang NIIT Information Services Limited 3rd Floor, G Block, Sha Zhou Professional Institute of Technology, ZhangjiagangCity, Jiangsu Province, PRC	Foreign Company	60	2(87)(ii)
22	Chengmai NIIT Information Technology Company Limited Hainan Resort Software Community, High-Tech Demonstration Zone of the Old Town, Hainan Province, PRC	Foreign Company	100	2(87)(ii)
23	Guizhou NIIT Information Technology Consulting Co. Ltd. Gui'An New Area High End Equipment Manufacturing Industrial Park-(South Park) Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
24	NIIT (Guizhou) Education Technology Co. Limited Auxiliary Room no B407, Standard Factory Building, Jinyang Science & Technology Industrial Park, Guiyang National Hi-tech Industrial Development Zone, Guiyang City, Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
25	Ningxia NIIT Education Technology Co. Ltd. No. 490 Niang An Avenue, Yinchuan ibi, No.1 building 4th floor, Yucheng Center Yinchuan City, PRC	Foreign Company	100	2(87)(ii)
26	PT NIIT Indonesia, Indonesia PT. Mercator Services Indonesia, Gedung Wisma Udaya, Jl. Danau Sunter Selatan,Blok IV No.35, Jakarta Utara 14340 (Under Liquidation)	Foreign Company	100	2(87)(ii)
Associates				
27	NIIT Technologies Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	L65993DL1992PLC048753	23.58	2(6)

*Representing aggregate % of the shares held by the Company and/or through its subsidiaries.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	1,522,614	0	1,522,614	0.92	1,522,614	0	1,522,614	0.92	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0	0.00
d. Bodies Corp.	55,129,321	0	55,129,321	33.26	51,282,359	0	51,282,359	30.78	-2.48
e. Bank/ FI	0	0	0	0.00					
f. Any Other	0	0	0	0.00					
Sub-Total- A (1)	**56,651,935**	**0**	**56,651,935**	**34.18**	**52,804,973**	**0**	**52,804,973**	**31.70**	**-2.48**
(2) Foreign	0	0	0	0.00	0	0	0	0	0.00
a. NRI-Individuals	0	0	0	0.00	0	0	0	0	0.00
b. Other Individuals	0	0	0	0.00	0	0	0	0	0.00
c. Body Corporate	0	0	0	0.00	0	0	0	0	0.00
d. Bank/ FI	0	0	0	0.00	0	0	0	0	0.00
e. Any Others	0	0	0	0.00	0	0	0	0	0.00
Sub-total - A (2)	0	0	0	0.00	0	0	0	0	0.00
Total shareholding of Promoters (A)=A(1)+A(2)	**56,651,935**	**0**	**56,651,935**	**34.18**	**52,804,973**	**0**	**52,804,973**	**31.70**	**-2.48**
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	15,271,397	2,053	15,273,450	9.21	18,034,072	0	18,034,072	10.83	1.62
b. Bank/ FI	296,278	562	296,840	0.18	363,862	0	363,862	0.22	0.04
c. Central Govt.	15,000	0	15,000	0.01	321,758	0	321,758	0.19	0.18
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Co.	502,627	0	502,627	0.30	502,627	0	502,627	0.30	0.00
g. FIIs	42,210	14,608	56,818	0.03	0	0	0	0.00	-0.03
h. Foreign Portfolio Corporate	21,409,964	0	21,409,964	12.92	31,091,300	0	31,091,300	18.66	5.74
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
j. Others	0	0	0	0.00	2527	0	2527	0.00	0.00
Sub-total - B (1)	**37,537,476**	**17,223**	**37,554,699**	**22.66**	**50,313,619**	**0**	**50,313,619**	**30.20**	**7.54**
2. Non- Institutions									
a. Body Corp. (Indian)	18,155,928	13,955	18,169,883	10.96	19,052,808	1,679	19,054,487	11.44	0.48
b. Individual									
i. Individual Shareholder holding nominal share capital upto Rs.1 Lakh	34,024,157	744,502	34,768,659	20.98	27,789,410	553,907	28,343,317	17.01	-3.97
ii. Individual Shareholder holding nominal share capital in excess of Rs.1 Lakh`	11,309,357	0	11,309,357	6.82	8,923,832	0	8,923,832	5.36	-1.46
c. Others									
(i) NBFC Regd with RBI	130,225	0	130,225	0.08	23,790	0	23,790	0.01	-0.07
(ii) NRI (Rep)	2,339,212	92,457	2,431,669	1.47	2,495,201	91,617	2,586,818	1.55	0.08
(iii) NRI (Non-Rep)	1,039,253	0	1,039,253	0.63	1,258,319	0	1,258,319	0.76	0.13
(iv) Foreign National	25,000	0	25,000	0.02	22,500	0	22,500	0.01	-0.01
(v) OCB	0	0	0	0.00	0	0	0	0.00	0.00
(vi) Trust	3,669,206	0	3,669,206	2.21	3,261,736	0	3,261,736	1.96	-0.25
Sub-Total - (B)(2)	**70,692,338**	**850,914**	**71,543,252**	**43.16**	**62,827,596**	**647,203**	**63,474,799**	**38.10**	**-5.06**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**108,229,814**	**868,137**	**109,097,951**	**65.82**	**113,141,215**	**647,203**	**113,788,418**	**68.30**	**2.48**
C.Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**164,881,749**	**868,137**	**165,749,886**	**100.00**	**165,946,188**	**647,203**	**166,593,391**	**100.00**	**0.00**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year#
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Rajendra Singh Pawar & Neeti Pawar	155,000	0.09	0	155,000	0.09	0	0.00
2	Neeti Pawar & Rajendra Singh Pawar	427,326	0.26	0	427,326	0.26	0	0.00
3	Urvashi Pawar	56,250	0.03	0	56,250	0.03	0	0.00
4	Unnati Pawar	56,242	0.03	0	56,242	0.03	0	0.00
5	Udai Pawar	7,500	0.00	0	7,500	0.00	0	0.00
6	R. S. Pawar HUF	2,527	0.00	0	2,527	0.00	0	0.00
7	Vijay Kumar Thadani & Renuka Vijay Thadani	155,000	0.09	0	155,000	0.09	0	0.00
8	Renuka Vijay Thadani & Vijay Kumar Thadani	1,000	0.00	0	1,000	0.00	0	0.00
9	V.K.Thadani HUF	2,527	0.00	0	2,527	0.00	0	0.00
10	Arvind Thakur	659,242	0.40	0	659,242	0.40	0	0.00
11	PIPL Management Consultancy and Investment Private Limited	25,366,521	15.30	0	25,366,521	15.24	0	-0.08
12	Global Consultancy and Investment Private Limited	25,915,838	15.64	0	25,915,838	15.56	0	-0.08
13	Pawar Family Trust	0	0	0	0	0	0	0
14	Thadani Family Trust	0	0	0	0	0	0	0
15	Pace Industries Private Limited	0	0	0	0	0	0	0
16	Global Solutions Private Limited	0	0	0	0	0	0	0
17	A K M Systems Private Limited*	3,846,962	2.32	0	0	0	0	-2.32
	Total	**56,651,935**	**34.18**	**0**	**52,804,973**	**31.70**	**0**	**-2.48**

* Reclassified from the category of 'Promoter/Promoter Group' to 'Public' w.e.f. 15/11/2017.

Variation in % due to ESOP allotment to employees.

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company #	No. of Shares	% of total shares of the company
At the beginning of the year	56,651,935	34.18	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equities etc.):				
Due to reclassification as Non-Promotor w.e.f 15/11/2017*	-3,846,962	-2.32	**52,804,973**	**31.70**
At the end of the year	**52,804,973**	**31.70**	**-**	**-**

* one of the shareholders reclassified from the category of 'Promoter/Promoter Group' to 'Public' w.e.f. 15/11/2017.

Variation in % due to ESOP allotment to employees.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Top 10 Shareholders	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
	No. of Share at the beginning (01-04-17)/end of the year (31-03-18)	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company
HSBC Global Investment Funds - Asia Ex Japan Equity Smaller Companies *	0	0	1-Apr-2017				
			14-Apr-2017	1152000	Transfer	1152000	0.69
			21-Apr-2017	938114	Transfer	2090114	1.26
			28-Apr-2017	616680	Transfer	2706794	1.63
			05-May-2017	448286	Transfer	3155080	1.90
			12-May-2017	549521	Transfer	3704601	2.23
			19-May-2017	574764	Transfer	4279365	2.58
			26-May-2017	419532	Transfer	4698897	2.83
			2-June-2017	375433	Transfer	5074330	3.06
			9-June-2017	423221	Transfer	5497551	3.31
			23-June-2017	481265	Transfer	5978816	3.60
			30-June-2017	682125	Transfer	6660941	4.02
	6660941	4.00	31-March-2018				
Reliance Capital Trustee Co. Ltd-A/C Reliance Small Cap Fund	5786749	3.49	1-Apr-2017	Nil movement during the year			
	5786749	3.49	31-Mar-2018				
Abu Dhabi Investment Authority – Behave	5750000	3.47	1-Apr-2017	Nil movement during the year			
	5750000	3.47	31-Mar-2018				
Government Pension Fund Global	4956291	2.99	1-Apr-2017				
	4956291	2.99	31-Mar-2018	Nil movement during the year			
UTI- Balanced Fund *	0	0.00	1-Apr-2017				
			28-July-2017	860714	Transfer	860714	0.52
			04-Aug-2017	86103	Transfer	946817	0.57
			18-Aug-2017	340879	Transfer	1287696	0.78
			25-Aug-2017	27982	Transfer	1315678	0.79
			06-Oct-2017	400000	Transfer	1715678	1.03
			17-Nov-2017	63774	Transfer	1779452	1.07
			01-Dec-2017	440644	Transfer	2220096	1.33
			08-Dec-2017	150000	Transfer	2370096	1.42
			09-Feb-2018	300000	Transfer	2670096	1.60
			23-Feb-2018	300000	Transfer	2970096	1.78
			09-March-2018	300000	Transfer	3270096	1.96
			23-March-2018	732333	Transfer	4002449	2.40
	4002429	2.40	31-Mar-2018				
Julius Baer Multistock - Emerging Equity Fund *	1120000	0.68	1-Apr-2017				
			05-May-2017	-40000	Transfer	1080000	0.65
			09-June-2017	-60000	Transfer	1020000	0.62
			30-June-2017	40000	Transfer	1060000	0.64
			21-July-2017	180000	Transfer	1240000	0.75
			15-Sep-2017	298606	Transfer	1538606	0.93
			22-Sep-2017	1394	Transfer	1540000	0.93
			17-Nov-2017	140000	Transfer	1680000	1.01
			29-Dec-2017	231287	Transfer	1911287	1.15
			05-Jan-2018	48713	Transfer	1960000	1.18
			12-Jan-2018	740000	Transfer	2700000	1.62
			02-Feb-2018	160000	Transfer	2860000	1.72
			02-Mar-2018	355164	Transfer	3215164	1.93
			09-Mar-2018	204836	Transfer	3420000	2.05
			23-Mar-2018	108916	Transfer	3528916	2.12
			30-Mar-2018	251084	Transfer	3780000	2.27
	3780000	2.27	31-Mar-2018				
A K M Systems Private Limited **	3846962	2.32	1-Apr-2017				
			14-Apr-2017	44900	Transfer	3891862	2.35
	3891862	2.34	31-Mar-2018				
Vistra ITCL India Limited	3245499	1.96	1-Apr-2017				
	3245499	1.96	31-Mar-2018	Nil movement during the year			

Name of the Top 10 Shareholders	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
	No. of Share at the beginning (01-04-17)/end of the year (31-03-18)	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company
Reliance Nippon Life Insurance Co Limited	2937697	1.77	1-Apr-2017				
			7-Apr-2017	329	Transfer	2938026	1.77
			14-Apr-2017	177463	Transfer	3115489	1.88
			21-Apr-2017	618	Transfer	3116107	1.88
			28-Apr-2017	-2170	Transfer	3113937	1.88
			5-May-2017	-116	Transfer	3113821	1.88
			12-May-2017	-2514	Transfer	3111307	1.88
			19-May-2017	506	Transfer	3111813	1.88
			26-May-2017	-180	Transfer	3111633	1.88
			2-Jun-2017	1317	Transfer	3112950	1.88
			9-Jun-2017	1433	Transfer	3114383	1.88
			16-Jun-2017	-438	Transfer	3113945	1.88
			23-Jun-2017	-451	Transfer	3113494	1.88
			30-Jun-2017	-164548	Transfer	2948946	1.78
			7-Jul-2017	-1084	Transfer	2947862	1.78
			14-Jul-2017	176351	Transfer	3124213	1.88
			21-Jul-2017	-1404	Transfer	3122809	1.88
			28-Jul-2017	-2828	Transfer	3119981	1.88
			4-Aug-2017	41	Transfer	3120022	1.88
			11-Aug-2017	-34258	Transfer	3085764	1.86
			18-Aug-2017	-9712	Transfer	3076052	1.85
			25-Aug-2017	-1594	Transfer	3074458	1.85
			1-Sep-2017	2607	Transfer	3077065	1.85
			8-Sep-2017	-58606	Transfer	3018459	1.82
			15-Sep-2017	-56740	Transfer	2961719	1.79
			22-Sep-2017	-385409	Transfer	2576310	1.55
			30-Sep-2017	-166	Transfer	2576144	1.55
			6-Oct-2017	351	Transfer	2576495	1.55
			13-Oct-2017	-3603	Transfer	2572892	1.55
			20-Oct-2017	-921	Transfer	2571971	1.55
			27-Oct-2017	-26099	Transfer	2545872	1.53
			3-Nov-2017	285972	Transfer	2831844	1.70
			10-Nov-2017	-25319	Transfer	2806525	1.69
			17-Nov-2017	-455	Transfer	2806070	1.69
			24-Nov-2017	-37	Transfer	2806033	1.69
			8-Dec-2017	42387	Transfer	2848420	1.71
			15-Dec-2017	90084	Transfer	2938504	1.76
			22-Dec-2017	187359	Transfer	3125863	1.88
			29-Dec-2017	-220	Transfer	3125643	1.88
			5-Jan-2018	-64736	Transfer	3060907	1.84
			12-Jan-2018	-1321	Transfer	3059586	1.84
			19-Jan-2018	-17576	Transfer	3042010	1.83
			26-Jan-2018	23163	Transfer	3065173	1.84
			2-Feb-2018	-12830	Transfer	3052343	1.83
			9-Feb-2018	91072	Transfer	3143415	1.89
			16-Feb-2018	-11480	Transfer	3131935	1.88
			23-Feb-2018	-30501	Transfer	3101434	1.86
			2-Mar-2018	-13503	Transfer	3087931	1.85
			9-Mar-2018	68072	Transfer	3156003	1.89
			16-Mar-2018	83795	Transfer	3239798	1.94
			23-Mar-2018	-43031	Transfer	3196767	1.92
			30-Mar-2018	-12092	Transfer	3184675	1.91
	3184675	1.91	31-Mar-2018				
POLUNIN EMERGING MARKETS SMALL CAP FUND LLC	2340650	1.41	1-Apr-2017				
			9-Jun-2017	32306	Transfer	2372956	1.43
	2372956	1.42	31-Mar-2018				
UTI-MID CAP FUND #	3154545	1.90	1-Apr-2017				
			23-Jun-2017	-47804	Transfer	3106741	1.87
			26-Jan-2018	-8005	Transfer	3098736	1.86
			2-Feb-2018	-47909	Transfer	3050827	1.83
			23-Mar-2018	-732333	Transfer	2318494	1.39
	2318494	1.39	31-Mar-2018				

Name of the Top 10 Shareholders	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
	No. of Share at the beginning (01-04-17)/end of the year (31-03-18)	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company
Birla Sun Life Insurance Company Limited #	2159758	1.30	1-Apr-2017				
			7-Apr-2017	-630	Transfer	2159128	1.30
			14-Apr-2017	-2159128	Transfer	0	0.00
	0	0.00	31-Mar-2018				
Tasha Investment Advisors LLP #	2065070	1.25	1-Apr-2017				
			15-Dec-2017	-45692	Transfer	2019378	1.21
			9-Feb-2018	-500000	Transfer	1519378	0.91
			9-Mar-2018	-152638	Transfer	1366740	0.82
			16-Mar-2018	-501683	Transfer	865057	0.52
			23-Mar-2018	-100947	Transfer	764110	0.46
	764110	0.46	31-Mar-2018				
The Master Trust Bank of Japan Ltd. as Trustee of Blackrock India Equity Fund #	1892455	1.14	1-Apr-2017				
			14-Apr-2017	-123551	Transfer	1768904	1.07
			19-May-2017	-523015	Transfer	1245889	0.75
			23-Jun-2017	-21183	Transfer	1224706	0.74
			14-Jul-2017	56771	Transfer	1281477	0.77
			21-Jul-2017	-26861	Transfer	1254616	0.76
			28-Jul-2017	-19904	Transfer	1234712	0.74
			4-Aug-2017	206976	Transfer	1441688	0.87
			8-Sep-2017	-149363	Transfer	1292325	0.78
			13-Oct-2017	-30746	Transfer	1261579	0.76
			3-Nov-2017	-18350	Transfer	1243229	0.75
			10-Nov-2017	-52974	Transfer	1190255	0.71
			17-Nov-2017	-20191	Transfer	1170064	0.70
			8-Dec-2017	-147748	Transfer	1022316	0.61
			9-Jan-2018	-22183	Transfer	1000133	0.60
			2-Feb-2018	-24211	Transfer	975922	0.59
			2-Mar-2018	-13063	Transfer	962859	0.58
	962859	0.58	31-Mar-2018				

*Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.
Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2017
** Reclassified from the category of 'Promoter/Promoter Group' to 'Public' w.e.f. 15/11/2017.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year@
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	Rajendra Singh Pawar *	157,527	0.10	157,527	0.09	-0.01
2	Vijay K Thadani*	157,527	0.10	157,527	0.09	-0.01
3	P Rajendran	457,537	0.28	457,537	0.27	-0.01
4	Sanjay Khosla**	56,250	0.03	56,250	0.03	0.00
5	Sapnesh Kumar Lalla#	106,250	0.06	126,250	0.08	0.02
6	Amit Roy	1,000	0.00	1,000	0.00	0.00
7	Deepak Bansal	0	0.00	0	0.00	0.00
8	Rahul K Patwardhan ^	2,000	0.00	312,500	0.19	0.19
	Total	**938,091**	**0.57**	**1,268,591**	**0.75**	**0.18**

Note: There is no change in the shareholding of Directors and KMP except Sapnesh Kumar Lalla, who acquired 20,000 shares by exercising his ESOP i.e. 10,000 shares on November 24, 2017 and 10,000 shares on January 12, 2018.

**Includes shareholding held as Karta (HUF)*

*** resigned as director w.e.f. October 2, 2017*

 # Appointed as Chief Executive Officer w.e.f. August 1, 2017

^ Resigned as Chief executive Officer w.e.f. July 31, 2017; acquired shares by excercising ESOP subsequently.

@ Variation in % due to ESOP allotment to employees.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. Mn)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
(i) Principal Amount	1,628.03	164.00	-	1792.03
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	3.10	9.34		12.44
Total (i+ii+iii)	1631.13	173.34	-	1804.47
Change in Indebtedness during the Financial Year				
- Addition	15.02	122.70	-	137.72
- Reduction	205.24	9.34	-	214.58
Net Change	(190.21)	113.36		(76.85)
Indebtedness at the end of the financial year				
(i) Principal Amount	1437.57	279	-	1716.57
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	3.35	7.70		11.05
Total (i+ii+iii)	**1440.92**	**286.70**	-	**1727.62**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director(MD), Whole-time Directors(WTD) and/or Manager: Amount in Rs.

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		Mr. Vijay K Thadani (Vice Chairman & Managing Director)	Mr. P Rajendran (Joint Managing Director)	
1	Gross Salary*			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,572,578	11,680,161	23,252,739
	(b) Value of perquisites under section 17(2) of Income-tax Act, 1961	296,726	189,143	485,869
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify…	0	0	0
5	Others, please specify (Mediclaim & GTLI Premium)	130,696	130,696	261,392
	Total (A)	12,000,000	12,000,000	24,000,000
	Ceiling as per the Act	24,000,000	24,000,000	

*Details does not includes Company's contribution to Provident Fund, Superannuation Fund, provision for gratuity and provision for leave encashment.

B. Remuneration to other directors **Amount in Rs.**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (In Rs.)
1	**Independent Directors**	Mr. Surendra Singh	Mr. Anand Sudarshan	Ms. Geeta Mathur	Mr. Sanjay Khosla	
	-Fee for attending board/ committee meetings	1,280,000	1,280,000	1,460,000	0	4,020,000
	- Commission	0	0	0	0	0
	-Others, please specify	0	0	0	0	0
	Total (1)	**1,280,000**	**1,280,000**	**1,460,000**	**0**	**4,020,000**
2	Non-Executive Directors	Mr. Rajendra S Pawar				
	-Fee for attending board/committee meetings	940,000	0	0	0	940,000
	- Commission	0	0	0	0	0
	-Others, please specify	0	0	0	0	0
	Total (2)	**940,000**	**0**	**0**	**0**	**940,000**
	Total (B)=(1+2)	**0**	**0**	**0**	**0**	**4,960,000**
	Total Managerial Remuneration (A+B)	**0**	**0**	**0**	**0**	**28,960,000**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Chief Executive Officer	Chief Executive Officer	Chief Financial Officer	Company Secretary	Total
		Mr. Rahul K Patwardhan (From April 1, 2017 to July 31, 2017	Mr. Sapnesh Kumar Lalla (From August 1, 2017 to March 31, 2018)	Mr. Amit Roy	Mr. Deepak Bansal	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	21,812,917	10,393,768	4,105,423	2,362,101	38,674,209
	(b) Value of perquisites u/s 17 (2) Income Tax Act, 1961	623,200	911,510	39,600	39,600	1,613,910
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	20,466,240	585,800	-	-	21,052,040
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-	-
5	Others, please specify (PF & Pension Employer Contributions, Superannuation, & Other perks)	-	441,233	167,040	138,147	746,420
	Total	**42,902,357**	**1,233,2311**	**4,312,063**	**2,539,848**	**62,086,579**

VII . PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD/ NCLT/COURT]
A. Company				
Penalty				
Punishment				
Compounding				
B. Directors				
Penalty				
Punishment				
Compounding				
C. Other Officers in Default				
Penalty				
Punishment				
Compounding				

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: May 16, 2018

A. **Statement containing the name and other particulars of employees**
[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

i. The percentage increase in remuneration of each Director and Key Managerial Personnel (KMPs) during the Financial Year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 are as under:

(a) Remuneration to Executive Directors

Sl. No.	Name	Remuneration (Amount in Rs. Mn)*	% increase in Remuneration	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Vijay K Thadani Vice-Chairman and Managing Director	14.28	Nil	27.71
2.	Mr. P Rajendran Joint Managing Director	13.53	Nil	26.26

* Includes salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund and provision for gratuity and provision for leave encashment, within limits of Schedule V read with Section 197 of the Act.

(b) Remuneration to Non-executive Directors

Since Non-Executive Directors received no remuneration except sitting fees for attending Board/Committee meetings, the required details are not applicable.

(c) Remuneration of other Key Managerial Personnel

Sl. No.	Name	Remuneration (Amount in Rs. Mn)	% Increase in Remuneration
1.	Mr. Rahul K Patwardhan, Chief Executive Officer (ceased to be w.e.f. July 31, 2017)	42.90	Not comparable
2.	Mr. Sapnesh Kumar Lalla, Chief Executive Officer (appointed w.e.f. August 1, 2017)	12.29	Not comparable
3.	Mr. Amit Roy, Chief Financial Officer (appointed w.e.f. February 1, 2017)	4.31	Not comparable
4	Mr. Deepak Bansal, Company Secretary (appointed w.e.f. July 26, 2016)	2.52	Not comparable

ii. In the Financial Year 2017-18, there was an increase of 1.02% in the median remuneration of employees;

iii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 6.99%.

iv. There were 1710 regular employees on the rolls of Company as on March 31, 2018;

v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: May 16, 2018

B. Statement containing the name and other particulars of employees

[Pursuant to Section 197(12) of the Companies Act, 2013 Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(a.) Name of the top ten employees in terms of the remuneration drawn, including name of employees employed throughout the financial year 2017-18, who were in receipt of remuneration not less than Rs. 10,200,000/-Per annum.

S. No.	Name	Age (Years)	Qualification(s)	Experience (Years)	Designation	Nature of Duties	Gross Remuneration (Rs.)	Date of Joining	Previous Employment	Previous Employment Designation
1	Vijay K Thadani	67	B. Tech.	46	Vice Chairman & Managing Director	Managing Director	14,277,939	2-Dec-81	Keltron Limited	Branch Manager
2	P Rajendran	65	B.E.	44	Joint Managing Director	Joint Managing Director	13,530,903	1-Sep-82	Keltron Limited	Resident Manager
3	Prakash Menon	55	B.S.C.	33	President - Global Skills & Career Group	Business Head - Global Skills & Career Group	10,592,240	1-Nov-16	First Employment	First Employment
4	Udai Singh	50	B.E., M.E.	29	President	Head - B2B India	8,689,489	26-Jun-90	NIIT Online Learning Limited	Branch Manager
5	Satish Sukumar	47	B.S.C.(Physics), B.S.C.(Tech)	23	Senior Vice President	Chief Technlogy Officer	8,340,179	1-Sep-16	Perceptron Learning Solutions Pvt. Ltd.	Resident Manager
6	Arjun Shankar Krishnan	48	MA, MMS	26.8	Executive VP & Chief Corp Mgmt Services Officer	Chief Corp Mgmt Services Officer	7,917,600	8-Jul-91	First Employment	First Employment
7	Ferozuddin Sheikh	39	BE, PGCPM	19.2	Vice President	Chief Solutions Architect	6,999,234	1-Sep-16	Perceptron Learning Solutions Pvt Ltd	Chief Architect
8	Sunil Sirohi	51	B.S.C., M.S.C.	28	Chief Information officer	Head - Technology Services Organisation India	6,967,298	5-Aug-91	EUROPCAR LTD.	Computor Operator station Supervisor
9	Kshitij Jain	40	BBS,BBA	18	Vice President	Head Marketing and Sales	6,127,454	5-Jan-17	Aviva Life Insurance	Vice President
10	Venkata Durga Ravi Kiran Patibanda	51	BSC, MBA	28	Senior Vice President	National Head - Delivery Operations	6,066,099	2-Jul-90	First Employment	First Employment

(b.) Name of Employees, employed for part of the financial year 2017-18, who were in receipt of remuneration not less than Rs. 850,000/- per month

S. No.	Name		Qualification(s)		Designation	Nature of Duties	Gross Remuneration	Date of Joining	Previous Employment	Previous Employment Designation
1	Rahul K Patwardhan(6)	58	BE/BTech	34	Chief Executive Officer	Chief Executive Officer	42,902,357	6-Oct-14	Kalpavruksh Technologies Deutschland GMBH	M.D., Global Managed App Services
2	Sapnesh Kumar Lalla(7)	52	BE/BTech	30	Chief Executive Officer	Chief Executive Officer	12,287,718	1-Aug-17	Godrej Soaps Ltd	Systems Analyst

NOTES:

(1) The gross remuneration shown above comprises salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund.

(2) For the Wholetime Directors, the figures as per the Managerial Remuneration has been taken and also includes provisions for gratuity and leave encashment.

(3) None of the above employees are related to or relative of any Director of the Company.

(4) None of the employees holds 2% or more of the paid-up equity share capital of the Company.

There was no employee, employed throughout the financial year or part thereof, who was in receipt of remuneration during the year which, in the aggregate, or as the case may, be at a rate, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director and holds by himself or along with his/her spouse and dependent children, not less than 2% of the equity shares of the Company.

(5) The nature of employment in all above cases is contractual.

(6) Resigned w.e.f. July 31, 2017

(7) Employed w.e.f. August 1, 2017

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: May 16, 2018

Company Overview

NIIT is a leading Skills and Talent Development Corporation that is building a trained workforce for global industry requirements. The Company, which was set up in 1981 to help the nascent IT industry overcome its human resource challenges, today ranks among the world's leading training companies owing to its vast and comprehensive array of talent development programs. With a footprint across 40 nations, NIIT offers training and development solutions to Individuals, Enterprises and Institutions.

NIIT has three main lines of business across the globe – Corporate Learning Group (CLG), Skills & Careers Group (SNC) and School Learning Group (SLG).

Table 1: Lines of Business

	Corporate Learning Group (CLG)	Skills & Careers Group (SNC)	School Learning Group (SLG)
Revenue, Contribution	Rs. 5,183 Million, 61%	Rs. 2,729 Million, 32%	Rs. 593 Million, 7%
Value Proposition	Productivity	Employability	Academics
Focus Geography	North America, Europe	India, China	India
Offerings	• Managed Training Services • Custom Learning Projects	• IT, BFSI and Other Service Sector Skills • Professional Life Skills	• Teaching & Learning Solutions • School Services

The amounts represent net revenue of the business. The percentages reflect contribution to overall revenue. Revenue from online learning is grouped with SNC.

- **Corporate Learning:** NIIT's Corporate Learning Group (CLG) offers Managed Training Services (MTS) to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of Managed Training Services includes Custom Curriculum Design and Content Development, Learning Administration, Learning Delivery, Strategic Sourcing, Learning Technology, and Advisory Services. With a team of some of the world's finest learning professionals, NIIT is dedicated to helping customers increase the business value of learning and development (L&D) by improving the efficiency and effectiveness of their Learning & Development Organizations.

- **Skills & Careers:** NIIT's Skills & Careers Group (SNC) delivers a diverse range of learning and talent development programs to individual and corporate learners in established and growth areas.These include Technology, Banking & Finance, Digital Marketing, Data Sciences & Analytics, Professional Life Skills, Business Process Excellence, Management Education and Multi-Sectoral Vocational Skills. The Company provides these programs in India, China and select growth economies. The programs are delivered through a combination of the "Cloud Campus" platform, satellite-based "Synchronous Learning Technology", a network of about 350 learning centers and learning online through training.com.

The Company has recently introduced new career programs in the area of Technology, BFSI (Banking, Financial Services & Insurance), Digital Marketing and Data Analytics for individuals. For large companies, the Company has launched a revolutionary solution for integrated sourcing, training and on boarding talent on-demand with the brand new product Talent Pipeline as a Service (TPaaS). These offerings are focused on providing day one productive professionals to large organizations.

NIIT has forged strong partnerships with various industry leaders to strengthen its SNC portfolio. These include partnership with ICICI Bank for NIIT Institute of Finance Banking and Insurance Training Limited (IFBI), with leading business schools in India for NIIT Imperia, with Genpact for NIIT Uniqua, and with National Skills Development Corporation (NSDC) for NIIT Yuva Jyoti Limited. In China, NIIT has tied up with provincial governments and software parks in Guian New Area, Chongqing, Guiyang, Tongren, Haikou, and Yinchuan for state-of-the-art public-private partnership centers.

- **School Learning:** NIIT's School Learning Group (SLG) addresses the K-12 schools in India. SLG provides technology-based learning to schools across the country, reaching out to more than a million students. The futuristic NIIT nGuru range of learning solutions for schools comprises digital content for Interactive Classrooms, technology-driven Math Lab™, IT Wizard programs, and Quick School – an Education Resource Planning software. The Company has recently introduced Practice Plus, which is an assessments solution that helps students practice concepts that they have learnt in school. NIIT's solutions can be accessed by stakeholders the in-school as well as outside the school through the Integrated Learning Platform (ILP).

With increasing penetration of technology, schools are increasing adoption of digital tools and solutions to remain competitive and to improve learning experience for their students. As a product and service provider to schools, NIIT is uniquely positioned to take advantage of this trend. The focus here is on improving the effectiveness of school education and academic performance of students.

Environment and State of the Industry

The global economic upswing became broader and stronger last year. As per IMF, global economy grew 3.7% in calendar year 2017, with over 120 countries reporting a pick-up in growth. Rate of global growth is expected to improve to 3.9% in both 2018 and 2019. At the same time, downside risks include the possibility of financial stress, increased protectionism, and rising geopolitical tensions.

As per World Bank, focus on reforms including improvements in education and health systems, high-quality investment, and labour market could yield sustained long-term dividends.

The US unemployment rate fell to record low at 3.9% even as as Artificial Intelligence (AI), Robotics and Cognitive Computing promises to change business at an ever increasing pace, leading to a huge war for talent. Global corporate L&D spending continued to increase as technology disruption and regulation drove demand for training. Share of spending outsourced to specialist training providers continues to go up.

India achieved growth of 6.7% in FY18. Growth in Q4 FY18 was 7.7% as India retained the tag of the fastest growing economy. This was the fastest growth in last seven quarters as the economy recovered from short-term disruptions due to multiple transitions in the regulatory framework. GDP growth is expected to recover to 7.4% in 2018 and 7.8% in 2019 (IMF), after a successive decline over the last two years.

During the year, macro headwinds and digital disruption made companies continue their focus on increasing automation. Combined with an uncertain demand outlook, this led to reduced pace of hiring across sectors including IT and Banking. Digital technologies are blurring the boundaries between traditional and technology companies.

However, jobs for digital skills are growing. Projects in Digital business, Blockchain, IOT, Machine Learning (ML), and Artificial Intelligence (AI) are driving an increase in global IT spending, which is expected to grow 4.5% to reach USD 3.7 trillion in 2018. As per NASSCOM (National Association of Software and Services Companies), Digital revenues are growing at 30% in India (1.5 times global digital growth rate). The projects in Digital are more skill intensive than people intensive and require companies to focus on reskilling their workforce to address these opportunities.

There is an accelerating influx of new GICs (Global In-house Centers) in India. Also, India continues to see a surge in new technology startups that are disrupting traditional businesses. With the right skills, India has an opportunity to emerge as a destination for digital at scale.

Company Performance

The Consolidated financials for the FY18 are provided in Table 2 below:

Table 2: Profit & Loss Statement

Rs. Million	FY18	FY17	YoY
Net Revenues	8,505	8,452	1%
Operating Expenses	7,759	7,777	-0.2%
EBITDA	746	674	11%
EBITDA%	9%	8%	80 bps
Depreciation & Amortization	401	457	-12%
Net Other Income/ (Expenses) (including Exceptional Items)	(169)	(203)	+ 35 mn
Profit Before Tax	177	14	1146%
Tax (Operational)	66	64	+ 2 mn
Share of Profit of Associate/ Non-controlling Interests	649	579	12%
Tax on Associate Profit	135	120	12%
Profit After Tax Attributable to Equity Holders	625	409	53%
Basic EPS (Rs.)	3.8	2.5	52%

Revenue (Net Revenue) in FY18 grew 1% over FY17. CLG continued to lead growth and profitability for the Company driven by strong momentum in MTS, and made up for the planned reduction in revenue in SLG due to exit from capital-intensive government schools business and reduction in revenue in SNC business.

The Operating Profit (EBITDA) was Rs. 746 million or 9% of Revenue in FY18 versus Rs. 674 million in FY17. EBITDA grew 11% over last year. EBITDA margin improved 80 basis points as compared to FY17. This was driven by steady growth in CLG and strong focus on cost management in SNC and SLG.

Depreciation and amortization declined further by 12%, reflecting continued reduction in capital intensity of the business due to exit from capex-driven business models. Depreciation has fallen to 4.7% of revenue versus 5.4% last year.

EBIT grew 59% YoY to Rs. 345 million. The Company recorded 53% increase in PAT to Rs. 625 million leading to an EPS of Rs. 3.8 in FY18 versus EPS of Rs. 2.5 last year.

A detailed discussion of NIIT's business and performance is given in the subsequent paragraphs.

Business Overview

NIIT continued to strengthen its Platforms of Growth, along with focus on improving Liquidity, Profitability, and Capital Efficiency.

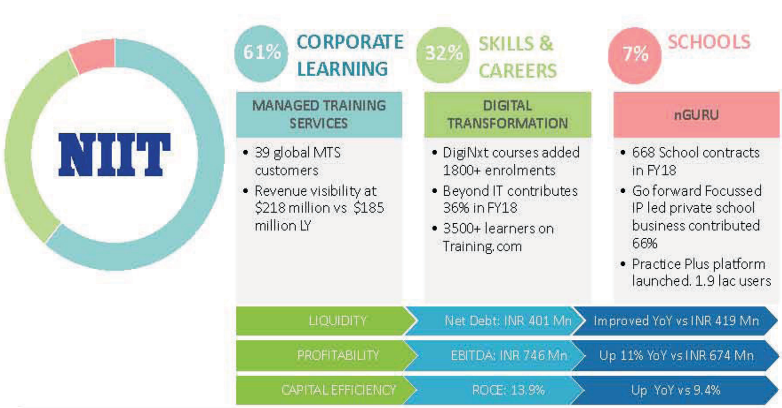


Figure 1: Platforms of Growth

- In CLG, the Company signed 8 new global customers in FY18 for its Managed Training Services offering. CLG entered a higher growth trajectory during the year with strong visibility for the next few years. NIIT ended FY18 with 39 MTS customers (versus 34 last year) and Revenue Visibility of USD 218 million (as compared to USD 185 million last year). Revenue Visibility is up 18% YoY.
- In SNC, NIIT continued to drive the use of technology in learning to increase reach, and improve efficiency. Beyond IT contributed 36% in FY18 (vs. 39% LY). NIIT has introduced Talent

  Pipeline as a Service (TPaaS) offering and expanded the product portfolio of Career Programs to revive growth. Training.com achieved revenues of Rs. 60 million (as compared to Rs. 6 million in FY17). Over 3500 learners have enrolled for various programs on training.com.
- SLG signed 668 orders from schools during the year for its nGuru suite of products. The Practice Plus platform introduced during the year attracted over 1.9 lac users. Go-forward business (excluding capex driven and government business) grew 2% YoY. Contribution from Go-forward business improved to 66% for FY18 versus 44% last year. Contribution was 86% in Q4.

Corporate Learning Group

NIIT's Corporate Learning Group provides Managed Training Services to Global Multinational Companies, headquartered in North America and Europe.

Globally, companies spend 1% of their revenue on average for employee training. This is about USD 1,000 per employee per year. Various estimates put the amount of spending on workforce training between USD 150 billion to USD 300 billion per annum. This continues to represent a large market opportunity. Currently, less than 20% of the Fortune 1000 companies outsource training in any substantial way. There is large headroom to increase outsourcing of training from current levels within the companies that outsource, as well as to increase in the number of companies who outsource.

The market for managed training services is bound to grow substantially as companies focus on core business, and training specialist companies demonstrate reliability and improvement in both efficiency and effectiveness of learning.

Companies increasingly see Learning and Development (L&D) as one of the keys to driving business success. Therefore, global corporations are not only demanding greater accountability and efficiency on spending from their L&D function but also expecting it to lead to measurable improvement in employee productivity and business outcomes.

NIIT offers innovative solutions under its Managed Training Services that help clients accelerate business impact. NIIT's team of learning professionals is helping the world's leading companies transform their training function through training outsourcing services that reduce costs, add measurable value, and increase business impact, while allowing customers to redirect resources and energy into core business functions. NIIT's Managed Learning Services include the following service:

- Custom Content and Curriculum Design
- Learning Delivery

Figure 2: Managed Training Services

- Learning Administration
- Strategic Sourcing
- Learning Technology
- Advisory Services

The strong value proposition, innovation, and excellence in customer service continue to reflect in the large number of industry recognitions and awards, many of which were- won in partnership with customers.

NIIT is focused on the following industries/verticals:

- Technology & Telecom
- Energy & Commodities
- Life sciences
- Banking, Financial Services, and Insurance (BFSI)

The selected verticals represent the highest per employee spending on training with a significant portion of the training spend driven by regulation making them non-discretionary.

Acquisition of Eagle Productivity Solutions

In January 2018, NIIT acquired Eagle International Institute, Inc., doing business as Eagle Productivity Solutions (Eagle), through its wholly owned subsidiary, NIIT (USA), Inc. Headquartered in Rochester USA, Eagle is a top-rated global provider that specializes in training solutions for companies adopting sophisticated cloud based enterprise applications in the Pharmaceutical and the Life Sciences industry. Eagle has worked with 18 of the top 20 global pharmaceutical companies, and has over 30 pharma companies as current customers.

Eagle has a proprietary, behavior based training methodology which ensures high (over 90%) adoption of applications by end users. The acquisition strengthens NIIT's capabilities in global application rollouts of enterprise applications requiring high adoption, and deepens NIIT's domain expertise in Pharmaceutical and Life Sciences domain. Also, Eagle's customers gain access to expanded capabilities from NIIT.

Eagle achieved revenues of USD 10.7 million in previous 12 months before the transaction. The Company expects this acquisition to be EPS, margin and growth accretive from the first year. Eagle has been integrated with CLG as Application Rollout Training practice. Eagle contributed Rs. 176 million to CLG revenue in Q4 FY18.

In FY18, CLG grew by a robust 14% driven by strong growth momentum in MTS. The growth was 17% in constant currency terms. The business entered a phase of higher growth trajectory, which the Company expects to maintain over the next few years. CLG achieved growth of 28% in Q4 FY18.

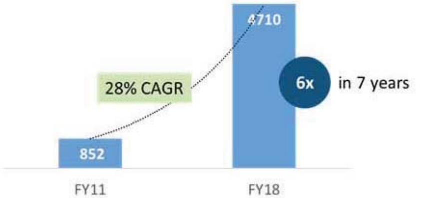


Figure 3: MTS Revenue (in Rs. Million)

CLG achieved EBITDA of Rs. 761 million, up 18% YoY. EBITDA margin was 15% in FY18 with an improvement of 47 basis points, despite currency headwinds. EBITDA includes Rs. 38 million negative impact due to changes in foreign exchange rates.

The Company had signed a large MTS contract with Real Estate Council of Ontario (RECO) in Canada last year. The revenue from this contract would start to accrue from July 2019 (FY20) and would help to maintain the higher growth trajectory for the business. The transition on the RECO contract is progressing well.

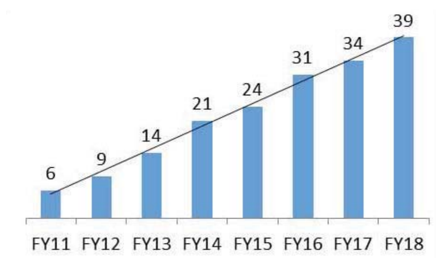


Figure 4: Number of MTS Customers

During the year, NIIT added 8 new logos including a comprehensive MTS contract with Pitney Bowes, a global leader in Office Automation. NIIT has been investing in building capability for large comprehensive deals, and the recent contract win is vindication of this strategy and would help the Company address more such opportunities in the future.

As on March 31, 2018, CLG has a total revenue visibility of USD 218 million from existing contracts versus USD 185 million last year. The Company has 39 active MTS customers.

Table 3: Financials for Corporate Learning Group

Rs. Million	FY18	FY17	YoY
Net Revenues	5,183	4,534	14%
Operating Expenses	4,422	3,890	14%
EBITDA	761	644	18%
EBITDA%	15%	14%	47 bps

Skills & Careers Group

NIIT's Skills & Careers group provides a wide range of programs to provide aspirational skills to individuals and corporate customers. These includes programs in Technology, Banking & Finance, Digital Marketing, Data Sciences & Analytics, Professional Life Skills, Business Process Excellence, Management Education and Multi-Sectoral Vocational Skills.

The Company provides these programs in India, China and select growth economies. NIIT leverages its presence in these markets, to offer professional courses for Young Adults, preparing them for careers in different industries, and for Working Professionals, who wish to upgrade their skills or reskill themselves for career advancement or a career change.

During FY18, the business was impacted by continuing uncertainty in job markets. IT hiring remained weak, which affected demand for traditional IT courses. In addition, there was a virtual freeze in hiring across Banks for certain roles, including Branch Operations. This affected the company's ability to offer placement-backed programs for this segment.

Initiatives for business renewal launched over the last two years including StackRoute, DigiNxt, and training.com witnessed strong traction. These initiatives along with the new TPaas offering are expected to drive growth for SNC in the next few years.

a) StackRoute

StackRoute continues to receive overwhelming response from IT companies. StackRoute has been adopted by seven corporate customers as compared to two last year to develop their top talent. The customers include two of the top five IT services companies in India. StackRoute now offers seven advanced programs. StackRoute also rolled out training in hybrid delivery mode to scale up training and delivering to participants globally for its customers.

b) DigiNxt – Digital Transformation

Digital technologies now constitute over 20% of revenues for the Indian IT industry. With over 30% growth in revenue, Digital is now the primary driver of growth. As per NASSCOM, 80% of the incremental IT spending by global companies is expected to be on Digital Technologies. By the year 2025, the share of traditional technologies is expected to reduce to 40% from 80% currently, whereas the share of Digital technologies is expected to increase to 60%. Digital projects are skill intensive and require constant reskilling. This represents a huge opportunity for training in Digital skills and reskilling of large proportion of existing professionals employed in the IT services sector.

The technology programs launched under the DigiNxt series continue to see strong traction. NIIT has also launched a series of five new aspirational Career Programs to address the changing workforce needs that digital transformation has brought forth. These include programs in Digital Marketing and Data Analytics.

c) Training.com

Training.com is NIIT's online offering where students can sign up for courses directly online. Training.com is envisioned as a global, multi-modal learning platform that would build a 360 degree learning ecosystem including learners, learning content providers, institutions, faculty, mentors, and other education service providers creating a destination for lifelong learning. During the year, Training.com expanded its course offering to over 100 courses in the area of technology, digital marketing, data sciences, data analytics and executive management. These include courses from NIIT as well as from premium institutional and training partners such as IIM Calcutta, edX, and Digital Marketing Institute (Ireland).

In a little over a year, training.com has achieved significant momentum. The business saw strong growth in FY18, growing to over Rs. 60 million in Revenue from a small base of Rs. 6 million in FY17. Training.com has significant course completion rate of over 90% and has trained over 3500 learners since launch.

NIIT is driving strong integration of the online offering with the Skills & Careers business. This would allow the business to leverage NIIT's reach to scale faster. Online learning is embedded in to career programs offered to NIIT students at the centers to drive continuous engagement as well as improve efficiency.

d) Talent Pipeline as a Service (TPaaS)

TPaaS is NIIT's new strategic initiative to address changing talent requirements for the industry with a new model of delivering Just-in-Time job ready talent with integrated offering of talent sourcing, training and on-boarding. Launched towards the end of the year, the program is already seeing strong interest from the large companies in IT, ITES and BFSI.

The financial performance of the Skills & Careers Group for the year is provided in Table 4. SNC reported revenue of Rs. 2,669 million versus Rs 3,045 million last year. The Company focused on cost management initiatives, which helped the business to moderate the negative impact of operating leverage. As a result, the business achieved positive EBITDA of Rs. 36 million, down marginally from Rs. 46 million last year.

Table 4: Financials for Skills & Careers Group

Rs. Million	FY18	FY17	YoY
Net Revenues	2,669	3,045	(12%)
Operating Expenses	2,632	2,998	(12%)
EBITDA	36	46	(22%)
EBITDA%	1%	2%	(16 bps)

Table 4 does not include financials for Online Learning (training.com)

Investments in ramping up the Online Learning offerings during the year resulted in Revenue of Rs. 60 million in FY18, as compared to Rs. 6 million in FY17. EBITDA for Online learning was negative Rs. 67 million vs negative Rs. 71 million in FY17.

School Learning Group

NIIT's School Learning Group provides teaching and learning solutions to schools in India.

The current K-12 school system in India is one of the largest in the world. India has more than 1.4 million schools with over 250 million students. About 25% of these (~350,000) are private schools, with over 10,000 schools being added every year. India has over 100 million students enrolled in private schools.

Figure 5: Practice Plus

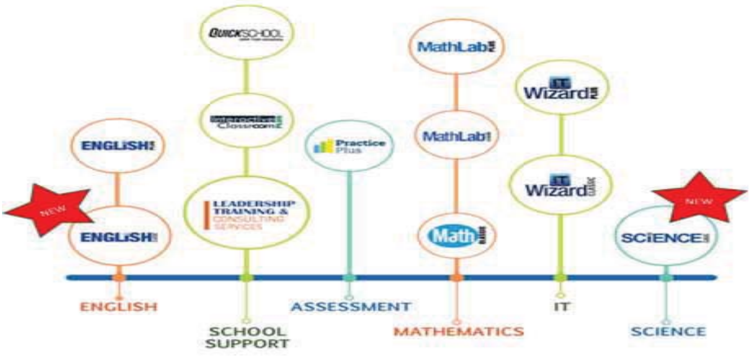


Figure 6: Comprehensive Product Portfolio

SLG's futuristic NIIT nGuru range of learning solutions for schools includes Interactive Classrooms with digital content, technology-driven MathLab, IT Wizard programs, Practice Plus platform for assessments, and Quick School – an Education Resource Planning software. These are available within and outside school through the nGuru Integrated Learning Platform.

Technology plays an increasingly important role in education and child development, both inside and outside the schools. This represents a significant market opportunity. NIIT's nGuru learning solutions not only bring back the joy of learning for students but also create measurable impact on academic performance of learners.

The company has managed the planned ramp-down of capital-intensive government schools business over the last few years and successfully completed existing contracts. The last remaining contract would end in FY19. The company is focusing on driving growth in the Go-Forward business which is IP driven.

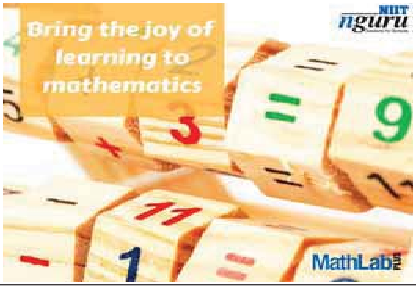


Figure 7: nGuru MathLab

Planned ramp down and completion of contracts in both government and private schools, with hardware as part of the bundled services, contributed to a decline in overall revenue in FY18. Margins were impacted by closing costs in large government school, which were completed during the year. Cost management and shift of mix towards private schools helped in partial recovery.

The Go-Forward business grew 2% YoY in FY18, and contributed 66% to revenue as compared to 44% in FY17. During the year, SLG signed contracts with 668 private schools.

Table 5: Financials for School Learning Group

Rs. Million	FY18	FY17	YoY (%)
Net Revenues	593	867	(32%)
Operating Expenses	577	812	(29%)
EBITDA	15	54	(72%)
EBITDA%	3%	6%	(372 bps)

Awards and Acknowledgments

- NIIT has been ranked among the Top 20 Training Outsourcing Companies 2017 by TrainingIndustry.com for the tenth consecutive year
- NIIT has been ranked among the Top 20 IT Training Companies 2017 by TrainingIndustry.com for the eighth consecutive year
- NIIT UK has been awarded the status of 'Accredited Learning Provider' 2017 by Learning and Performance Institute (LPI), UK for the second consecutive year

- NIIT has been ranked among the Top 20 Companies in Content Development 2017 by TrainingIndustry.com for the seventh consecutive year
- NIIT has been ranked among the Top 20 Companies in Gamification 2017 by TrainingIndustry.com for the fourth consecutive year
- NIIT earned 20 Brandon Hall Group HCM Excellence Awards 2017 jointly with customers
- NIIT was named as the Innovation Award winner 2017 at the Future Learning 2020 Summit
- NIIT has been recognized as 'India's Most Trusted Training Brand' 2018 by Trust Research Advisory (TRA) for the sixth consecutive year
- NIIT has also been featured as the 'Most Respected Education Company'- 2016 by leading financial magazine, Business World
- NIIT bagged the 'Best Innovation Brand award 2016' in the Education sector at ASSOCHAM National Brand Summit
- NIIT received 'Franchisor of the year' 2017 – Vocational & Skill Development Training Institute. by The Franchise India
- NIIT MLSL has bagged three prestigious awards at the '3rd South Asia Education Summit 2017': 'Interactive Solution Provider' award for NIIT Nguru - IT Wizard & MathPlus; 'Testing and Assessment Tool Provider' award for the state-of-the-art NIIT Nguru - Practice Plus and 'Teacher Training (K-12)' award for 'The CTET Advantage Program'
- NIIT's Training.com won 'eEducation Services of the Year – Online educational services award 2017' by Franchise India

Consolidated Financials of the Company

The financial statements for the year ended March 31, 2018 are the first financial statements of the Company prepared as per the new Indian Accounting Standards (Ind AS). The transition to Ind AS has been carried out as per the accounting standards notified under section 133 of the Companies Act 2013.

The key concepts of Ind AS and major impact areas for the Company are as follows:

Concepts

- Retrospective application of all the Standards unless exempted
- Concept of Substance over Legal form of the arrangement
- Multiple Deliverables in a contract are to be identified based on customer's perspective and is measured at its Fair Value

Impact Areas

- Revenue from Strategic Sourcing service line is recognized on net of pass-through
- Recognition of Revenue on the basis of Fair Value of multiple deliverables
- Recognition of Deferred Tax Liability on Undistributed Profits of Associate
- Provision for Doubtful Debts – on "Expected Credit Loss" model as against "Incurred Loss" model
- ESOP expenses are recognized in Statement of P&L based on change in Fair Value
- Impact due to Actuarial Assumptions gets classified in "Other Comprehensive Income" (OCI)

Please refer Note no. 53 for details on transition to Ind AS & its impact on financials. Financials for the year ending March 31, 2017 have also been restated as per the Ind AS for comparison purposes.

The consolidated financial summary for FY18 is provided in Table 6 below:

Table 6: Consolidated Statement of P&L for FY18

Rs. Million	FY18	FY17	YoY
Net Revenues	**8,505**	**8,452**	**1%**
Operating Expenses	**7,759**	**7,777**	**-0.2%**
- Personnel Cost	3,798	3,721	2%
- Professional and Technical Outsourcing Expenses	1,713	1,539	11%
- Purchase of Stock in Trade	260	298	-13%
- Other Expenses excluding Finance Costs	1,988	2,219	-10%
EBITDA	**746**	**674**	**11%**
EBITDA%	9%	8%	80 bps
Depreciation & Amortization	401	457	-12%
Net Other Income/ (Expenses) (including Exceptional Items)	(169)	(203)	+ 35 mn
Profit Before Tax	**177**	**14**	**1,146%**
Tax (Operational)	66	64	+ 2 mn
Share of Associate Profits/ Profits attributable to Non-controlling interests	649	579	12%
Tax on Associate Profit	135	120	12%
Profit After Tax Attributable to Equity Holders	**625**	**409**	**53%**
Basic EPS (Rs.)	**3.8**	**2.5**	**52%**

Net Revenue

In FY18, the Company recorded revenue of Rs. 8,505 million. The revenue was up 1% as compared to last year. This was driven by robust growth in Corporate Learning which saw an acceleration in Managed Training Services. Growth in CLG (up 17% in constant currency terms) made up for planned ramp-down of revenue from schools due to exit from capital intensive government schools business and lower revenue from Skills & Careers business due to headwinds in hiring in the IT and in the Banking industry. Revenue from focus business grew 6% YoY in constant currency terms.

Operating Expenses

Operating expenses for FY18 were Rs. 7,759 million. Operating costs were marginally lower as compared to last year. Change in business mix and strong focus on cost management resulted in improvement in EBITDA margin despite adverse impact of inflation and forex. As a result of this, EBITDA margin improved from 8% in FY17 to 9% in FY18, an improvement of 80 basis points YoY.

The mix of expenses is impacted by change in business mix, between CLG, SNC and SLG, and therefore not comparable on a year-on-year basis. During the year, the Company continued to invest in its online learning business.

Depreciation

For the year, the depreciation and amortization expense was Rs. 401 million compared to Rs. 457 million last year, down 12% year-on-year. Continuing reduction in depreciation over the last few years, reflects shift to asset light business model. The Company continues to improve capital allocation by reducing allocation to capital intensive business, and invest in capital efficient and asset light businesses.

Net Other Income

The net other income for FY18 includes

- Interest expenses, net of income from deposits and mutual funds for the Company
- Foreign exchange gains / losses
- Miscellaneous income
- Exceptional Items

The net interest and financial expense for FY18 was Rs. 203 million compared to Rs. 210 million for FY17. The Company recorded a net foreign exchange loss of Rs. 40 million in FY18 compared to a loss of Rs. 75 million in FY17. In addition, the Company had net miscellaneous income of Rs. 67 million as compared to Rs. 65 million last year. The Company also gained Rs. 7 million on account of Exceptional Items in FY18, as compared to Rs. 16 million in FY17. Exceptional items includes a positive impact of Rs. 89 million due to voluntary liquidation of its Subsidiary and an expense of Rs. 50 million towards acquisition completed during the year.

Taxes

During FY18, the Company has made a total tax provision of Rs. 201 million compared to Rs. 184 million last year. This includes:

- Rs. 66 million of income tax provision for NIIT Limited and its subsidiary companies
- Rs. 135 million as tax provision related to deferred tax liability created on profits from associate company (NIIT Technologies Limited) equivalent to dividend distribution tax.

Table 7: Detailed analysis of Consolidated Balance Sheet as at the end of the Financial Year 2017-18

Rs. Million	**31-Mar-18**		**31-Mar-17**	
Sources of Funds				
Share Capital	333		332	
Reserves & Surplus	6,897		6,505	
Shareholders' Funds		7,230		6,837
Non-controlling Interests		96		97
Loan Funds		1,718		1,718
Total Sources of Funds		**9,044**		**8,651**
Application of Funds				
Net Block Fixed Assets		2,191		1,941
Capital Work in Progress		279		147
Investments (Net of related Deferred Tax Liabilities)		5,254		5,103
Deferred Tax Assets		231		264
Net Current Assets		1,089	-	1,197
Total Application of Funds		**9,044**		**8,651**

The analysis in this MD&A does not conform specifically to the new Schedule III format and has been regrouped for analysis

Share Capital

During the year, the share capital of the Company increased by Rs. 1.69 million due to issuance of shares to employees on exercise of Employee Stock Options. Total number of shares outstanding as on March 31, 2018 are 166,599,391 of face value Rs. 2 each.

Non-Controlling Interests

Change in Non-controlling Interests in FY18 includes Rs. 12 million as share of profit attributable to minority shareholders in the subsidiaries of the company and reduction due to exit from three step down subsidiaries in China due to restructuring of operations amounting to Rs. 13 million. Non-Controlling Interests decreased from Rs. 97 million in FY17 to Rs. 96 million in FY18.

Reserves and Surplus

Net increase in Reserves and Surplus as compared to last year is Rs. 392 million. Reserves and Surplus includes capital reserve on account of amalgamation. Reconciliation of changes in the Reserves and Surplus amount is provided in Note 13 (i) of the Consolidated Financial Statements.

Loan Funds

As on March 31, 2018, Gross Debt of the Company stood at Rs. 1,718 million; same as last year. This includes Long Term Loans of Rs. 1,511 million and Short Term Loan of Rs. 207 million.

The Company has Net Debt of Rs. 401 million (net of impact of change in foreign currency exchange rates on fully hedged foreign currency loan) as compared to Net Debt of Rs. 419 million as on March 31, 2017.

Fixed Assets

As of the beginning of the year, the Net Block stood at Rs. 1,941 million. During the year, the Company did a total asset addition including capitalization of Capital Work In Progress, of Rs. 781 million. This includes Rs. 367 million on account of acquisition of Eagle International Inc., done by the Company during the year.

The category wise addition in fixed asset is given below:

a)	New initiatives and products:	Rs. 148 million
b)	Project related capital expenditure:	Rs. 142 million
c)	Capacity expansion and upgrade:	Rs. 34 million
d)	Normal capital expenditure:	Rs. 90 million
d)	Goodwill & Brand on acquisition	Rs. 367 million

The Capital Work in Progress as on March 31, 2018 stood at Rs. 279 million as compared to Rs. 147 million last year. This includes intangible assets under development. The Net Block stood at Rs. 2,191 million as on March 31, 2018.

Investments

At the year end, the Investments stood at Rs. 5,254 million. The Investment primarily represents the value of holding in NIIT Technologies Limited of Rs. 6,038 million, net of deferred tax liability of Rs. 784 million on undistributed profits of the associate company. This has been classified as Non-Current Investment. The value has increased as compared to last year due to addition of share of Associate Profit/reserve (net of dividend received) from NIIT Technologies Limited during the year.

Deferred Tax Assets

At the year end, the deferred tax assets were Rs. 231 million. This is primarily due to the timing difference in amount of provisions carried in the financial statements and allowed on actual write-off as per the income tax provisions.

Net Current Assets

The elements of net current assets were as follows:

➢ **Inventories**

Inventories mainly comprise training materials including educational software used by the Company for imparting training and education. Over the year the value of the inventory held by the Company increased from Rs. 18 million in FY17 to Rs. 28 million in FY18.

➢ **Trade Receivables**

The total receivables of the Company were at Rs. 1,652 million, lower by Rs. 51 million as compared to Rs. 1,703 million as on March 31, 2017, representing 71 days sales outstanding versus 74 days as on March 31, 2017. The improvement was driven by a continuing focus on working capital management across the business and due to collection of receivables from government projects.

Of the total, an amount of Rs. 0.43 million has been classified as non-current based on the due dates of debtors.

➢ **Cash and Bank**

The Cash and Bank Balances as on March 31, 2018 stood at Rs. 1,291 million compared to Rs. 1,271 million as on March 31, 2017. During the year:

- NIIT generated cash from operations of Rs. 852 million, as compared to Rs. 1,295 million in FY17. Decrease is primarily due to lower reduction in Working Capital as compared to last year.
- NIIT utilized Rs. 517 million for investment activities sale/ purchase of fixed assets & mutual funds as compared to Rs. 425 million in FY17.
- NIIT utilized Rs. 210 million for financing activities including payment of interest and dividend, repayment of debt and proceeds of new debt versus Rs. 433 million in FY17.

During the year, there was a negative impact due to exchange rate of Rs. 105 million on cash balance as against negative impact of Rs. 52 million last year.

➢ **Current Assets**

Current Assets includes Security Deposits Receivable, Unbilled Revenue, Other Receivables, Advances Recoverable and Advance Income Tax. These have reduced from Rs. 2,759 million in FY17 to Rs. 2,314 million in FY18. Decrease is primarily due to reduction in Other Receivables related to Strategic Sourcing.

➢ **Current Liabilities**

Current Liabilities includes Trade Payable, Other Financial Liabilities, Provisions, and Other Current Liabilities. Other Current Liabilities consists of Advance from Customers, Deferred Revenue, and Statutory Dues. Current liabilities have reduced from Rs. 4,555 million in FY17 to Rs. 4,196 million in FY18, primarily on account of reduction in Other Financial Liabilities related to Strategic Sourcing.

This includes Notes Payable of Rs. 62 million on account of deferred liability related to the acquisition of Eagle International Inc. during the year.

Accounting Policies

The Company has selected the accounting policies described in the Notes to Accounts, which have been consistently applied, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit or loss of the Company for that year. The significant accounting policies and practices followed by NIIT Limited are disclosed in Note 2 of the consolidated financial statements for the year.

Related Party Transactions

Related Party transactions are defined as transactions by the Company with Promoters, Directors, KMP, Subsidiaries, Associates or other related parties who may have a potential conflict with the interest of the Company at large. There were no material transactions during the year under review that were prejudicial to the interests of the Company.

All transactions covered under related party transactions were regularly ratified and/or approved by the Board, the guiding principles being arm's length, fairness and transparency. The details of related party transactions are given in the Notes to Accounts.

Human Resources

The Company is built on the foundation of people being the key driver for the growth of the organization. People are at the core of its Vision, which espouses mutual positive regard, career building, and opportunities for learning, thinking, innovation, and growth. The Company offers an environment where all-round development and career growth of people is as much of a goal as realization of profits for the company.

During FY18, the Company continued to focus on driving a performance culture through improved rigor in goal setting using the Balanced Score Card and a consistent review process. Improved people engagement efforts led to reduced attrition and higher employee satisfaction survey scores. Leadership Development initiatives were continued through CEO's Leadership Circle, Trailblazers' Club & Creative Commandos at senior, middle, and junior management levels. The Trailblazers and Creative Commandos worked on a number of transformational projects. The Sales Academy and Tech Academy initiatives were commenced to improve frontline competencies of sales people and trainers in the career education business. The Company expanded Role Based Training & Certification with a ladder model for performance management for certain teams and proposes to further expand the same. As part of the service excellence initiative, over 900 NIITians were trained on the service excellence model and its components.

Company continues to take initiatives to raise the quality of talent of fresh graduates, lateral intake and existing talent – through Campus drives, top management involvement in leadership hiring, developmental training and internal career movements. The Company is also going to focus on talent mobility and launch a Leadership Academy as part of the overall plan to improve Talent Quality. Work also commenced on making changes to the performance management system to focus more on transformational initiatives.

As of the year ending FY18, the people count stood at 2,475 (excluding fixed time project staff) with 69% percent in Direct roles, 13% percent in Sales & Marketing roles and the balance in Indirect roles.

Future Outlook

Digital technologies are changing global businesses at an accelerated pace. Agile business models and rapid technology change are leading to high rate of obsolescence of today's skills. This is creating a tremendous war for talent and a strong need for continuous reskilling of professionals to remain competitive. At the same time, digital technologies are transforming training delivery and helping to improve outcomes.

NIIT Limited today has a strong foundation of values, a solid vision and strategy for the future, a confident and competent management team in place, a motivated and engaged workforce, and solid execution plans and capability to take advantage of this trend and ensure sustainable growth and profitability into the future.

- **Corporate Learning:** NIIT's Corporate Learning business is entering a phase of higher growth trajectory. Strong revenue visibility from existing contracts and run rate customers is expected to drive an accelerated growth for CLG over the next few years.

Global companies are increasing preference for specialist companies for running and transforming L&D. Positioned among the leading players, NIIT would benefit from this trend. The Company has a demonstrated track

Figure 8: Driving Scale and Profitability for CLG

record of managing comprehensive MTS engagements for its existing customers and is beginning to see new opportunities that start out large versus scaling over a period of time. Comprehensive contracts with Real Estate Council of Ontario (RECO) and Pitney Bowes are examples of increasing confidence in outsourcing and in NIIT's MTS capabilities. CLG plans to leverage this capability and experience to accelerate growth through large sized annuity contracts. The Company believes that CLG would continue to increase both deal flow and average size of engagements with new and existing customers.

To achieve this, the company plans to continue sustained investments in innovation to create customer delight, in advisory services to drive thought leadership, and in sales & marketing to accelerate growth rates. In addition, CLG would continue to explore inorganic opportunities to add new capabilities.

CLG would continue to drive operational improvement through product mix change in favor of higher margin services and through productivity improvement in delivery operations.

Skills & Careers: The StackRoute, DigiNxt and Training.com initiatives, launched in the last two years continue to see traction. StackRoute, which addresses the top layer of IT professionals and turns them into confident tech-IP creators, is enabling NIIT to work closely with some of the leading companies, including two of the top 5 IT services companies in India, for reskilling and upskilling opportunities of the large IT workforce in the country. DigiNxt addresses the large scale opportunity for Digital Transformation needs of the IT industry. Training.com is finding traction with marquee programs in Digital Marketing and Data Sciences. NIIT would continue to expand these initiatives.

While these initiatives are scaling up, demand for traditional IT courses and training for Branch Banking segments witnessed a sharp slowdown, which led to overall decline in the business. To address this challenge, SNC is responding on two fronts:

a) **New Career Programs:** NIIT gets students from a variety of undergraduate streams, while they are in college or have just graduated. While IT remains an important career choice, it is not the only one and there are many more aspirational career options available to them. SNC is rolling out a wider selection of career programs leading to aspirational careers, to both Graduates and Undergraduates in India. These include career programs in Digital Marketing, Data Analytics, Banking & Finance, Accounting & Business Analytics, and Full Stack Software Engineering. Each of these programs is designed to not only offer a strong foundation for the young first time career seeker, but also help the student gain an ability for constant learning through out life.

b) **Talent Pipeline as a Service:** NIIT is bringing together its capabilities in the B2C and the B2B business to offer Talent Pipeline as a Service (TPaaS) to leading companies that recruit in large numbers every year. Sourcing, Training and Placement are specialized activities that NIIT has been doing for its B2C business. Under TPaaS NIIT offers this as a package to companies where it has strong relationships as a 'Variabalized' service based on talent needs of the organization. The companies get the benefit of Just in Time availability of trained talent versus hiring in bulk from campuses on the basis of estimated growth every year and then maintaining a large bench.

These two initiatives along with StackRoute and Online Learning are expected to help the company get back to positive growth in the near term. India and China would remain the focus markets to drive this growth.

Figure 9: TPaaS

The Company believes that technology will continues to play an important role in training delivery. NIIT plans to embed and bundle learning on training.com in the large portfolio of career programs offered at the NIIT centres.

➢ **School Learning:** NIIT's School Learning business is completing the planned ramp down and exit from capital intensive business in government schools to asset light, IP driven private schools business. The business would be completing the last government schools contract in FY19. This would see further release of working capital during the year, which would improve liquidity and ROCE profile of the business.

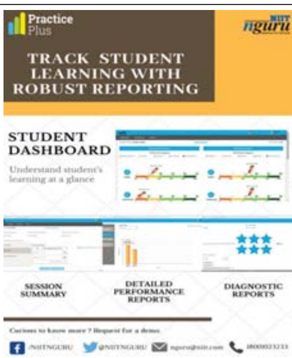


Figure 10: Integrated Learning Platform for K-12 Students

The focus private schools business saw moderate growth despite temporary headwinds due to regulatory uncertainty in private schools during the year. The business has revamped its product portfolio and released new curriculum products in Mathematics, Science and English, which have seen an encouraging response from private schools.

In addition, NIIT introduced the Practice Plus platform. Practice Plus is a scientifically designed solution to help each student improve through the methodology of 'assessment for learning'. It actively engages all stakeholders ranging from students, teachers and parents through a 360 degree online solution with features like student-practice engine, assessment configurator and detailed analytics that enable students to identify and focus on improvement areas.

The platform launched during the year saw adoption by over 600 schools. Over 200 thousand learners from these schools frequently use the platform to assess their learning. The platform is integrated with school curriculum of partner schools. The Practice Plus platform is used by learners to benchmark their own performance, and by the schools to plan their teaching interventions as it provides early feedback and diagnosis of individual and aggregate performance. The Company expects the enriched product portfolio and the Practice Plus platform to drive stronger growth in Private schools

Risks and Concerns

NIIT services customers in over 40 countries. As a global enterprise, the Company faces a variety of risks. Your Company continues to put in place a comprehensive and robust enterprise-wide risk management structure, to enable all the businesses to recognize risks in advance based on the key initiatives by business, so that appropriate and adequate mitigation plans can be worked out to ensure the goals are achieved.

The risk management mechanism is an integral part of the Company's core process and involves recording, monitoring, independent testing, and controlling of the internal functions of the enterprise by way of establishing Risk Control Matrix (RCM) to ensure process control, Business Risk Management (BRM) framework for business objectives, and Entity level control (ELC) for a comprehensive risk reporting. The rapid changes in technology across the globe have necessitated a dynamic change in the Company's business and delivery models. As risk taking is an intrinsic part of all the businesses, it has been NIIT's constant endeavor to balance risk appetite in each line of business to ensure that each of the businesses generates high risk-adjusted returns, with the underlying objective of maximizing value for the shareholders.

NIIT has taken proactive steps to identify and prioritize the risks upfront, document them in consultation with the business groups, and define the risk management framework. The Company has laid out internal controls over Financial Reporting to be followed by the Company. Such internal financial controls are adequate and operate effectively.

At entity level, NIIT's risk management framework addresses all the significant risks of the businesses as envisaged by the management from time to time, based on experience, environment surrounding each business activity, and future initiatives to achieve the business group's objectives along with relevant mitigation strategy. The mitigation strategy is simultaneously addressed by the respective business group for each of the identified risks, while finalizing strategic and operational parameters of the business. The compliances and assurance of the risk mitigation strategies are addressed by the Internal Audit and Assurance Group. The Company has identified the major and significant risks into two broad categories, External Risks and Internal Risks, with mitigation strategies of each.

The Company is well-diversified in terms of both its service offerings and geographic spread. The mix of revenue from the different business lines (Corporate Learning, Skills & Careers, and School Learning) ensures that the Company is well-positioned to manage slowdown in a particular product portfolio or in a specific geography. With the Enterprise Risk Management (ERM) process in place, the Company has a robust mechanism for risk management, and the strategies for risk management are reviewed by appropriate level at regular intervals.

Internal Control Systems and Its Adequacy

The Company has adopted global practices for evaluating and reporting on internal controls, based on its operational experience in multiple countries. It has also implemented one of the leading ERP solutions in its global operations to integrate various facets of business operations including Human Resources, Finance, Logistics, and Sales. This has enabled the Company to control and monitor its worldwide operations and strengthen the ability of internal controls to function most optimally. The evaluation of internal controls is an integral part of the plan for Audit & Assurance Organization.

Disclaimer

Statements in this management discussion and analysis describing the Company's views about the industry, objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances, or achievements could differ materially from those expressed or implied in such statements. Readers are cautioned as not to place undue reliance on the forward-looking statements as they speak only as of their dates. The MD&A should be read in conjunction with the Company's financial statements included herein and the notes thereto. Information provided in this MD&A pertains to NIIT Limited and its subsidiaries on a consolidated basis, unless otherwise stated.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interests and corporate goals through the efficient conduct of its business and meeting obligations in a manner that is guided by transparency, accountability and integrity. We consider stakeholders as partners in our success and are committed to maximizing stakeholder's value, be it shareholders, employees, customers, vendors, governments or the community at large. We believe that following global practices, transparent disclosures and empowerment of stakeholders are as necessary as delivering solid financial results, for creating and sustaining value for shareholders and meeting expectations of customers and society.

NIIT's Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. NIIT not only adheres to the prescribed Corporate Governance Practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations) but is also committed to sound Corporate Governance principles and practices. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs. The Company has ensured stability in a dynamic environment and in challenging times.

The Securities and Exchange Board of India (SEBI) has mandated the Corporate Governance standards for listed companies through Chapter IV of Listing Regulations. The Company continued to be in compliance with the Corporate Governance standards of said Chapter IV, as referred above. This Section along with the Section on Management Discussion & Analysis, provides report on the Company's compliance with Schedule V of Listing Regulations.

BOARD OF DIRECTORS

Composition of Board

Your Company is managed and guided by a professional Board comprising Executive, Non-Executive and Independent Directors. Presently, the Board has six Directors out of which three are Independent Directors, constituting half of the Board's total strength. The composition of the Board of Directors is in conformity with the provisions under Regulation 17 of Listing Regulations and the Companies Act, 2013 ("the Act"). The Directors are eminent persons with professional expertise and experience. The Independent Directors of the Company meet all the criteria mandated by the Listing Regulations and Section 149 of the Act. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Act, and its rules thereto. A Brief Profile of each director is available at http://www.niit.com/india/training/about-niit/Pages/board-of-directors.aspx.

The details of the Directors on the Board of the Company during the Financial Year 2017-18 including their attendance in Board Meetings and in the last Annual General Meeting, the number of Boards and Board's Committees they are involved in as on March 31, 2018 are presented below:

Name of Director & DIN	Designation	Category	Attendance Particulars: No. of Board Meetings under tenure – Held	Attendance Particulars: No. of Board Meetings under tenure – Attended	Attendance Particulars: Last AGM	No. of Directorships in other Indian Companies*	No. of Memberships/ Chairpersonships in other Board's Committees** – Member	No. of Memberships/ Chairpersonships in other Board's Committees** – Chairperson
Mr. Rajendra S Pawar (00042516)	Chairman	Promoter & Non-Executive Director	8	8	Yes	3	1	-
Mr. Vijay K Thadani (00042527)	Vice-Chairman and Managing Director	Promoter & Executive Director	8	8	Yes	5	4	-
Mr. P Rajendran (00042531)	Joint Managing Director	Executive Director	8	7	Yes	5	-	-
Mr. Surendra Singh (00003337)	Director	Non-Executive Independent Director	8	7	Yes	4	4	-
Mr. Sanjay Khosla*** (00981819)	Director	Non-Executive Independent Director	4	-	No	-	-	-
Mr. Anand Sudarshan (00827862)	Director	Non-Executive Independent Director	8	7	Yes	4	4	1
Ms. Geeta Mathur (02139552)	Director	Non-Executive Independent Director	8	7	Yes	9	9	2

* Directorships do not include private companies, companies incorporated under Section 8 of the Act and companies incorporated outside India.

** Board's Committees for this purpose includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies.

*** resigned as Director of the Company w.e.f. October 2, 2017

The Board's role, functions, responsibilities and accountability are clearly defined. The Board is provided with all requisite information as required for effective discharge of its duties and informed decision making, including information as required under the Listing Regulations and the Act. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter alia, include:

- Articulating the corporate philosophy and mission;
- Formulating strategic plans;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against strategic plans including overseeing operations;
- Ensuring ethical behaviour and compliance with laws and regulations;
- Reviewing and approving borrowing/lending, investment limits and exposure limits etc.;
- Keeping Shareholders informed about plans, strategies and performance; and
- Maximizing stakeholders' value.

BOARD MEETINGS

There were Eight (8) Board Meetings held during the financial year 2017-18 (April 07, 2017, May 17, 2017, July 28, 2017, August 22, 2017, October 25, 2017, January 03, 2018, January 23, 2018 and March 29, 2018) and gap between two meetings did not exceed one hundred and twenty days. The requisite quorum was present in all the meetings.

The Company holds at least four Board Meetings in a year, with a maximum time gap of one hundred and twenty days between two meetings, to inter alia, review the Financial Results. Besides these, additional Board Meetings are convened as per business needs of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation, if required. All Directors on the Board are free to suggest any item for inclusion in the agenda for consideration of the Board.

During the year, the Board was provided with the all relevant information required for its consideration and conduct of business including those mentioned in Part A of Schedule II of Listing Regulations, as applicable

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the applicable provision of the Act and Listing Regulations, a separate meeting of the Independent Directors was held on March 28, 2018 to review the performance of Non-Independent Directors, Chairman and the Board as a whole. All the Independent Directors were present at the meeting. The Independent Directors reviewed the quality, content and timeliness of the flow of information between the Management, the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

BOARD COMMITTEES

The Board has constituted following Committees in accordance with the requirements of applicable provisions of the Act and Listing Regulations:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Details on composition of these Committees as on March 31, 2018 are given hereunder:

Name of the Directors	Category	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee
Mr. Rajendra S Pawar	Non-Executive	-	Member	-	Member
Mr. Vijay K Thadani	Executive	Member	-	Member	Member
Mr. P Rajendran	Executive	-	-	-	-
Mr. Sanjay Khosla*	Independent	-	Chairperson	Member	-
Mr. Surendra Singh	Independent	Member	Member**	Chairperson	Chairperson
Mr. Anand Sudarshan	Independent	Member	Chairperson***	Member	Member
Ms. Geeta Mathur	Independent	Chairperson	Member	-	-

* until his resignation as Director w.e.f. October 2, 2017

** appointed as member w.e.f. October 25, 2017

*** appointed as Chairperson w.e.f. October 25, 2017

In addition, the Board has also constituted the following Committees of the Directors for efficient and quick decision-making on the affairs of the Company:

a) The Operations Committee, which approves the opening/closing of bank accounts, modification in operation of bank accounts, grant of power of attorney/authorization and such other operational matters.
b) The Share Allotment Committee, which approves allotments, splits, consolidations, dematerialisations, rematerialisations and issue of new and duplicate share certificates.
c) The Debenture Allotment Committee, which approves the matters related to issue and allotment of Debentures and matters related thereto.
d) The Borrowing Committee, which approves the borrowing upto prescribed limits on behalf of the Company.

The aforesaid committees also deal with any other matter, as may be assigned by the board from time to time.

The Company Secretary acts as Secretary to these Committees.

Audit Committee

The Company has a qualified and Independent Audit Committee in accordance with Regulation 18 of Listing Regulations and Section 177 of the Act and other applicable provisions thereto. More than two-third of the members of the Committee are Independent Directors and each member has rich experience in the financial sector. Statutory Auditors, Internal Auditors and Senior Management Personnel of the Company also attend the meetings by invitation. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

The Committee also oversees the vigil mechanism, as required by the provisions of the Act and Listing Regulations. Further, the Audit Committee considers such other matters as may be referred by the Board or required under the Act/ Listing Regulations and other applicable provisions for the time being in force.

During this year, Audit Committee was provided with the all relevant information required for its consideration and conduct of business including those mentioned in Part C of Schedule II of Listing Regulations, as applicable.

The particulars of the meetings attended by the members of the Audit Committee and the date of the meetings held during the financial year 2017-18 are given herein. The requisite quorum was present in all the meetings.

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Ms. Geeta Mathur	7	7	May 16, 2017 July 27, 2017 August 22, 2017 October 24, 2017 January 03, 2018 January 22, 2018 March 28, 2018
Mr. Surendra Singh	7	6	
Mr. Vijay K Thadani	7	7	
Mr. Anand Sudarshan	7	5	

Nomination and Remuneration Committee

The Company has a duly constituted Nomination and Remuneration Committee in accordance with Regulation 19 of Listing Regulations and Section 178 of the Act and other applicable provisions. The Committee is constituted to identify persons who are qualified to become directors or who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of every director's performance. The Committee is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The charter of the Nomination and Remuneration Committee of the Company is in compliance of the Listing Regulations and the Act.

The particulars of the meetings attended by the members of the Nomination and Remuneration Committee and the date of the meetings held during the financial year 2017-18 are given below:

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Mr. Sanjay Khosla*	5	-	April 07, 2017 May 16, 2017 June 23, 2017 July 27, 2017 August 22, 2017 October 24, 2017
Mr. Rajendra S Pawar	6	6	
Ms. Geeta Mathur	6	5	
Mr. Anand Sudarshan**	6	5	
Mr. Surendra Singh***	-	-	

* resigned as Director of the Company w.e.f. October 2, 2017 and five meetings were held during his tenure

** appointed as Chairperson w.e.f. October 25, 2017

*** appointed as member w.e.f. October 25, 2017

Nomination and Remuneration Policy

The Nomination and Remuneration Committee has the powers to determine and recommend to the Board the amount of remuneration, including performance-linked bonus and perquisites, payable to Directors, Senior Management and other employees.

The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of the guidelines, the Company ensures that the remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Act, and approved by the Shareholders. Nomination and Remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Policy is available on the website of the Company and can be accessible through http://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf.

Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. A separate exercise was carried out to evaluate the performance of the Committees and individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing expert advice to Board. The performance evaluation of Independent Directors was done by the entire Board of Directors. The performance evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Stakeholders' Relationship Committee

The Company has a duly constituted Stakeholders' Relationship Committee in accordance with Regulation 20 of Listing Regulations and Section 178 of the Act. The Committee was constituted to ensure that all commitments to stake holders and investors are met and thus strengthen their relationship with the Company. The functions and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- To consider and resolve the grievances of security holders of the Company.
- To review the important circulars issued by SEBI/Stock Exchanges.
- To review changes in the shareholding pattern.
- To take note of the compliance of Corporate Governance during the quarter/year.

The particulars of the meetings attended by the members of the Stakeholders' Relationship Committee and the date of the meetings held during the financial year 2017-18 are given below:

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Mr. Surendra Singh	4	4	May 16, 2017
Mr. Vijay K Thadani	4	4	July 27, 2017
Mr. Anand Sudarshan	4	3	October 24, 2017
Mr. Sanjay Khosla*	2	-	January 22, 2018

*Resigned as Director of the Company w.e.f. October 2, 2017 and two meetings were held during his tenure.

During the financial year 2017-18, the Company has received a few requests/queries/complaints from Shareholders/Investors relating to non-receipt of declared dividend/ bonus shares/annual report, change of bank account details, transfer of shares/ dematerialization, etc. The same were addressed and resolved to the satisfaction of the Shareholders/ Investors. The break-up of the letters received from the Shareholders/Investors are provided in Shareholders' Information section at the end of this Report. As on March 31, 2018, no complaint was pending for redressal.

Corporate Social Responsibility (CSR) Committee

In compliance with the requirement of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, the Company has constituted a Corporate Social Responsibility Committee (CSR Committee). Mandate of the Committee is in compliance with the provisions of the Act and rules thereto. The CSR Policy of the Company has been formulated and recommended by the CSR Committee and approved by the Board of Directors.

REMUNERATION TO DIRECTORS

Executive Directors

Detail of remuneration paid to Executive Directors for the financial year 2017-18 is as under:

Amount in Rs.

Particulars	Vijay K Thadani (Vice-Chairman & Managing Director)	P Rajendran (Joint Managing Director)	Total
Salary	7,224,000	5,028,000	12,252,000
Perquisites and allowances	4,776,000	6,972,000	11,748,000
Contribution to Provident Fund, Superannuation Fund or Annuity Fund and provision for gratuity and leave encashment	2,277,939	1,530,903	3,808,842
Performance- Linked Bonus	-	-	-
Total	**14,277,939**	**13,530,903**	**27,808,842**

Notes:

- Service Contract of Executive Directors: Until cessation in service
- Notice period: Six months unless otherwise agreed by the Board
- Severance fee: None unless otherwise agreed by the Board
- Remuneration paid is within the limits prescribed under Section 197 read with Schedule V of the Act and approved by Shareholders

Non-Executive Directors

The Non- Executive Directors play an important role in the Governance of the Company and in advising the Board in critical domains like finance, marketing, remuneration, planning and legal matters. Non-Executive Directors do not have any pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, its subsidiary companies and associate companies, The Non-Executive Directors are paid sitting fees for attending the meetings of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Company may also decides to pay Commission to Non-Executive Directors from time to time (based on the net profits of the Company and within the limits approved by the shareholders) in compliance with the applicable provisions of the Act.

Detail of sitting fees paid to Non-Executive Directors for the financial year 2017-18 is as under:

Name of Director	Amount in Rs.
Mr. Rajendra S Pawar	940,000
Mr. Surendra Singh	1,280,000
Mr. Sanjay Khosla	-
Mr. Anand Sudarshan	1,280,000
Ms. Geeta Mathur	1,460,000
TOTAL	**4,960,000**

Mr. Rajendra S Pawar holds 584,853 equity shares in the Company (including 155,000 equity shares as first holder with spouse, 427,326 equity shares as second holder with spouse and 2,527 equity shares as Karta of HUF). No other Non-Executive Director of the Company holds any share in the Company as on March 31, 2018.

No Stock Options were granted to Non-Executive Directors under NIIT ESOP-2005 during the financial year 2017-18.

Re-appointment of Directors

As per the provisions of Section 152 of the Act, Mr. P Rajendran, Director retires by rotation at the forthcoming Annual General Meeting of the Company, who being eligble, offers himself for re-appointment. The relevant details are provided in the Notice to the 35th Annual General Meeting.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Vijay K Thadani as Vice-Chairman & Managing Director and Mr. P Rajendran as Joint Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2019, subject to approval of shareholders. Their current term of office is upto March 31, 2019. The relevant details are provided in the Notice to the 35th Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Act, all Independent Directors of the Company were appointed for a period of five years at its Annual General Meeting held on July 7, 2014. Further, Board has evaluated the performance of all Independent Directors of the Company and continued the term of their appointment.

CODE OF CONDUCT

The Board of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website http://www.niit.com/authoring/Documents/Corporate%20Governance/codeofconduct.pdf.

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2017-18. A declaration signed by the Chief Executive Officer to this effect is annexed to this Report.

PROGRAM FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment, through a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The terms and conditions of the appointment are also placed on the website of the Company. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates. The Company extends all support and assistance required in order to facilitate the Independent Directors to meet /interact with the business heads/ members of the senior management team as and when desired by them. Presentations are made regularly at the meetings of the Board of Directors of the Company, the Audit Committee and the Nomination & Remuneration Committee, by the Senior Management in relation to the performance of the Company, quarterly and annual results, business strategies, business outlook, various policies, review of internal audit and risk management framework, operations of the Company and its subsidiaries, Business model and strategy of the Company, amendments in applicable laws etc. The calendar of Board and Committee Meetings of the Company is scheduled in advance and appropriate notice is being served for convening Board Meetings. The minutes of the meetings of various committees of the Company and minutes of Board Meetings of subsidiary companies are periodically circulated to the Board. All the relevant developments relating to the Company are informed to the Board as and when deemed necessary. Detailed Familiarization Program imparted to Independent Directors is available on Company's website http://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf

CEO AND CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statement for the finalcial year 2017-18 present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this Report.

GENERAL MEETINGS

Details of the last three Annual General Meetings (AGM) are:

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2016-17	Friday, September 22, 2017, 10.00 a.m	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	1. Payment of remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company for his remaining tenure in the event of inadequacy of profit 2. Payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company, for his remaining tenure in the event of inadequacy of profit 3. Payment of commission to Non-executive Directors of the Company.
2015-16	Monday, August 01, 2016, 10:00 a.m	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074	No Special Resolution passed
2014-15	Tuesday, September 08, 2015 10:00 a.m		No Special Resolution passed

Book closure dates:

2017-18– N.A.

2016-17– N.A.

2015-16 – July 23, 2016 to August 1, 2016 (both days inclusive)

General Meeting convened by National Company Law Tribunal

Pursuant to the Order dated July 28, 2017 by the National Company Law Tribunal (Tribunal), the meeting of equity shareholders of the Company was held as per details mentioned below:

Day, Date & Time	Location	Resolution passed with requisite majority
Saturday, September 16, 2017, 10.00 am	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	To approve the Scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with the Company as per the provisions of Sections 230-232 and any other applicable provisions of the Act.

SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT

During the financial year 2017-18, no Special Resolution was passed through Postal Ballot.

As on date, no Special Resolution is proposed to be passed through Postal Ballot.

DISCLOSURES

a) Related Party Transactions

The Company's related party transactions are generally with its subsidiary and associate companies.

The related party transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered by the Company during the financial year 2017-18 with related parties were in its ordinary course of business and on an arm's length basis. The same are reported under notes to the financial statement (Standalone).

All related party transactions are regularly/ periodically reviewed and approved / ratified by the Audit Committee/ Board. For details, please refer Note No.30 of the financial statement (Standalone) of the Company.

b) Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital market during the last three years. No penalty or stricture was imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority(ies) during the year.

On May 9, 2018, SEBI, based on the recommendations of the Committee under the chairmanship of Shri Uday Kotak to advise on issues relating to corporate governance in India, notified amendments in Listing Regulations. The amendments are effective from April 1, 2019 or such other date as specified therein. The

Company substantially complies with the amendments notified and wherever there are new requirements, it will take necessary steps to ensure compliance by the effective date.

c) **Vigil Mechanism / Whistle Blower Policy**

In view of the requirement of Section 177 of the Act and Regulation 22 of Listing Regulations, the Company has a Whistle Blower Policy duly approved by the Audit Committee to report the concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee.

d) **Risk Management**

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Company in its Audit Committee and Board Meeting and at various levels reviews the risk and recommends the risk mitigation mechanism for business of the Company. Detailed note on risk & concern is provided in the Management Discussion and Analysis, forming part of Board's Report.

e) **Proceeds from the public issue/right issue/preferential issues etc.**

There was no fresh public issue/right issue/ preferential issues etc. during the financial year 2017-18.

f) **Inter-se relationship between Directors**

There is no inter-se relationship between Directors of the Company.

g) **The Following Policies are available on the Company website:**

- Policy for determining 'material' subsidiaries- http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20for%20determining%20Material%20Subsidiaries.pdf
- Policy on dealing with related party transactions- http://www.niit.com/authoring/Documents/Other%20Disclosures/Related%20Party%20Transactions%20Policy.pdf
- Policy on Corporate Social Responsibility- http://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf
- Archival Policy- http://www.niit.com/authoring/Documents/Other%20Disclosures/Archival%20Policy%2023.01.2018.pdf
- Policy on determination of material/price sensitive information-http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Materiality%20of%20Events.pdf
- Vigil Mechanism / Whistle Blower Policy - http://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf

COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS

A. **Mandatory Requirements**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

B. **Non-mandatory Requirements**

The Company has adopted following discretionary requirements of Regulation 27 (1) of the Listing Regulations:

a) **The Board:**

The Non-executive Chairperson's Office is maintained at Company's expense. He is also entitled for reimbursement of any expenses incurred for performance of his duties.

b) **Shareholders' Rights:**

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website. The Company sends full financial statement along with Board's Report and Auditors' Report to all the shareholders every year. These are also posted on Company's website i.e. www.niit.com.

c) **Modified Opinion(s) in Audit Report:**

The Company has financial statement with unmodified audit opinion (for both standalone and consolidated) for the financial year ended on March 31, 2018

d) **Separate posts of Chairperson and CEO:**

During the year 2017-18, the Company continued to have separate persons in the post of Chairperson and CEO.

e) **Reporting of Internal Auditor:**

The Internal Auditor of the Company reports to the Audit Committee.

C. **Code for Prevention of Insider Trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders (Insider trading Code). The said Code(s) lay down guidelines for fair disclosure of unpublished price sensitive information and advises the persons covered under the Code(s) on procedures to be followed and disclosures to be made, while dealing with shares of NIIT and cautioning them of the consequences of violations. The Insider trading Code is available on Company's website-http://www.niit.com/authoring/Documents/Other%20Disclosures/Code%20of%20Conduct%20to%20Regulate-%20Monitor-%20Report%20Trading%20by%20Insiders.pdf

D. **Accounting Treatment in preparation of Financial Statement**

These financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standard (Ind AS) notified under Section 133 of the Act, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs (MCA).

The said financial statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Company. The transition to Ind AS has been carried out from accounting standards notified under Section 133 of the Act, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which is considered as the Previous GAAP, for purposes of Ind AS 101. Refer note 37 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Act. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in millions of Indian Rupees (Rupees or Rs.) and are rounded to the nearest Million with two decimals, except per share data and unless stated otherwise.

E. **Statutory Compliance**

The Company has a system in place whereby Chief Executive Officer/Chief Financial Officer/Compliance Officer provides Compliance Certificate to the Board of Directors based on the confirmations received from business heads/ unit heads of the Company relating to compliance of various laws, rules, regulations and guidelines applicable to their areas of operation. The Company takes appropriate steps after consulting internally and if necessary, with independent legal counsels to ensure that the business operations are not in contravention of any laws. The Company takes all measures to register and protect Intellectual Property Rights including tradenames/service marks/trademarks/ patents/ copyrights, etc., belonging to the Company.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has set up an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. As on March 31, 2018, the Committee comprises the following members:

Ms. Susmita Pruthi, SusmitaP@niit.com, Presiding Officer
Ms. Rakhi Sharma, Rakhi.Sharma@niit.com, Member
Ms. Suja Ajith, SujaA@niit.com, Member
Ms. Jaya Chakravarti, Jayac@niit.com, Member
Mr. Arjun Shankar, ArjunS@niit.com, Member
Mr. Deepak Bansal, Deepak.bansal@niit.com, Member
Ms. Sadhana Chopra/Ms. Gayatri Prakash, Members (nominated by Sakaar Outreach, NGO)

Employees are sensitised on regular intervals through structured training program and mailers. The ICC has not received any complaint of sexual harassment during the financial year 2017-18.

MEANS OF COMMUNICATION

a. The quarterly / half yearly / annual results during the year were published in one national English and one regional Hindi Newspapers having wide circulation and displayed on the website of the Company http://www.niit.com/investorrelations/Pages/InvestorRelations.aspx. Official news releases, Financial Results, Consolidated news releases, Consolidated financial highlights and presentations etc. are also displayed at the Company's website.

b. During the financial year 2017-18, the Company published its financial results in the following newspapers:

Financial Results	Newspapers	Date of publication
Audited Financial Results for the quarter/year ended March 31, 2017	Financial Express (English) & Jansatta (Hindi)	May 18, 2017
Unaudited Financial Results for the quarter ended June 30, 2017	Financial Express (English) & Jansatta (Hindi)	July 29, 2017
Unaudited Financial Results for the quarter ended September 30, 2017	Financial Express (English) & Jansatta (Hindi)	October 26, 2017
Unaudited Financial Results for the quarter ended December 31, 2017	Financial Express (English) & Jansatta (Hindi)	January 24, 2018

c. Quarterly Investor's teleconferences and press conferences were held on May 17, 2017, July 28, 2017, October 25, 2017 and January 23, 2018 for the Investors of the Company immediately after the declaration of quarterly/ annual results. All official press releases, presentations to analysts and institutional investors are also available on the Company's website. In addition to uploading the same on the website of the Company, the press releases/ presentations are sent to the Stock Exchanges for dissemination.

d. The management perspective, business review and financial highlights are part of the Annual Report.

e. The quarterly Shareholding Patterns are also displayed on the Company's website, as sent to the Stock Exchanges.

SHAREHOLDERS' INFORMATION

a. Company Registration Details

The Company's Corporate Identity Number (CIN) is L74899DL1981PLC015865.

b. Annual General Meeting

Date : September 28, 2018

Time : 10:00 a.m.

Venue: The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074

c. Financial Year:

April 01, 2018 to March 31, 2019

Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2018	By August 14, 2018
Financial reporting for the second quarter ending September 30, 2018	By November 14, 2018
Financial reporting for the third quarter ending December 31, 2018	By February 14, 2019
Financial reporting for the quarter/year ending March 31, 2019	By May 30, 2019
Annual General Meeting for the year ending March 31, 2019	By September 30, 2019

d. Listing of Equity Shares

The Equity Shares of the Company are listed at the National Stock Exchange of India Limited (NSE), Mumbai and BSE Limited (BSE), Mumbai. The listing fees for the financial year 2017-18 has been paid to the Stock Exchanges.

e. Stock Code

Trading symbol on NSE	NIITLTD
Trading symbol on BSE (Scrip Code)	NIIT (500304)
ISIN No. of Equity Shares at NSDL/CDSL	INE 161A01038

f. Stock Market Data

The monthly high and low share prices and market capitalization of Equity Shares of the Company traded on BSE and NSE from April 1, 2017 to March 31, 2018 and the comparison in performance of share price of the Company vis-à-vis broad based Indices is given below:

Share price movement:

	BSE				NSE			
Month	Sensex #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-17	29918	86.15	73.80	13,314	9304	86.10	74.15	13,314
May-17	31146	94.00	78.65	14,106	9621	94.30	78.50	14,106
Jun-17	30922	94.50	84.95	14,690	9521	94.50	85.00	14,631
Jul-17	32515	104.10	85.60	16,249	10077	104.35	85.70	16,282
Aug-17	31730	99.35	83.50	15,738	9918	99.15	83.45	15,796
Sep-17	31284	118.85	95.25	16,415	9789	119.00	95.35	16,423
Oct-17	33213	113.85	93.25	17,377	10335	113.90	93.40	17,443
Nov-17	33149	107.40	92.70	16,481	10227	107.35	91.40	16,481
Dec-17	34057	111.00	89.20	17,094	10531	104.20	88.95	17,153
Jan-18	35965	119.00	99.70	17,028	11028	119.25	99.35	17,044
Feb-18	34184	106.00	89.05	15,551	10493	105.85	88.90	15,551
Mar-18	32969	101.30	84.10	16,609	10114	101.20	84.20	16,618

*Market Capitalization at closing price of the month;

month end closing.

Source: BSE/NSE Website

Performance of the Share Price of the Company in Comparison to Indices:

Stock Price/ Index	As on March 31, 2017	As on March 31, 2018	% Increases/ Decrease
NIIT Limited*	84.10	99.70	18.55
Nifty IT	10,703	12,512	16.90
Nifty 50	9,174	10,114	10.25
S&P BSE Sensex	29,621	32,969	11.30

* Closing price per share in Rs. at BSE

Source: BSE/NSE Website

g. Unclaimed/Unpaid Dividend

Pursuant to Section 124 of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the unclaimed/unpaid dividend for the Financial Year ended on March 31, 2010, has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year.

In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company had also transferred 306,758 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 31, 2017 after following the prescribed procedure. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Further, the Company shall transfer the unpaid/ unclaimed dividend for financial year 2010-11, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after July 31, 2018 (as per due date for transfer). As on March 31, 2018, the amount outstanding in unclaimed dividend account for the fnancial year 2010-11 is Rs.1,232,085/-.

In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account with reference to the due date of July 31, 2018. In this regard, the Company has individually informed the concerned shareholders and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: http://www.niit.com/india/training/investors/Pages/investor-information.aspx.

Members, whose shares and unclaimed dividends have been transferred to IEPF Account/IEPF, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5.

The process for claim is also available on the website of the Company and the same can be accessed through the link: http://www.niit.com/india/training/investors/Pages/investor-information.aspx.

h. **Unclaimed Shares**

As per SEBI Circular CIR/CFD/DIL/10/2010 dated December 16, 2010 read with Clause 5A of the erstwhile Listing Agreement, the Company has opened Unclaimed Suspense Account i.e. "NIIT Limited - Unclaimed Suspense Account" with Alankit Assignments Limited and the unclaimed shares lying with the Company have been dematerialized and credited to "NIIT Limited - Unclaimed Suspense Account". The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. The status of unclaimed shares as per Regulation 39 of Listing Regulations for the year ended March 31, 2018 is as under:

S. No.	Particulars	No. of Shareholders	No. of Shares
i.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the beginning of the year	188	127,836
ii.	Number of shareholders who approached for transfer of shares from Unclaimed Suspense Account during the year	5	5,894
iii.	Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year	5	5,894
iv	Number of shareholders whose shares were transferred to IEPF Account during the year	161	104,667
v.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the end of the year	22	17,275

i. **Nomination Facility**

The Act provides for a nomination facility to the shareholders of a company. The Company is pleased to offer the facility of nomination to shareholders, who may avail this facility by sending the duly completed form to the Registered Office of the Company/ Registrar and Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain a copy of the said form from the Registered Office of the Company or can download it from the website of the Company at http://www.niit.com/authoring/Documents/Investors%20Form/NIIT-NF.pdf. In case of demat holdings, the request may be submitted to the Depository Participant.

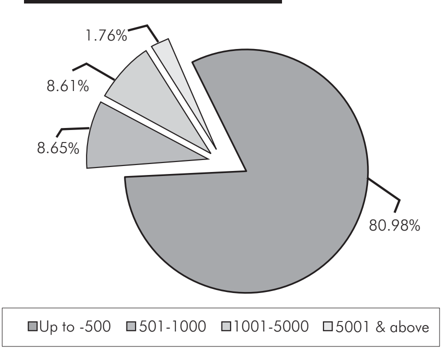
j. **Compliance Certificate**

Certificate obtained from the Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in Para E of Schedule V of the Listing Regulations, is annexed to this Report.

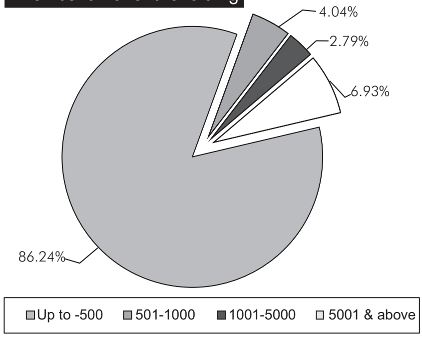
k. **Details of distribution of shareholding of the equity shares of the Company, by size and ownership as on March 31, 2018, are given hereunder:**

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to -500	53970	80.98	6,722,541	4.04
501-1000	5768	8.65	4,647,112	2.79
1001-5000	5736	8.61	11,551,610	6.93
5001 & above	1171	1.76	143,672,128	86.24
TOTAL	**66645**	**100.00**	**166,593,391**	**100.00**

Distribution of Shareholders



Distribution of Shareholding

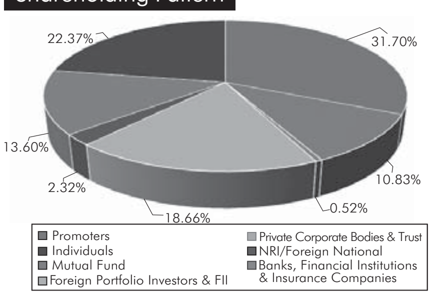


Shareholding Pattern as on March 31, 2018

Category	No. of Shares held (face value of Rs.2/- each)	% of total shareholding
Promoters' Shareholding		
Indian Promoters*	52,804,973	31.70
Foreign Promoters	-	-
Total Promoters' Holding	**52,804,973**	**31.70**
Public Shareholding		
Mutual Funds	18,034,072	10.83
Banks, Financial Institutions & Insurance Companies	866,489	0.52
Foreign Portfolio Investors & FII	31,091,300	18.66
NRI/Foreign Individuals	3,867,637	2.32
Private Corporate Bodies & Trust	22,661,771	13.60
Individuals	37,267,149	22.37
Total Public Shareholding	**113,788,418**	**68.30**
Grand Total	**166,593,391**	**100.00**

*After reclassification of one of the shareholders from the category of "Promoter/ Promoter Group" to "Public".

Shareholding Pattern



l. Details of requests/queries/complaints received and resolved during the Financial Year 2017-18:

NATURE	Request/ queries received	Complaints Received	Resolved	Unresolved
Claiming shares transferred to IEPF account	9	-	9	-
Complaint received through SEBI score	-	1	1	-
Demat shareholding details requested	1	-	1	-
Legal matter, shares in legal dispute	5	-	5	-
Letter/complaint received through Stock Exchanges	2	6	8	-
List of top shareholder requested	4	-	4	-
Miscellaneous	4	1	5	-
Non receipt of bonus shares	-	1	1	-
Request filed for demat shares enquired status	1	-	1	-
Request for annual report	60	-	60	-
Request for change of address	8	-	8	-
Request for change of bank details	13	-	13	-
Request for dividend	24	-	24	-
Request for duplicate share certificates	8	-	8	-
Request for postal ballot & NCLT notice	10	-	10	-
Request for revalidation of dividend warrant	26	-	26	-
Request for shareholding details	13	-	13	-
Request for split/bonus shares	11	-	11	-
Share certificates lodged for transfer/transmission	13	-	13	-
Total	**212**	**9**	**221**	**-**

There was no request/query/complaint pending at the beginning of the year. During the financial year, the Company responded most of the Shareholders'/ Investors' requests/queries/complaints within 10 working days from the date of receipt. The exceptions have been for cases constrained by procedural issue/ disputes or legal impediments etc. There was no complaint pending at the end of the financial year.

m. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

As on date there are no outstanding warrants / bonds / other instruments (except Stock Options granted under NIIT ESOP-2005, the details of which are given in Board's Report) which are convertible into equity shares.

n. **Commodity price risk or foreign exchange risk and hedging activities**

During the financial year 2017-18, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Notes No. 12 and 24 of the financial statement (Standalone) of the Company.

o. **Dematerialisation of Equity Shares and Liquidity**

The equity shares of the Company are compulsorily traded in dematerialised form on NSE and BSE. The Company has arrangements with both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its shares for scrip less trading. As on March 31, 2018, 99.61% shares of the Company were held in dematerialised form.

p. **Consolidation of multiple folios**

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

q. **Share Transfer System**

The Company has appointed a common Registrar for the physical share transfer and dematerialisation of shares. The shares lodged for physical transfer/ transmission/ transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. During the financial year under review, the Committee met 17 times. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

r. **Permanent Account Number(PAN) for transfer of shares in physical form**

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Registrar of the Company for registration of such transfer of shares. Accordingly, shareholders are requested to furnish copy of PAN card for registration of transfer of shares in their name.

s. **Compliance Officer**

Mr. Deepak Bansal, Company Secretary is the Compliance Officer of the Company.

t. **Designated exclusive email-ID:**

The Company has designated an email-ID "investors@niit.com" exclusively for Shareholders and Investors to correspond with the Company.

u. **Registrar for Dematerialisation and Physical Transfer of Shares**

The Company has appointed a common Registrar & Share Transfer Agent (RTA) for dematerialisation (Electronic Mode) and physical transfer of shares whose detail is given below:-

Alankit Assignments Limited
Unit-NIIT Limited
Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi – 110 055.
Tel Nos. : +91 11 4254 1234, 2354 1234
Fax: +91 11 4254 1967
E-Mail: rta@alankit.com

v. **Address for Correspondence**

The shareholders may address their communication/ suggestions/ grievances /queries relating to the shares of the Company to:

The Company Secretary & Compliance Officer
NIIT Limited
Investor Services
Registered Office: 8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi - 110 019, India
Tel Nos. : +91 11 4167 5000
Fax: +91 11 4140 7120
E-Mail: investors@niit.com

The Corporate Governance Report was adopted by the Board of Directors at its meeting held on May 16, 2018 as a part of Board's Report.

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

A. Certificate relating to compliance with the Code of Conduct by Board Members and Senior Management Personnel pursuant to Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

This is to certify that as per Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

1. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
2. The Code of Conduct has been posted on the website of the Company.
3. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year 2017-18.

Place: Gurugram

Date: May 16, 2018

Sapnesh K Lalla

Chief Executive Officer

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

B. Certificate by Chief Executive Officer and Chief Financial Officer pursuant to Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To,

The Board of Directors,
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji, New Delhi- 110019

We hereby certify that for the Financial Year 2017-18:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
   (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2017-18 which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, if any, of which we are aware, in the design or operation of the internal control systems and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
   - Significant changes, if any, in internal control over financial reporting during this year;
   - Significant changes, if any, in accounting policies during this year and that the same have been disclosed in the notes to the financial statements; and
   - Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram	**Sapnesh K Lalla**	**Amit Roy**
Date: May 16, 2018	**Chief Executive Officer**	**Chief Financial Officer**

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of NIIT Limited,

We have examined the compliance of conditions of Corporate Governance by NIIT Limited ("the Company") for the year ended 31st March, 2018, as stipulated in the Chapter IV read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Nityanand Singh & Co.
Company Secretaries

Nityanand Singh
Proprietor
FCS No. 2668, CP No. 2388

Place: New Delhi
Date: May 16, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of NIIT Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with Companies (Accounts) Rules, 2014 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated May 17, 2017 and May 10, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:

(a) We have sought and 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 as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Amendment Rules, 2016;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 27 to the standalone Ind AS financial statements;

   ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There has been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Prashant Singhal
Partner
Membership Number: 93283

Place: Gurugram
Date: May 16, 2018

ANNEXURE-1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENT OF NIIT LIMITED

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties, included in property, plant and equipment are held in the name of the Company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2018 and no material discrepancies were noticed in respect of such confirmations.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and guarantees and securities given have been complied with by the company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the educational services and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of custom, value added tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to duty of excise are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, value added tax, goods and service tax, cess and other applicable statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income- tax, works contract tax, sales tax and value added tax on account of any dispute, are as follows:

ANNEXURE-1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENT OF NIIT LIMITED Contd..

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Andhra Pradesh General Sales Tax Act, 1957	Works Contract Tax	31,318,455	2002-2005	Supreme Court of India
Central Sales Tax Act, 1956	Sales Tax	44,574,780*	2005-2011	VAT Appellate Tribunal
Bihar Value Added Tax Act, 2005	Value Added Tax	5,078,637**	2011-2012	Joint Commissioner Appeals
Income Tax Act, 1961	Income Tax	3,087,591	2008-2009	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	20,386,790	2009-2010	Commissioner Income Tax (Appeal)

**This includes amount paid under protest amounting to Rs. 22,287,390.*

***This includes amount paid under protest amounting to Rs. 2,088,321.*

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government or dues to debenture holders.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of initial public offer / further public offer /debt instruments and term loans for the purposes for which they were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the order are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Prashant Singhal

Place: Gurugram — Partner

Date: May 16, 2018 — Membership Number: 93283

ANNEXURE-2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS STANDALONE FINANCIAL STATEMENTS OF NIIT LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of NIIT Limited ("the Company") as at March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that:- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Prashant Singhal
Partner
Membership Number: 93283

Place: Gurugram
Date: May 16, 2018

BALANCE SHEET

(Amount in Rs. Millions, unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3	1,437.71	1,490.99	1,507.69
Investment property	4	0.56	0.56	0.56
Goodwill	5	18.35	18.35	-
Other intangible assets	5	145.17	146.21	245.47
Intangible assets under development	5	87.79	100.28	13.90
Financial assets				
Investments	6(i)	7,275.67	7,634.42	7,457.22
Other financial assets	6(ii)	56.93	58.47	57.78
Deferred tax assets	7	84.14	84.14	84.14
Other non-current assets	8	346.92	300.77	389.91
Total non-current assets		9,453.24	9,834.19	9,756.67
Current assets				
Inventories	9	5.17	8.72	44.93
Financial assets				
Trade receivables	6(iii)	1,012.73	852.27	1,124.90
Cash and cash equivalents	6(iv)	32.51	205.40	109.63
Bank balances other than above	6(v)	8.01	22.87	25.82
Other financial assets	6(ii)	407.42	274.89	438.91
Other current assets	8	188.39	139.24	178.46
Total current assets		1,654.23	1,503.39	1,922.65
TOTAL ASSETS		11,107.47	11,337.58	11,679.32
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	10	333.20	331.51	331.01
Other equity	11			
Reserves and surplus		7,619.83	7,527.60	7,538.82
Other reserves		(26.66)	(57.59)	(62.84)
Share application money pending allotment		0.35	2.22	-
TOTAL EQUITY		7,926.72	7,803.74	7,806.99
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	12(i)	811.20	1,419.82	1,661.08
Other financial liabilities	12(iv)	1.19	10.59	39.88
Provisions	13	2.86	3.08	3.42
Total non-current liabilities		815.25	1,433.49	1,704.38
Current liabilities				
Financial liabilities				
Borrowings	12(ii)	290.67	164.00	85.00
Trade payables	12(iii)	665.40	584.87	761.82
Other financial liabilities	12(iv)	942.61	751.74	705.52
Provisions	13	160.46	120.92	111.55
Other current liabilities	14	306.36	478.82	504.06
Total current liabilities		2,365.50	2,100.35	2,167.95
TOTAL LIABILITIES		3,180.75	3,533.84	3,872.33
TOTAL EQUITY AND LIABILITIES		11,107.47	11,337.58	11,679.32

The accompanying notes form an integral part of these financial statements.
As per our report of even date.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Place: Gurugram
Date: May 16, 2018

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Place: Gurugram
Date: May 16, 2018

STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
INCOME			
Revenue from operations	15	3,618.67	3,633.23
Other income	16	511.21	413.83
Total income		**4,129.88**	**4,047.06**
EXPENSES			
Purchase of stock-in-trade		46.83	88.45
Changes in inventories of stock-in-trade	9	3.55	36.21
Employee benefits expenses	17	1,550.99	1,484.66
Professional & technical outsourcing expenses		790.90	692.71
Finance costs	18	194.89	231.00
Depreciation and amortisation expenses	3 & 5	238.20	241.53
Other expenses	19	1,122.23	1,341.39
Total expenses		**3,947.59**	**4,115.95**
Profit/ (loss) before exceptional items and tax		**182.29**	**(68.89)**
Exceptional items	21	(125.55)	39.35
Profit/ (loss) before tax		**56.74**	**(29.54)**
Tax expense:	22		
Current tax		5.26	5.75
Deferred tax		-	-
Profit / (loss) for the year		**51.48**	**(35.29)**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
a) Remeasurement of the defined benefit obligation	26	(29.78)	(8.48)
b) Fair value changes on cash flow hedges, net	24	30.93	5.25
		1.15	**(3.23)**
Items that will be reclassified subsequently to profit or loss			
a) Fair value changes on cash flow hedges, net	24	(2.44)	-
		(2.44)	-
Other comprehensive income / (loss) for the year, net of tax		**(1.29)**	**(3.23)**
Total comprehensive income for the year		**50.19**	**(38.52)**
Earnings per equity share (Face Value Rs. 2 each):	29		
Basic		0.31	(0.21)
Diluted		0.30	(0.21)

The accompanying notes form an integral part of these financial statements.
As per our report of even date.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

Prashant Singhal
Partner
Membership No. 93283

Place: Gurugram
Date: May 16, 2018

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Place: Gurugram
Date: May 16, 2018

STATEMENT OF CHANGES IN EQUITY

(All amounts in Rs. Millions, unless otherwise stated)

a) Equity Share Capital

Particulars	Number	Amount
Equity share of Rs. 2 each subscribed and fully paid		
Balance as at April 1, 2016 *	**165,501,233**	**331.01**
Issue of equity share capital (note 10)	248,653	0.50
Balance as at March 31, 2017	**165,749,886**	**331.51**
Issue of equity share capital (note 10)	843,505	1.69
Balance as at March 31, 2018	**166,593,391**	**333.20**

* Paid up capital includes 6000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

b. Other Equity

Particulars	Reserves and Surplus					Other Reserves	Total
	Capital Reserve	Securities Premium Reserve	Employees Stock Option Outstanding	General Reserve	Retained Earnings	Hedging Reserve Account	
Balance as at April 01, 2016	5,172.27	537.02	37.63	1,055.14	736.76	(62.84)	7,475.98
Profit for the year	-	-	-	-	(35.29)	-	(35.29)
Other comprehensive income (net of tax)	-	-	-	-	(8.48)	5.25	(3.23)
Total comprehensive income	**-**	**-**	**-**	**-**	**(43.77)**	**5.25**	**(38.52)**
Additions during the year on account of exercise of Share Option Outstanding Account	-	12.09	-	-	-	-	12.09
Employee Stock option expense recovered from subsidiaries	-	-	9.70	-	-	-	9.70
Employee Stock option expense	-	-	10.76	-	-	-	10.76
Transferred to securities premium reserve on ESOP exercised	-	3.31	(3.31)	-	-	-	-
Balance as at March 31, 2017	**5,172.27**	**552.42**	**54.78**	**1,055.14**	**692.99**	**(57.59)**	**7,470.01**
Changes in Equity for 2018							
Profit for the year	-	-	-	-	51.48	-	51.48
Other comprehensive income (net of tax)	-	-	-	-	(32.22)	30.93	(1.29)
Total comprehensive income	**-**	**-**	**-**	**-**	**19.26**	**30.93**	**50.19**
Additions during the year on account of exercise of Share Option Outstanding Account	-	42.23	-	-	-	-	42.23
Employee Stock option expense recovered from subsidiaries	-	-	13.92	-	-	-	13.92
Employee Stock option expense	-	-	16.82	-	-	-	16.82
Transferred to securities premium reserve on ESOP exercised	-	6.90	(6.90)	-	-	-	-
Balance as at March 31, 2018	**5,172.27**	**601.55**	**78.62**	**1,055.14**	**712.25**	**(26.66)**	**7,593.17**

The accompanying notes form an integral part of these financial statements.
As per our report of even date.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

Prashant Singhal
Partner
Membership No. 93283

Place: Gurugram
Date: May 16, 2018

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer
Place: Gurugram
Date: May 16, 2018

Deepak Bansal
Company Secretary

STATEMENT OF CASH FLOW

(Amount in Rs. Millions, unless otherwise stated)

		Year ended		
		March 31, 2018		March 31, 2017
A. Cash Flow From Operating Activities:				
Profit/ (loss) before exceptional items and Tax		**182.29**		**(68.89)**
Adjustments for:				
Depreciation and Amortisation	238.20		241.53	
Provision for Doubtful Debts	2.85		22.28	
Provision for Unbilled Revenue	-		0.25	
Provision for Doubtful Advances	0.26		0.38	
Bad Debts Written off	-		1.01	
Advances Written off	-		0.10	
Provision for Slow/ Non-moving Inventory (Net)	1.76		14.75	
Unrealised Foreign Exchange (Gain)/ Loss	0.77		(16.14)	
Fair Value of Investment	(30.31)		11.51	
Finance Cost	193.42		226.16	
Unwinding of Discount Interest expenses	1.47		4.84	
Employees Stock Option Expenses	16.82		10.76	
Interest Income	(27.58)		(73.35)	
Dividend Income from Long term investment (Associate)	(181.17)		(144.93)	
Profit on sale of Fixed Assets	(3.88)		(3.63)	
Profit on Sale of Current Investment	(1.62)		(0.03)	
Provision / Other Liabilities Written Back	(5.84)		(5.47)	
		205.15		290.02
Operating cash flow before changes in working capital		**387.44**		**221.13**
Changes in operating assets and liabilities				
Increase/(Decrease) in Trade Payables	75.38		(172.23)	
Increase in Short Term Provisions	9.76		0.89	
Decrease in Long Term Provisions	(0.22)		(0.34)	
Decrease in Other Current Liabilities	(162.46)		(33.82)	
Decrease in Other Non-Current Financial Liabilities	(9.40)		(29.29)	
Increase/(Decrease) in Other Current Financial Liabilities	(4.34)		15.74	
(Increase)/Decrease in Current Trade Receivables	(158.93)		245.77	
Decrease in Inventories	1.79		21.46	
(Increase)/Decrease in Non-Current Financial Assets	1.54		(0.69)	
(Increase)/Decrease in Current Financial Assets	145.55		(86.67)	
(Increase)/Decrease in Other Non-Current Assets	0.21		(0.44)	
(Increase)/Decrease in Other Current Assets	(49.41)		38.84	
Decrease in Other Bank Balances	14.86	(135.67)	2.95	2.17
Cash generated from operations		**251.77**		**223.30**
Income taxes paid (net of refund)		(51.09)		75.93
Net Cash flow from Operating activities before Exceptional Items		**200.68**		**299.23**
Exceptional Items (Other than those disclosed in movement in working capital)		(24.69)		9.65
Net Cash flow from operating activities (A)		**175.99**		**308.88**
B. Cash Flow From Investing Activities:				
Purchase of Fixed Assets (including Capital Work-in-progress, internally developed intangibles and Capital Advances)		(351.04)		(414.16)
Proceeds from sale of Fixed Assets		6.72		9.24
Acquisition of Business (refer note 36)		(10.00)		(14.85)
Disposal of Investment, net of expense		8.19		-
Loans given to Subsidiaries		-		(213.00)
Loan given to Subsidiaries received back		50.00		520.70
Interest received		13.42		73.82
Dividend received		181.17		144.93
Purchase of Mutual Funds		(580.00)		(20.00)
Sale of Mutual Funds		581.62		20.03
Investment in Equity Shares of Subsidiaries		(60.00)		(28.71)
Investment in OCD of Subsidiary		(60.00)		(160.00)
Proceeds from OCD Redemption		100.00		-
Net cash used in investing activities (B)		**(119.92)**		**(82.00)**

STATEMENT OF CASH FLOW

Contd..

(Amount in Rs. Millions, unless otherwise stated)

	Year ended March 31, 2018	Year ended March 31, 2017
C. Cash Flow From Financing Activities:		
Issue of Shares under Employee Stock Option Plan	41.70	12.59
Share Application Money Received	0.35	2.22
Term Loan repaid	(200.00)	-
Proceeds from Short Term Borrowings	279.00	164.00
Repayment of Short Term Borrowings	(164.00)	(85.00)
Proceeds relating to Cash Credits (Net)	11.67	-
Interest Paid on Fixed Loan	(196.29)	(222.95)
Dividend Paid	(1.39)	(1.97)
Net Cash used in financing activities (C)	**(228.96)**	**(131.11)**
Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C)	**(172.89)**	**95.77**
Cash and cash equivalents at the beginning of the year (Footnote 1)	205.40	109.63
Cash and cash equivalents as at the end of the year (Footnote 1)	**32.51**	**205.40**

Notes:

Reconciliation of cash and cash equivalents as per the cash flow statement

1 Cash and cash equivalents as per the above comprise of the following

Balance with Banks	20.34	184.40
Cheques and Drafts on hand	10.33	14.50
Cash on hand	1.84	6.50
Cash and Cash Equivalents as at the end of the year	**32.51**	**205.40**

2 Figures in parenthesis indicate cash outflow.

3 Amendment to Ind AS 7

Effective April 1, 2017, the Company adopted the amendments to Ind AS 7, which require the entities to provide the disclosures that enable users of financials statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on financial statements.

The accompanying notes form an integral part of these financial statements.
As per our report of even date.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Place: Gurugram
Date: May 16, 2018

1 **Company Information**

NIIT Limited ('the Company') is a talent development company which was set up in 1981. NIIT ('the Company') currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered place of business of the Company is : 8 Balalji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

2 **Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.a) Basis of preparation

(i) Compliance with Ind AS

These financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The said financial statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Company. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the Previous GAAP, for purposes of Ind AS 101. Refer note 37 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million with two decimals, except per share data and unless stated otherwise.

The financial statements were authorised for issue by the Board of Directors of the Company on May 16, 2018.

(ii) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:
- Financial assets and liabilities (including derivative instruments) are measured at fair value
- Defined benefit plans – plan assets measured at fair value
- Share-based payments (ESOP's)

b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (Rs.), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates determined periodically. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the statement of profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/(expenses)..

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

c) Current - non-current classification

Assets and liabilities are classified into current and non-current as follows :

Assets

An asset is classified as current when it satisfies any of the following criteria:
- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets (including deferred tax assets) are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the

reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities (including deferred tax liabilities) are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations 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 being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts and taxes.

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. For allocating the consideration, the Company has measured the revenue in respect of each separable component of a transaction at its fair value, in accordance with the principles given in Ind AS 18. The price that is regularly charged for an item when sold separately is the best evidence of its fair value. In cases where the Company is unable to establish objective and reliable evidence of fair value, the Company has used either cost plus reasonable margin method or residual method to allocate the arrangement consideration. In cases of residual method, the balance of the consideration, after allocating the fair values of undelivered components of a transaction has been allocated to the delivered components for which specific fair values do not exist.

The revenue from time and material contracts is recognised on a man month basis. In respect of fixed price contracts, revenue is recognised based on the technical evaluation of 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. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenue in respect of sale of courseware and other physical delivarables is recognised when the significant risks and rewards of ownership in it are transferred to the buyer as per the terms of the contracts which coincides with delivery of material to the customer as per trade practice and agreed terms.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

e) Other Income

(i) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) Dividend income

It is recognised when the right to receive dividend is established.

f) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of the Company are considered as chief operating decision makers who assess the financial performance and position of the Company and make strategic decisions.

g) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate in India adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted in India at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current tax and deferred tax are recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, as the case may be.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement and deferred tax.

h) Leases

As a lessee

A lease that transferred substantially all the risks and rewards of ownership is classified as finance lease. Finance lease is capitalised at the inception of lease at the lower of fair value of the leased property or, the present value of the minimum lease payments as the case may be. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet in the respective class of assets based on nature of assets.

i) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as on the acquisition date. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

j) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss (FVPL). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, (in the case of a financial asset not at fair value through profit or loss) transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised Cost : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss : Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVOCI) are measured at fair value through profit or loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown as borrowings in current liabilities in the balance sheet.

l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

m) Inventories

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

n) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

For the purpose of hedge accounting, hedges are classified as:

• Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;

• Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

Forward contracts are used to hedge forecast transactions, the Company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

(ii) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the Effective Interest Rate (EIR) method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit or loss.

(iii) Derivatives that are not designated as hedge

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).

o) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the net carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that net carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Description of Assets	Useful life
Buildings	58 years
Leasehold Land	99 years or lease period, whichever is lower
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 Years
- Computer Servers and Networks	5 Years
- Electronic Equipments	8 years
- Air Conditioners	10 years
Office Equipment	5 years
Furniture & Fixtures	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Assets under employee benefits scheme except vehicles	3 years
Assets acquired under lease (Included under Plant & Equipment and Furniture & Fixtures)	Lease Period or useful life, whichever is lower
All other assets (including vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognized in the Statement of Profit and Loss. The residual values is considered as nil.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / (expenses) as applicable.

p) **Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Freehold land has been classified as investment property which has indefinite economic useful life.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

q) **Intangible assets**

Computer software & Educational content/products - Acquired

Shown at acquisition cost and are subsequently carried at cost less accumulated amortization and impairment losses.

Education content/products-Internally generated

Development costs that are directly attributable to the design and testing of identifiable and unique educational content controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content / products and use or sell it;
- there is an ability to use or sell the content / products;
- it can be demonstrated how the content / products will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the content / products are available, and
- the expenditure attributable to the content / products during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Research and Development expenditure that do not meet the criteria are recognised as an expense when incurred.

Development costs, previously recognised as an expense is not recognised as an asset in subsequent year.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses, if any."

Amortisation methods and periods

Intangible assets are amortised on a straight line basis over their estimated useful lives which are as follows:

Particulars	Useful life
Internally generated (Content and products)	3-5 years
Acquired (Software, content and products)	3-5 years

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the net carrying value of all of intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that net carrying value as the deemed cost of intangible assets.

r) **Impairment testing of goodwill and intangible assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of impairment assessment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

s) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

t) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

u) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

v) **Provisions**

Provisions for legal claims and volume discounts are recognised when the Company has legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

w) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- Defined benefit plans such as Gratuity and Compensated Absences.
- Defined contribution plan such as Provident fund, Superannuation Fund, Pension fund and National Pension System.

Gratuity

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. 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. The Company's liability is actuarially determined (using projected unit credit method) at the end of the year and fund size is maintained by the Trust set up by the Company with Life Insurance Corporation of India (LIC).

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absences

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

The Company has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the statement of profit and loss as income or expense as the case may be.

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

Provident fund

The Company makes contribution to the "NIIT Limited Employees' Provident Fund Trust" for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Company's contribution towards Provident Fund is charged to Statement of Profit and Loss.

Superannuation fund

The Company makes defined contribution to the Trust established for the purpose by the company towards superannuation fund maintained with Life Insurance Corporation of India. The Company has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Statement of Profit and Loss.

Pension Fund

The Company makes defined contribution to a government administered pension fund towards it's pension plan on behalf of its employees. The Company has no further obligations beyond its monthly contributions. The contribution towards Employee Pension Scheme is charged to Statement of Profit and Loss.

National Pension System

The Company makes defined contribution towards National Pension System for certain employees for which Company has no further obligation. Contributions made during the year are charged to Statement of Profit and Loss.

x) **Share based payments - Employee stock option plan (ESOP)**

Share-based compensation benefits are provided to employees via the 'NIIT Employee Stock Option Plan 2005'

Employee options

The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

y) **Share capital**

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognised as a deduction from equity, net of tax effects, if any.

z) **Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

aa) **Earnings per share**

(i) **Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

(ii) **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

ab) **Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

ac) **Critical accounting estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- Impairment assessment of Goodwill - refer note 2 q.
- measurement of defined benefit obligations: key actuarial assumptions - refer notes 2 w and 26 B.
- measurement of useful life and residual values of property, plant and equipment -refer note 2 o.
- estimated useful life of Intangible assets - refer note 2 q.
- judgement required to determine grant date fair value technique -refer notes 2 x and 35.
- fair value measurement of financial instruments - refer notes 2 ab and 23
- judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 g.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

ad) Recent accounting pronouncements

(i) Ind AS 115 Revenue from Contracts with Customers

Ind AS 115, Revenue from Contract with Customers : On March 28, 2018, the MCA notified the Ind AS 115. The core principle of this Ind AS is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Ind AS 115, establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognised when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company in the first quarter of fiscal 2019 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognised at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method).

The Company continues to evaluate the available transition methods and its contractual arrangements. The ultimate impact on revenue resulting from the application of Ind AS 115 will be subject to assessments that are dependent on many variables, including, but not limited to, the terms of the contractual arrangements and the mix of business. The Company's considerations also include, but are not limited to, the comparability of its financial statements and the comparability within its industry from application of the new standard to its contractual arrangements. The Company has established an implementation team to implement Ind AS 115 related to the recognition of revenue from contracts with customers and it continues to evaluate the changes to accounting system and processes, and additional disclosure requirements that may be necessary.

Upon adoption the Company expects there to be a change in the manner that variable consideration in certain revenue arrangements is recognised from the current practice of recognizing such revenue as the services are performed and the variable consideration is earned to estimating the achievability of the variable conditions when the Company begins delivering services and recognizing that amount over the contractual period. The Company also expects a change in the manner that it recognizes certain incremental and fulfilment costs from expensing them as incurred to deferring and recognizing them over the contractual period. A reliable estimate of the quantitative impact of Ind AS 115 on the financial statements will only be possible once the implementation project has been completed.

(ii) Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments are effective for annual periods beginning on or after April 1, 2018. These amendments are not expected to have any impact on the company as the company has no deductible temporary differences or assets that are in the scope of the amendments.

Notes to the Financial Statements for the year ended March 31, 2018

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(All amounts in Rs. Millions, unless otherwise stated)

3. Property, Plant and Equipment

Particulars		Land (Footnote i)		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total
		Freehold	Leasehold							
Year ended March 31, 2017										
Gross Carrying Amount										
Deemed cost as at April 1, 2016 (footnote iii)		704.04	6.93	581.57	134.26	47.94	17.63	7.03	8.29	1,507.69
Additions		-	-	-	32.92	58.75	8.91	2.03	0.13	102.74
Disposals		-	-	-	2.51	2.58	0.41	-	0.18	5.68
Closing Gross Carrying Amount as at March 31, 2017	(A)	704.04	6.93	581.57	164.67	104.11	26.13	9.06	8.24	1,604.75
Accumulated depreciation										
Depreciation charged during the year		-	0.74	11.01	51.41	34.12	8.48	1.69	6.37	113.82
Disposals		-	-	-	-	0.06	-	-	-	0.06
Closing accumulated depreciation as at March 31, 2017	(B)	-	0.74	11.01	51.41	34.06	8.48	1.69	6.37	113.76
Net Carrying Amount as at March 31, 2017	(A-B)	704.04	6.19	570.56	113.26	70.05	17.65	7.37	1.87	1,490.99
Year ended March 31, 2018										
Gross Carrying Amount										
Opening gross carrying amount as at April 1, 2017		704.04	6.93	581.57	164.67	104.11	26.13	9.06	8.24	1,604.75
Additions		-	-	-	27.02	21.18	5.92	-	5.13	59.25
Disposals		-	-	-	1.88	0.68	0.42	-	0.03	3.01
Closing Gross Carrying Amount as at March 31, 2018	(C)	704.04	6.93	581.57	189.81	124.61	31.63	9.06	13.34	1,660.99
Accumulated Depreciation										
Opening accumulated depreciation as at April 1, 2017		-	0.74	11.01	51.41	34.06	8.48	1.69	6.37	113.76
Depreciation charged during the year		-	0.07	11.01	48.85	38.28	8.64	1.80	1.04	109.69
Disposals		-	-	-	0.10	0.07	-	-	-	0.17
Closing accumulated depreciation as at March 31, 2018	(D)	-	0.81	22.02	100.16	72.27	17.12	3.49	7.41	223.28
Net Carrying Amount as at March 31, 2018	(C-D)	704.04	6.12	559.55	89.65	52.34	14.51	5.57	5.93	1,437.71

(i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar is allotted for education purpose. This land cannot be transferred without the approval of the allotment authority.
(ii) Building includes 10 shares of Rs. 50 each in the Guru Vidya Co-operative Housing Society Limited.
(iii) The Company has availed deemed cost exemption and used the previous GAAP net carrying amount of Property, Plant and Equipment as deemed cost.

Notes to the Financial Statements for the year ended March 31, 2018

Contd..
(All amounts in Rs. Millions, unless otherwise stated)

4. Investment Property

Particulars	Amount
Deemed cost as at April 01, 2016	0.56
Closing Gross Carrying Amount as at March 31, 2017	**0.56**
Opening gross amount as at April 1, 2017	0.56
Closing Gross Carrying Amount as at March 31, 2018	**0.56**

(i) The Company has not generated any rental income from the investment property, since inception.

(ii) The Company's investment property consist of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets – Land – based on the nature, characteristics and risks of property.

(iii) As at March 31, 2018 and March 31, 2017, the fair values of the properties are assumed to be equal to the carrying value from the previous GAAP and the same is assumed to be the deemed cost which approximates the fair value.

Contd..

(All amounts in Rs. Millions, unless otherwise stated)

5 Intangible Assets

Particulars	Educational Content/ Products		Software	Total Intangibles other than Goodwill and intangibles assets under development	Goodwill	Intangible assets under development (footnote i)	Total Intangible assets
	Acquired	Internally Generated (footnote i)	Acquired				
Year ended March 31, 2017							
Gross carrying amount							
Deemed cost as at April 1, 2016 (footnote ii)	0.01	157.71	87.75	245.47	-	13.90	259.37
Additions	0.19	23.20	5.06	28.45	18.35	109.58	156.38
Transfer	-	-	-	-	-	23.20	23.20
Closing gross carrying amount as at March 31, 2017 (A)	0.20	180.91	92.81	273.92	18.35	100.28	392.55
Accumulated amortisation and impairment							
Amortisation charge for the year	0.05	80.40	47.26	127.71	-	-	127.71
Closing accumulated amortisation as at March 31, 2017 (B)	0.05	80.40	47.26	127.71	-	-	127.71
Net carrying amount as at March 31, 2017 (A-B)	0.15	100.51	45.55	146.21	18.35	100.28	264.84
Year ended March 31, 2018							
Gross carrying amount							
Opening gross carrying amount as at April 1, 2017	0.20	180.91	92.81	273.92	18.35	100.28	392.55
Additions	-	124.58	2.89	127.47	-	112.09	239.56
Transfer	-	-	-	-	-	124.58	124.58
Closing gross carrying amount as at March 31, 2018 (C)	0.20	305.49	95.70	401.39	18.35	87.79	507.53
Accumulated Amortisation and Impairment							
Opening accumulated amortisation as at April 1, 2017	0.05	80.40	47.26	127.71	-	-	127.71
Amortisation charge for the year	0.06	89.09	39.36	128.51	-	-	128.51
Closing accumulated amortisation as at March 31, 2018 (D)	0.11	169.49	86.62	256.22	-	-	256.22
Net carrying amount as at March 31, 2018 (C-D)	0.09	136.00	9.08	145.17	18.35	87.79	251.31

(i) Refer note 31 for cost incurred during the year on internally generated intangible assets.
(ii) The Company has availed deemed cost exemption and used the previous GAAP net carrying amount of intangible assets as deemed cost.

(Amount in Rs. Millions, unless otherwise stated)

6 Financial Assets

6(i) Investments

Non-Current Investment

	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Investments in equity instruments (fully paid)			
A. Unquoted in subsidiary companies:			
-Equity (Valued at cost less provision for diminution other than temporary)			
10,662,113 (March 31, 2017: 10,662,113; April 1, 2016: 10,662,113) shares of US $ 1 each fully paid-up in NIIT (USA) Inc., USA	478.15	478.15	478.15
500,000 (March 31, 2017: 500,000; April 1, 2016: 500,000) shares of US $ 1 or Rp. 2,297 each fully paid-up in PT NIIT Indonesia, Indonesia	-	-	-
Nil (March 31, 2017: 35,056,000; April 1, 2016: 35,056,000) equity shares of 1 US $ each fully paid-up in NIIT Antilles NV, Netherlands Antilles {Foot note (i)}	-	1,628.69	1,628.69
Less: Provision for diminution in value of Investment	-	(1,628.69)	(1,628.69)
	-	-	-
Nil (March 31, 2017: 13,000,000; April 1, 2016: 13,000,000) shares of US $ 0.5 each fully paid-up in NIIT Antilles NV, Netherlands Antilles {Foot note (i)}	-	404.56	404.56
10,000,000 (March 31, 2017: nil; April 1, 2016: nil) Equity Shares of NGN 1 each fully paid-up in NIIT West Africa Limited, Nigeria {Foot note (i)}	8.37	-	-
5,541,000 (March 31, 2017: nil; April 1, 2016: nil) shares of MYR 1 each fully paid-up in NIIT Malaysia SDN. BHD, Malaysia {Foot note (i)}	91.66	-	-
2,400,000 (March 31, 2017: nil; April 1, 2016: nil) shares of US $ 1 each fully paid-up in NIIT GC Limited, Mauritius {Foot note (i)}	389.07	-	-
150,000 (March 31, 2017: 150,000; April 1, 2016: 150,000) shares of Euro 1 each fully paid-up in NIIT Ireland Limited, Ireland	10.78	10.78	10.78
69,064,065 (March 31, 2017: 19,064,065; April 1, 2016: 19,064,065) shares of Rs. 10 each fully paid-up in Mindchampion Learning Systems Limited, India {Foot note (ii)}	809.78	191.14	191.14
Less: Provision for diminution in value of Investment	(191.14)	(191.14)	(191.14)
	618.64	-	-
155,000 (March 31, 2017: 155,000; April 1, 2016: 155,000) shares of GBP 1 each fully paid-up in NIIT Limited, UK	13.10	13.10	13.10
8,162,500 (March 31, 2017: 8,162,500; April 1, 2016: 8,157,500) shares of Rs. 10 each fully paid-up in NIIT Institute of Finance Banking and Insurance Training Limited, India	85.98	85.98	85.79
16,500,000 (March 31, 2017: 16,500,000; April 1, 2016: 16,500,000) shares of Rs. 10 each fully paid-up in NIIT Institute of Process Excellence Limited, India	165.00	165.00	165.00
51,132,395 (March 31, 2017: 23,132,395; April 1, 2016: 20,819,155) shares of Rs. 10 each fully paid-up in NIIT Yuva Jyoti Limited, India {Foot note (iii) & (iv)}	421.61	150.51	122.00
Less: Provision for diminution in value of Investment {Foot note (v)}	(193.59)	-	-
	228.02	150.51	122.00

(Amount in Rs. Millions, unless otherwise stated)

	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Investment in Debentures			
[Valued at fair value]			
Nil (March 31, 2017: 900,000; April 1, 2016: 900,000) 0.5% Optionally Convertible Debentures of Rs. 1000 each fully paid up in Mindchampion Learning Systems Limited, India {Foot note (ii)}	-	1,005.44	990.94
Nil (March 31, 2017: 16,000,000; April 1, 2016: nil) 0.5% Optionally Convertible Debentures of Rs. 10 each fully paid up in NIIT Yuva Jyoti Limited, India {Foot note (iii)}	-	134.00	-
B. Quoted:			
[Valued at fair value on acquisition date less any provision for diminution other than temporary]			
Investments in equity instruments (fully paid)			
In Associate Company			
14,493,480 (March 31, 2017: 14,493,480; April 1, 2016: 14,493,480) shares of Rs. 10 each fully paid-up in NIIT Technologies Limited, India [Market Value as on March 31, 2018: Rs 12,536.86 Million (March 31, 2017: Rs. 6,313.36 Million; April 1, 2016: Rs. 7,198.91 Million)]	5,186.90	5,186.90	5,186.90
C. Others [Unquoted]			
[Valued at cost less any provision for diminution other than temporary]			
In Other Companies			
240 Equity Shares of Rs.10 each fully paid-up in Hinduja HCL Singtel Communication Private Limited, India [Investment of Rs. 2,400 (Previous year Rs. 2,400)] fully provided for	-	-	-
Total	**7,275.67**	**7,634.42**	**7,457.22**
Aggregate amount of Unquoted Investments	2,473.50	4,267.35	4,090.15
Less: Aggregate Provision for diminution in the value of Investments	(384.73)	(1,819.83)	(1,819.83)
Total Unquoted Investments	**2,088.77**	**2,447.52**	**2,270.32**
Aggregate amount of Quoted Investments	5,186.90	5,186.90	5,186.90
Total Quoted Investments	**5,186.90**	**5,186.90**	**5,186.90**
	7,275.67	**7,634.42**	**7,457.22**

Notes:-

(i) NIIT Antilles NV, a wholly owned subsidiary of the Company was dissolved and liquidated vide order dated November 23, 2017 issued by Registry Affairs Director of the Curacao Chamber of Commerce and Industry. Consequent to the said liquidation, all assets and liabilities of NIIT Antilles NV, including investments in its three wholly owned subsidiaries (NIIT GC Limited, Mauritius, NIIT Malaysia Sdn Bhd and NIIT West Africa Limited), have been vested/transferred in the Company, subject to applicable regulatory compliances.

These wholly owned subsidiaries of NIIT Antilles NV, have become direct wholly owned overseas subsidiaries of the Company. The same has also been reported to Reserve Bank of India (RBI) through authorised dealer, which has been duly noted by RBI. The investment in these subsidiaries has been recorded at fair value which is carried out by an independent valuer.

(ii) 900,000 Optionally Convertible Debentures (OCDs) of Rs. 1,000 each fully paid at a coupon rate of 0.5% p.a. for a period of 5 years from the date of allotment. The Company had the right to convert such OCDs into equity shares at the expiry of third year from the date of allotment. These are fair valued as at the year end through profit and loss. The said OCDs have been converted into equity share for Rs. 500 Million at fair value of Rs. 618.64 Million and Rs. 300 million into loan and balance amount of Rs. 100 million has been repaid during the year.

(iii) 22,000,000 Optionally Convertible Debentures (OCDs) of Rs. 10 each fully paid at a coupon rate of 0.5% p.a. for a period of 5 years from the date of allotment wherein the Company had the right to convert such OCDs into equity shares at the expiry of 18 months from the date of allotment. These are fair valued as at the year end through profit and loss. The said OCDs amounting to Rs. 220 million have been converted into equity at fair value of Rs. 211.10 Million. During the year, the Company has further invested in the equity of NIIT Yuva Jyoti Limited amounting to Rs. 60 million.

(iv) During the previous year, the Company had purchased 10% of the equity capital of NIIT Yuva Jyoti Limited (NYJL) from NSDC for a consideration of Rs. 28.51 million. Consequently, NYJL had become a wholly owned subsidiary of the Company.

(v) During the year, the Company has performed impairment testing for its investments in subsidiary companies. As a result of this, provision for diminution in value of Investment in equity of NYJL for the amount of Rs. 193.59 million is created.

(Amount in Rs. Millions, unless otherwise stated)

		As at					
		March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
		Non Current			Current		
6(ii)	**Other Financial Assets**						
a)	Security Deposits Receivable						
	Unsecured, considered good	56.83	58.27	57.66	7.39	17.77	42.50
	Unsecured, considered doubtful	-	-	-	7.86	5.05	5.05
	Less: Provision for doubtful Deposits	-	-	-	(7.86)	(5.05)	(5.05)
		56.83	**58.27**	**57.66**	**7.39**	**17.77**	**42.50**
b)	Unbilled Revenue	-	-	-	85.08	83.25	72.23
c)	Interest Receivable	-	-	-	19.49	5.33	5.80
d)	Derivative Instrument Fair Value Asset (Refer Note 24)		-	-	-	18.33	-
e)	Other Receivables	-	-	-	45.26	150.21	40.38
f)	Long term bank deposits						
	With original maturity of more than 12 months (pledged as margin money)	0.10	0.20	0.12	-	-	-
g)	Loans to related parties						
	Unsecured, considered good	-	-	-	250.00	-	278.00
	Unsecured, considered doubtful	-	-	29.70	-	-	-
	Less: Provision for doubtful Loans	-	-	(29.70)	-	-	-
		-	**-**	**-**	**250.00**	**-**	**278.00**
h)	Other recoverable from related parties						
	Unsecured, considered good	-	-	-	0.20	-	-
		56.93	**58.47**	**57.78**	**407.42**	**274.89**	**438.91**

		As at		
6(iii)	**Trade Receivables**	March 31, 2018	March 31, 2017	April 1, 2016
		Current		
	Unsecured, considered good			
	Trade Receivables	469.50	423.08	616.26
	Receivables from related parties	543.23	429.19	508.64
	Unsecured, considered doubtful	799.54	799.18	785.41
	Less: Provision for doubtful debts	(799.54)	(799.18)	(785.41)
		1,012.73	**852.27**	**1,124.90**
6(iv)	**Cash and cash equivalents**			
	Balance with banks			
	-Current accounts	20.34	184.22	72.94
	-Exchange earners' foreign currency account	-	0.18	0.09
	Cheques and drafts on hand	10.33	14.50	17.44
	Cash on hand	1.84	6.50	19.16
		32.51	**205.40**	**109.63**
6(v)	**Bank balances other than above**			
	Bank deposits			
	-With original maturity of more than 3 months and upto 12 months	1.88	15.35	16.33
	-Unclaimed dividend accounts	6.13	7.52	9.49
		8.01	**22.87**	**25.82**

		As at		
7	**Deferred Tax Assets**	March 31, 2018	March 31, 2017	April 1, 2016
	Minimum alternate tax credit entitlement	84.14	84.14	84.14
		84.14	**84.14**	**84.14**

(i) Deferred Tax Asset on brought forward losses has not been recognised in the absence of probability of future taxable income to set off the losses.

Movement in Deferred Tax Assets	**Minimum alternate tax credit entitlement**
Opening balance as at April 1, 2016	84.14
Tax income/(expense) during the year recognised in profit/loss	-
At March 31, 2017	**84.14**
Tax income/(expense) during the year recognised in profit/loss	-
At March 31, 2018	**84.14**

Notes to the Financial Statements for the year ended March 31, 2018 (Amount in Rs. Millions, unless otherwise stated)

8	Other Assets		March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
				Non Current			Current	
i)	**Capital Advances**							
	Unsecured, considered good		6.93	6.40	14.20	-	-	-
		(A)	**6.93**	**6.40**	**14.20**	**-**	**-**	**-**
ii)	**Advances recoverable in cash or in kind**							
	Unsecured, considered good		0.46	0.67	0.33	117.20	139.24	178.46
	Unsecured, considered doubtful		-	-	-	0.64	10.50	11.78
	Less: Provision for doubtful advances		-	-	-	(0.64)	(10.50)	(11.78)
		(B)	**0.46**	**0.67**	**0.33**	**117.20**	**139.24**	**178.46**
iii)	**Taxes recoverable**							
a)	Advance payment of Fringe Benefit Tax		-	89.57	89.57	-	-	-
	Less: Provision for Fringe Benefit Tax		-	(88.66)	(88.66)	-	-	-
			-	**0.91**	**0.91**	**-**	**-**	**-**
b)	Advance Income Tax		345.00	1,160.23	1,246.11	-	-	-
	Less : Provision for Income Tax		(5.47)	(867.44)	(871.64)	-	-	-
			339.53	**292.79**	**374.47**	**-**	**-**	**-**
c)	Other Tax recoverable (including Goods and Service Tax)		-	-	-	71.19	-	-
		(C)	**339.53**	**293.70**	**375.38**	**71.19**	**-**	**-**
		Total (A+B+C)	**346.92**	**300.77**	**389.91**	**188.39**	**139.24**	**178.46**

9 Inventories	As at March 31, 2018	March 31, 2017	April 1, 2016
As at the end of the year			
Stock-in-trade			
a) Education and Training Material*			
- Others	5.09	8.35	44.44
b) Software	0.08	0.37	0.49
	5.17	**8.72**	**44.93**
As at the beginning of the year			
Stock-in-trade			
a) Education and training material			
- Others	8.35	44.44	26.74
b) Software	0.37	0.49	0.45
	8.72	**44.93**	**27.19**
(Increase)/ decrease in inventories	**3.55**	**36.21**	**(17.74)**

* Net of provision for non-moving inventories of Rs. 21.97 Million (March 31, 2017 Rs. 20.21 Million and April 1, 2016 Rs 5.46 Million).

10 Share capital

a) Authorized share capital

Particulars	Equity shares		Redeemable preference shares		Cumulative redeemable preference shares	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
As at April 1, 2016	393,000,000	786.00	2,500,000	250.00	350,000,000	350.00
Issued during the year	-	-	-	-	-	-
As at March 31, 2017	393,000,000	786.00	2,500,000	250.00	350,000,000	350.00
Issued during the year	-	-	-	-	-	-
As at March 31, 2018	**393,000,000**	**786.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**

(Amount in Rs. Millions, unless otherwise stated)

b) **Movement in equity share capital**

Subscribed and paid up share capital	Equity shares Number of shares	Amount
As at April 1, 2016*	**165,501,233**	**331.01**
Issued during the year	248,653	0.50
As at March 31, 2017	**165,749,886**	**331.51**
Issued during the year	843,505	1.69
As at March 31, 2018	**166,593,391**	**333.20**

* Paid up capital includes 6000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

c) **Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) **Shares reserved for issue under options**

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 35.

e) **Details of Shareholders holding more than 5% shares in the Company**

Particulars	March 31, 2018 Number of shares	March 31, 2018 % of holding	March 31, 2017 Number of shares	March 31, 2017 % of holding	April 1, 2016 Number of shares	April 1, 2016 % of holding
Pace Industries Private Limited	-	-	-	-	25,366,521	15.33%
PIPL Management Consultancy and Investment Private Limited	25,366,521	15.23%	25,366,521	15.30%	-	-
Global Solutions Private Limited	-	-	-	-	25,915,838	15.66%
Global Consultancy and Investment Private Limited	25,915,838	15.56%	25,915,838	15.64%	-	-
Total	**51,282,359**	**30.79%**	**51,282,359**	**30.94%**	**51,282,359**	**30.99%**

11 Other Equity

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Reserves and Surplus [refer note 11(i)]			
Capital Reserve	5,172.27	5,172.27	5,172.27
Securities Premium Reserve	601.55	552.42	537.02
Employees Stock Option Outstanding	78.62	54.78	37.63
General Reserve	1,055.14	1,055.14	1,055.14
Retained Earnings	712.25	692.99	736.76
	7,619.83	**7,527.60**	**7,538.82**
Other Reserves [refer note 11(ii)]			
Hedging Reserve Account	(26.66)	(57.59)	(62.84)
Total Other Equity	**7,593.17**	**7,470.01**	**7,475.98**

	11(i) Reserves and Surplus	As at March 31, 2018		As at March 31, 2017	
a)	**Capital Reserve (refer footnote i)**				
	Balance at the beginning of the year	5,172.27		5,172.27	
	Add: Increase during the year	-	5,172.27	-	5,172.27
b)	**Securities Premium Reserve (refer footnote ii)**				
	Balance at the beginning of the year	552.42		537.02	
	Add :-				
	Additions during the year on account of exercise of ESOP's	42.23		12.09	
	Transferred from ESOP reserve on ESOP exercised	6.90	601.55	3.31	552.42
c)	**Employees Stock Option Outstanding**				
	Balance at the beginning of the year	54.78		37.63	
	Add / (less) :-				
	Transferred to securities premium reserve on exercise of ESOP	(6.90)		(3.31)	
	Employee Stock option expense	16.82		10.76	
	Employee Stock option expense recovered from Subsidiaries	13.92	78.62	9.70	54.78
d)	**General Reserve (refer footnote iii)**				
	Balance at the beginning of the year	1,055.14		1,055.14	
	Add : Transferred from Surplus in Statement of Profit and Loss	-	1,055.14	-	1,055.14

		As at			
e)	**Retained Earnings**	**March 31, 2018**		**March 31, 2017**	
	Balance at the beginning of the year	692.99		736.76	
	Add / (less) :-				
	Profit / (loss) for the year	51.48		(35.29)	
	Other Comprehensive Income / (Loss)	(32.22)	712.25	(8.48)	692.99
	Total Reserves and Surplus		7,619.83		7,527.60
11(ii)	**Other Reserves**				
a)	**Hedging Reserve Account (refer footnote iv)**				
	Balance at the beginning of the year	(57.59)		(62.84)	
	Add / (less) :-				
	Impact of restatement of derivative	2.13		33.05	
	Impact of restatement of interest	(1.49)		1.34	
	Movement in Derivative Instrument Fair Value Asset/ (Liability)	30.29	(26.66)	(29.14)	(57.59)
	Total Other Reserves		(26.66)		(57.59)

Footnotes :

(i) Capital reserve represents the reserve created on amalgamation.

(ii) Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) General Reserve represents requirement to transfer specific sums to a General Reserve as per the local laws of the jurisdiction.

(iv) The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., revenue, as described in Note 24. The Company uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognized in the Cash Flow Hedging Reserve. Amount recognized in the Cash Flow Hedging Reserve is reclassified to profit or loss when the hedged item effects profit and loss, i.e., Revenue.

12 Financial Liabilities	As at					
12(i) Non - Current Borrowings	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1,2016
	Non Current Portion			Current Maturities		
Secured Loans						
Term Loans from Banks:						
- Foreign Currency Term Loan	811.20	1,419.82	1,661.08	614.70	208.21	-
	811.20	1,419.82	1,661.08	614.70	208.21	-
Amount disclosed under the head "Other Financial Liabilities"{Refer Note 12 (iv)}	-	-	-	(614.70)	(208.21)	-
	811.20	1,419.82	1,661.08	-	-	-

a. Details of Security given against loans

(i) The Company availed foreign currency loan of USD 9.05 Million equivalent to Rs. 600 Million which is fully hedged by converting it from the floating rate in Libor with spread of 215 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 66.30, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurgaon and first exclusive charge on certain immovable properties. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan. The necessary formalities to create the security has been completed, as per the terms of the agreement.

(ii) The Company availed foreign currency loan of USD 16.05 Million equivalent to Rs. 1,000 Million, which is fully hedged by converting it from the floating rate in Libor with spread of 175 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 62.30, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-32 and Sector-34, Gurgaon. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan. The necessary formalities to create the security has been completed, as per the terms of the agreement. During the year the company has repaid foreign currency term loan amounting to USD 3.21 Million equivalent to Rs. 200 Million (USD 12.84 Million equivalent to Rs. 800 Million is outstanding as at March 31, 2018).

b. Terms of repayment

(i) Foreign Currency Term Loan for USD 9.05 Million is repayable as follows:

Repayment Date	**(USD Million)**	**(Rs. Million)**
July 20, 2020	1.50	98.21
April 20, 2020	1.51	98.25
January 20, 2020	1.51	98.25
July 20, 2019	1.51	98.25
January 20, 2019	1.51	98.25
July 20, 2018	1.51	98.25
	9.05	**589.46**

(ii) Foreign Currency Term Loan for USD 12.84 Million is repayable as follows:

Repayment Date	(USD Million)	(Rs. Million)
June 5, 2019	3.21	209.11
April 5, 2019	3.21	209.11
October 5, 2018	3.21	209.11
April 5, 2018	3.21	209.11
	12.84	**836.44**

12(ii) Current Borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured Loans			
From Banks - Cash Credit	11.67	-	-
Unsecured Loans			
Inter Corporate Deposits from Subsidiaries	279.00	164.00	85.00
	290.67	**164.00**	**85.00**

Notes :

(i) The Company has taken loan of Rs. 184 Million (Previous year Rs. 124 Million) from its subsidiary company, NIIT Institute of Process Excellence Limited.

The terms of repayments are as follows:-

Repayment Date	Rate of interest	Amount
March 29, 2019	8.45%	4.00
March 13, 2019	8.45%	20.00
November 2, 2018	9.40%	20.00
September 17, 2018	9.40%	10.00
July 24, 2018	9.40%	130.00
		184.00

(ii) The Company has taken loan of Rs. 95 Million (Previous year Rs. 40 Million) from its subsidiary company, NIIT Institute of Finance Banking and Insurance Training Limited.

The terms of repayments are as follows:-

Repayment Date	Rate of interest	Amount
March 29, 2019	9.05%	30.00
November 5, 2018	9.40%	40.00
October 10, 2018	9.40%	25.00
		95.00

12(iii) Trade Payables	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Current		
Trade Payables	499.16	489.70	665.40
Trade Payables to related parties	166.24	95.17	96.42
	665.40	**584.87**	**761.82**

Parties covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified on the basis of information available with the Company. Disclosures as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 are as follows:

	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a)	The principal amount and the interest due thereon remaining unpaid to any supplier			
	i) Principal amount	0.50	0.01	0.19
	ii) Interest thereon	0.01	*	0.03
b)	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during an accounting year			
	i) Principal amount	0.62	0.14	-
	ii) Interest thereon	-	-	-
c)	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-	-
d)	The amount of interest accrued and remaining unpaid at the end of accounting year	0.01	*	0.03
e)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-	*

* Rounded off

(Amount in Rs. Millions, unless otherwise stated)

12(iv) Other Financial Liabilities	As at					
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non Current			Current		
Current Maturities of Non Current Borrowings {Refer Note 12 (i)}	-	-	-	614.70	208.21	-
Interest accrued but not due on borrowings	-	-	-	11.05	12.44	10.56
Unpaid dividends *	-	-	-	6.13	7.52	9.49
Security Deposits Payable	1.19	10.59	15.10	-	-	-
Derivative instrument fair value liability (Refer Note 24)	-	-	-	10.83	36.23	7.09
Other Payables **	-	-	24.78	299.90	487.34	678.38
	1.19	**10.59**	**39.88**	**942.61**	**751.74**	**705.52**

* There are no amounts due for payment to the Investor Protection Fund as at the year end.

**Includes capital creditors and payable to employees.

13 Provisions	As at					
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non Current			Current		
Provision for Employee Benefits :						
-Provision for Gratuity (Refer note 26)	-	-	-	66.97	35.22	25.89
-Provision for Compensated Absences	2.86	3.08	3.42	43.89	41.13	41.09
Provision for indirect tax under litigation (Refer Note 21)	-	-	-	49.60	44.57	44.57
	2.86	**3.08**	**3.42**	**160.46**	**120.92**	**111.55**

14 Other Liabilities	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
	Current		
Deferred Revenue	66.37	224.70	216.39
Advances from Customers	178.08	173.91	214.61
Statutory Dues *	61.91	80.21	73.06
	306.36	**478.82**	**504.06**

* Statutory dues represents liability on account of various taxes and other dues payable to Government authorities.

	Year ended	
	March 31, 2018	March 31, 2017
15 Revenue From Operations		
Sale of products :		
- Courseware Revenue	576.21	750.65
- Hardware & Accessories Revenue	-	5.78
Sale of Services	3,045.19	2,889.89
- Discounts & Rebates	(2.73)	(13.09)
	3,618.67	**3,633.23**
16 Other Income		
Interest Income	27.58	73.35
Dividend Income from Investments in Associates	181.17	144.93
Profit on sale of Current Investments (Net)	1.62	0.03
Provision / Other Liabilities written back	5.84	5.47
Gain on Sale of Fixed Assets (Net)	3.88	3.63
Gain on foreign currency translation and transaction (Net)	23.74	-
Recovery from Subsidiaries for Management Services	211.82	161.74
Other non-operating income	55.56	24.68
	511.21	**413.83**
17 Employee Benefits Expenses (Refer note 26 and 34)		
Salaries and Benefits	1,425.61	1,374.38
Contribution to Provident and Other Funds	69.56	62.45
Employees Stock Option Expenses	16.82	10.76
Welfare and Other expenses	39.00	37.07
	1,550.99	**1,484.66**

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
		March 31, 2018	March 31, 2017
18	**Finance Costs**		
	Interest Expense	194.89	218.81
	Other Borrowing Costs	-	12.19
		194.89	231.00
19	**Other Expenses**		
	Equipment Hiring	116.33	199.28
	Royalties	31.03	70.85
	Freight and Cartage	6.14	4.96
	Rent	137.65	163.90
	Rates and Taxes	2.37	4.26
	Power & Fuel	53.79	60.22
	Communication	76.22	92.47
	Legal and Professional (refer note 20)	86.25	105.92
	Travelling and Conveyance	207.50	199.88
	Provision for Doubtful Debts	2.85	22.28
	Bad Debts Written off	-	1.01
	Provision for Doubtful Advances	0.26	0.38
	Provision for Unbilled Revenue	-	0.25
	Advances Written off	-	0.10
	Insurance	6.47	6.96
	Repairs and Maintenance		
	- Plant and Machinery	17.64	21.93
	- Buildings	4.26	2.99
	- Others	38.85	50.49
	Consumables	31.00	29.56
	Loss on foreign currency translation and transactions (net)	-	14.21
	Security and Administration Services	29.30	29.86
	Bank Charges	9.03	7.81
	Marketing & Advertising Expenses	250.26	235.29
	Sundry Expenses	15.03	16.53
		1,122.23	1,341.39
20	**Payment To Auditors**		
	Audit Fee	5.73	6.99
	Tax Audit Fee	0.45	0.55
	Limited Review Fee	2.11	1.65
	For other Certification	1.45	0.56
	For reimbursement of expenses (including taxes)	1.06	1.94
		10.80	11.69
21	**Exceptional Items**		
	Income :		
	- Gain on liquidation of subsidiary (net of liquidation expenses)	92.72	-
	- Provision for doubtful loans, debts and other balances written back	-	39.35
	Expenses :		
	- Provision for indirect tax under litigation	(5.03)	-
	- Provision in diminution in the value of investments	(193.59)	-
	- Provision for expenses in Government project	(19.65)	-
		(125.55)	39.35

Exceptional items as above comprise, items of income/(expenditure), arising from ordinary activities of the Company of such size, nature or incidence that their separate disclosure is considered appropriate to better explain the performance for the year.

(i) Pursuant to liquidation of NIIT Antilles NV, Rs. 92.72 Million (net of expenses) has been recognised as exceptional income on account of reversal of provision for diminution in value of investment.

(ii) During the previous year, the Company had collected Rs. 29.70 Million towards loans, debts and other balances recoverable from its wholly owned subsidiary, Mindchampion Learning Systems Limited for which provision was recognised as an exceptional item in the earlier years was written back. Further the Company had written back provision amounting to Rs. 9.65 Million for doubtful debts and advances recoverable, for which provision was recognised as exceptional items in earlier years.

(iii) During the year, the Company has provided for Rs 5.03 Million on account of litigation in Indirect taxes.

(iv) During the year, the Company has evaluated the valuation of its investment in NIIT Yuva Jyoti Limited and has accordingly made a provision for diminution in value of investment amounting to Rs. 193.59 Million.

(v) During the year, the Company has provided for Rs 19.65 Million on account of deduction from the security in one of the Government projects, which is strongly contested by the Company and is under discussion for resolution.

(Amount in Rs. Millions, unless otherwise stated)

22 Income tax expense

		Year ended	
		March 31, 2018	March 31, 2017
(a)	**Income tax expense**		
	Current tax		
	Current tax on profits for the year	6.10	10.44
	Adjustments for current tax for prior periods	(0.84)	(4.69)
	Total current tax expense	**5.26**	**5.75**
	Deferred tax	-	-
	Total deferred tax expense/(benefit)	-	-
	Income tax expense	**5.26**	**5.75**
(b)	**Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**		
	Profit before income tax expense	56.74	(29.54)
	Tax at the Indian tax rate of 34.608%	19.64	(10.22)
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Adjustment for Taxes relating to earlier years	(0.84)	(4.69)
	Tax Paid in Foreign Territory	6.10	10.44
	Disallowance of Expense in relation to exempt income - 14A	0.15	0.13
	Income exempt under section 10 (Dividend from NIIT Technologies limited)	(62.70)	(50.16)
	Deferred Tax adjustment not recognized	42.91	60.25
	Income tax expense	**5.26**	**5.75**

23 **Fair value measurements**

(i) **Fair value hierarchy**

To provide indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard explained below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(ii) **Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices for similar instruments.

- The fair value of forward foreign exchange contracts is determined using Mark to Market Valuation by the respective bank at the balance sheet date.

- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Financial instruments by category and hierarchy of measurement

	March 31, 2018			March 31, 2017			April 1, 2016		
	FVTPL Level 2	FVOCI Level 2	Amortised cost	FVTPL Level 2	FVOCI Level 2	Amortised cost	FVTPL Level 2	FVOCI Level 2	Amortised cost
Financial assets									
Trade receivables	-	-	1,012.73	-	-	852.27	-	-	1,124.90
Cash and cash equivalents	-	-	32.51	-	-	205.40	-	-	109.63
Bank balances other than above	-	-	8.01	-	-	22.87	-	-	25.82
Other financial assets	-	-	464.35	-	-	315.03	-	-	496.69
Derivative financial assets	-	-	-	1.36	16.97	-	-	-	-
Total financial assets	**-**	**-**	**1,517.60**	**1.36**	**16.97**	**1,395.57**	**-**	**-**	**1,757.04**
Financial liabilities									
Borrowings	-	-	1,716.57	-	-	1,792.03	-	-	1,746.08
Trade payables	-	-	665.40	-	-	584.87	-	-	761.82
Other financial liabilities	-	-	318.27	-	-	517.89	-	-	738.31
Derivative financial liabilities	2.45	8.38	-	-	36.23	-	-	7.09	-
Total financial liabilities	**2.45**	**8.38**	**2,700.24**	**-**	**36.23**	**2,894.79**	**-**	**7.09**	**3,246.21**

(Amount in Rs. Millions, unless otherwise stated)

As of March 31, 2018, March 31, 2017 and April 1, 2016, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

24 Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The finance committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 1,012.73 Million as of March 31, 2018 (March 31, 2017 - Rs. 852.27 Million and April 1, 2016 - Rs 1124.90 Million) and unbilled revenue amounting to Rs. 85.08 Million as of March 31, 2018 (March 31, 2017 - Rs. 83.25 Million and April 1, 2016 - Rs. 72.23 Million). Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through individual subsidiaries, government customers and other corporate customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2018:

Reconciliation of loss allowance provision – Trade receivables

Particulars	Amount
Loss allowance on April 1, 2016	**785.41**
Changes in loss allowance	13.77
Loss allowance on March 31, 2017	**799.18**
Changes in loss allowance	0.36
Loss allowance on March 31, 2018	**799.54**

(B) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has outstanding borrowings as term loans and working capital limits from banks. The borrowings are secured by a first charge on the book debts and movable & immovable assets of the Company . However, the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Contractual maturities of financial liabilities (undiscounted):

	Less than1year	Between1 and 2 years	Between 2 and 5 years	Total
March 31, 2018				
Borrowings	905.37	614.70	196.50	1,716.57
Trade payables	665.40	-	-	665.40
Other financial liabilities	327.91	1.19	-	329.10
	1,898.68	**615.89**	**196.50**	**2,711.07**
March 31, 2017				
Borrowings	372.21	612.08	807.74	1,792.03
Trade payables	584.87	-	-	584.87
Other financial liabilities	543.53	10.59	-	554.12
	1,500.61	**622.67**	**807.74**	**2,931.02**
April 1, 2016				
Borrowings	85.00	212.44	1,448.64	1,746.08
Trade payables	761.82	-	-	761.82
Other financial liabilities	705.52	39.88	-	745.40
	1,552.34	**252.32**	**1,448.64**	**3,253.30**

(Amount in Rs. Millions, unless otherwise stated)

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments measured at FVTPL and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The Company has mitigated the interest rate risk on foreign currency term loan by converting it from floating rate to fixed rate through currency swap. Hence, there is no significant challenge of interest rate risk.

(ii) Foreign currency risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP, EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency. The Company evaluates its exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to hedge forecasted cash flows denominated in foreign currency and mitigate such exposure.

The company's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows

	March 31, 2018	March 31, 2017	April 1, 2016
Financial assets			
Trade receivables			
USD	320.76	344.06	299.93
GBP	140.30	117.81	200.01
EUR	140.68	39.55	1.07
Others	63.08	31.09	26.58
Net exposure to foreign currency risk (assets)	**664.82**	**532.51**	**527.59**
Financial liabilities			
Trade payables			
USD	41.57	56.16	47.70
GBP	23.17	4.48	17.11
EUR	29.64	11.79	0.40
Others	49.23	30.73	32.65
Net exposure to foreign currency risk (liabilities)	**143.61**	**103.16**	**97.86**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on Profit and Loss for the year ended March 31, 2018		Impact on Profit and Loss for the year ended March 31, 2017	
Particulars	**Gain on appreciation**	**Loss on depreciation**	**Gain on appreciation**	**Loss on depreciation**
1% appreciation/depreciation in Indian Rupees against following foreign currencies *:				
USD	2.79	(2.79)	2.88	(2.88)
GBP	1.17	(1.17)	1.13	(1.13)
EUR	1.11	(1.11)	0.28	(0.28)
Others	0.14	(0.14)	0.01	(0.01)
	5.21	**(5.21)**	**4.30**	**(4.30)**

* Holding all other variables constant

USD: United States Dollar, GBP: Great Britain Pound sterling, EUR: Euro

Notes to the Financial Statements for the year ended March 31, 2018

Contd..
(Amount in Rs. Millions, unless otherwise stated)

(D) Impact of hedging activities
(a) Disclosure of effects of hedge accounting on financial position

	Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities	Assets	Liabilities					
	March 31, 2018									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	772.13	-	-	4.89	May 2018 to March 2019	1:1	Euro:- 79.37 USD:- 66.66 GBP:- 91.83	(2.44)	2.44
(ii)	Foreign currency borrowing	-	1,400.00	-	1,425.90	April 2018 to July 2020	1:1	USD:-64.01	(2.14)	2.14
	Interest rate risk									
(i)	Interest rate swap	-	Interest on Rs. 1,400 million principal amount	-	5.94	April 2018 to July 2020	1:1	10.25%	(30.29)	30.29
	March 31, 2017									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	561.89	-	18.33	-	April 2017 to March 2018	1:1	Euro:- 74.25 USD:- 68.75 GBP:-86.47	18.33	(18.33)
(ii)	Foreign currency borrowing	-	1,600.00	-	1,628.03	April 2017 to July 2020	1:1	USD:-63.80	(33.05)	33.05
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 1,600 million principal amount		36.23	April 2017 to July 2020	1:1	10.25%	29.14	(29.14)
	April 1, 2016									
	Foreign Exchange Risk									
(i)	Foreign currency borrowing	-	1,600.00	-	1,661.08	April 2016 to July 2020	1:1	USD:-63.80	60.52	(60.52)
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 1,600 million principal amount		7.09	April 2016 to July 2020	1:1	10.25%	(40.34)	40.34

*The foreign exchange forward are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1. The entire amount of foreign currency loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

Notes to the Financial Statements for the year ended March 31, 2018 (Amount in Rs. Millions, unless otherwise stated)

25 **Capital management**

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. To maximise the shareholder value the management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securities premium and all other reserves. Debt includes, foreign currency term loan and other borrowings.

During the financial year, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

(i) **Debt equity ratio:**

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Borrowings	1,716.57	1,792.03	1,746.08
Total Debt (A)	**1,716.57**	**1,792.03**	**1,746.08**
Equity share capital	333.20	331.51	331.01
Other Equity *	7,593.52	7,472.23	7,475.98
Total Equity (B)	**7,926.72**	**7,803.74**	**7,806.99**
Debt equity ratio (A/B)	0.22	0.23	0.22

(ii) **Return on equity** :

Particulars	March 31, 2018	March 31, 2017
Profit after tax (C)	**51.48**	**(35.29)**
Equity share capital	333.20	331.51
Other equity	7,593.52	7,472.23
Total equity (D)	**7,926.72**	**7,803.74**
Return on equity Ratio (%) (C/D)	0.65%	(0.45%)

* includes share application money pending allotment.

26 **Employee Benefits**

A) **Defined Contribution Plans**

The Company makes contribution towards Provident Fund (other than NIIT Limited and certain other domestic subsidiaries), Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in Contribution to Provident and Other Funds in the Statement of Profit and Loss:-

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Employers' Contribution to Provident Fund	25.53	22.10
Employers' Contribution to Superannuation Fund	9.06	9.08
Employers' Contribution to Employees Pension Scheme	19.56	18.37
Employers' Contribution to Employee National Pension System	0.80	0.94
Total	**54.95**	**50.49**

The Company has charged the following costs in Contribution to Provident and Other Funds in the Statement of Profit and Loss for Key Managerial Personnel:

Employers' Contribution to Provident Fund	1.92	1.96
Employers' Contribution to Superannuation Fund	1.69	1.73
Employers' Contribution to Employees Pension Scheme	0.01	0.01
Employers' Contribution to Employee National Pension System	-	0.40
	3.62	**4.10**

B) **Defined Benefit Plans**

I. **Gratuity Fund - Funded**

Particulars

i) **Change in Present value of Obligation:-**

Present value of obligation as at beginning of the year	116.52	104.84
Interest cost	7.69	7.55
Current service cost	12.58	11.14
Past service cost - plan amendments	-	(0.75)
Benefits paid	(13.14)	(14.96)
Acquisition (credit) / cost	0.02	(0.07)
Actuarial (gain)/ loss on obligations		
Actuarial (gain)/ loss on experience	7.63	2.93
Actuarial (gain)/ loss on financial assumption	22.60	5.84
Present value of obligation as at the year end	**153.90**	**116.52**

(Amount in Rs. Millions, unless otherwise stated)

ii) Change in Fair value of Plan Assets	Year ended March 31, 2018	Year ended March 31, 2017
Fair value of Plan Assets as at the beginning of the year	81.30	78.95
Expected return on Plan Assets	5.67	5.97
Contributions	12.63	11.12
Acquisition adjustment	0.02	(0.07)
Benefits Paid	(13.14)	(14.96)
Return on plan assets greater / (lesser) than discount rate	0.45	0.29
Fair value of Plan Assets as at the end of the year	**86.93**	**81.30**

Estimated contributions for the year ended on March 31, 2019 is Rs. 66.97 Million (Previous year Rs. 47.80 Million).

iii) Amount of Asset/ (Obligation) recognised in the Balance Sheet:-	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Assets/(obligation) recognised in Balance Sheet
As at March 31, 2018	86.93	153.90	(66.97)
As at March 31, 2017	81.30	116.52	(35.22)
As at April 1, 2016	78.95	104.84	(25.89)

iv) Gratuity Cost recognised in the Statement of Profit and Loss:-

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current service cost	12.58	11.14
Past service cost - plan amendments	-	(0.75)
Net interest on net defined benefit liability / (asset)	2.03	1.57
Expense recognised in the Statement of Profit and Loss	**14.61**	**11.96**

v) Gratuity Cost recognised through Other Comprehensive Income:-

Particulars	March 31, 2018	March 31, 2017
Actuarial (gain)/ loss - experience	7.63	2.93
Actuarial (gain)/ loss - financial assumptions	22.60	5.84
Return on plan assets (greater) / less than discount rate	(0.45)	(0.29)
Expense recognised through other comprehensive income	**29.78**	**8.48**

vi) Assumptions used in accounting for gratuity plan:-	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Discount Rate (Per Annum)	7.50%	7.00%	7.75%
Future Salary Increase	11% for first 2 years 8% thereafter	6.00%	6.00%
Expected Rate of return on plan assets	8.25%	8.45%	9.10%

Estimates of future salary increase considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

vii) Investment details of Plan Assets:-

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2018	March 31, 2018	March 31, 2018
Discount rate	0.50%	(5.47)	5.82
Salary growth rate	0.50%	5.73	(5.44)
Withdrawal rate	5.00%	(3.68)	3.43

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2017	March 31, 2017	March 31, 2017
Discount rate	0.50%	(3.95)	4.19
Salary growth rate	0.50%	4.21	(4.01)
Withdrawal rate	5.00%	(0.75)	0.59

Notes to the Financial Statements for the year ended March 31, 2018 (Amount in Rs. Millions, unless otherwise stated)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc.

The Company ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Company's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

27 Contingent Liabilities

a) Claims against the Company not acknowledged as debts:-

	March 31, 2018	March 31, 2017	April 1, 2016
- Customers	13.05	33.55	6.13
- Sales Tax/ VAT	-	5.08	-
- Works Contract Tax	31.32	31.32	31.32
- Customs Duty	4.80	4.80	4.80
- Income Tax	53.36	385.25	372.42
- Others*	17.98	17.98	14.44
	120.51	**477.98**	**429.11**

*Pertains to alleged dues towards provident fund payable by vendors of the Company. The Company does not expect any reimbursements in respect of the above.

b) The Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Company. On merits, the Tribunal has allowed some of the issues and dismissed others which were referred back to the assessing officer for fresh examination. The Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal.

At this stage there is no ascertained/quantified demands. Based on legal opinion, the Company has fair chances of obtaining adequate relief before the Hon'ble High Court.

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

c) Guarantees

i. Guarantees issued by bankers outstanding at the end of the year Rs. 1.10 Million (March 31, 2017 - Rs. 1.10 Million and April 1, 2016 - Rs. 1.12 Million).

ii. Corporate Guarantee to National Skill Development Corporation to secure loan of Rs. 85.50 Million (March 31, 2017 - Rs. 90 Million and April 1, 2016 - Rs. 142.64 Million) availed by NIIT Yuva Jyoti Limited, a subsidiary of the Company.

iii. Corporate Guarantee to National Skill Development Corporation to secure them in the event of default on the part of NIIT Yuva Jyoti Limited in making payment towards outstanding royalty amount of Rs. 66.27 Million (March 31, 2017 - Rs. 136.49 Million and April 1, 2016 - Nil).

iv. Corporate Guarantee issued to banks for availing working capital limits on behalf of Mindchampion Learning Systems Limited Rs. 450 Million (March 31, 2017 - Rs. 450 Million and April 1, 2016 - Nil) [Amount Outstanding at year end Nil (March 31, 2017 - Nil and April 1, 2016 - Nil)].

d) Other Monies for which the Company is contingently liable

Standby Letter of Credit is Nil [March 31, 2017 Rs. 486.44 Million (USD 7.5 Million) and April 1, 2016 Rs. 496.31 Million (USD 7.5 Million)] for working capital limits in favour of NIIT (USA) Inc., USA, a subsidiary of the Company, by earmarking working capital facility of NIIT Limited.

28 Capital and Other Commitments

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 209.68 Million (March 31, 2017 - Rs. 287.22 Million and April 1, 2016 - Rs. 508.72 Million).

(b) For commitments related to lease arrangements, refer Note 33.

(c) The Company has issued a letter of support to provide need based financial support to its subsidiaries Mindchampion Learning Systems Limited, NIIT Yuva Jyoti Limited, NIIT GC Limited and NIIT Learning Solutions (Canada) Limited.

29 Earnings Per Share

	Year ended March 31, 2018	Year ended March 31, 2017
Profit attributable to Equity Shareholders (Rs. Million) (A)	51.48	(35.29)
Weighted average number of Equity Shares outstanding during the year (Nos.) – (B)	166,158,905	165,635,165
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	1,856,446	1,979,822
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (C)	168,015,351	167,614,987
Nominal Value of Equity Shares (Rs.)	2	2
Basic Earnings per Share (Rs.) (A/B)	0.31	(0.21)
Diluted Earnings per Share (Rs.) (A/C)	0.30	(0.21)

30 Related Party Transactions :

A. Related party relationship where control exists:

Subsidiaries

1 Mindchampion Learning Systems Limited
2 NIIT Institute of Finance Banking and Insurance Training Limited
3 NIIT Yuva Jyoti Limited
4 NIIT Institute of Process Excellence Limited
5 NIIT USA Inc., USA
6 NIIT Limited, UK
7 NIIT Malaysia Sdn. Bhd, Malaysia
8 NIIT West Africa Limited
9 NIIT GC Limited, Mauritius
10 NIIT (Ireland) Limited
11 NIIT Learning Solutions (Canada) Limited
12 Eagle International Institute Inc. USA (w.e.f. January 3, 2018)
13 Eagle Training Spain, S.L.U. (subsidiary of entity at serial no. 12)
14 NIIT Antilles NV, Netherlands Antilles (liquidated w.e.f. November 23, 2017)
15 PT NIIT Indonesia, Indonesia (under liquidation)
16 NIIT China (Shanghai) Limited, Shanghai
17 NIIT Wuxi Service Outsourcing Training School, China (Memorandum of Understanding was executed to sell on April 1, 2017)
18 Wuxi NIIT Information Technology Consulting Limited, China (agreement to sell entered on March 31, 2018)
19 Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 18)
20 Changzhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 18)
21 Zhangjiagang NIIT Information Services Limited, China
22 Qingdao NIIT Information Technology Company Limited, China (closed w.e.f. January 31, 2018)
23 Chengmai NIIT Information Technology Company Limited, China
24 Chongqing An Dao Education Consulting Limited, China
25 Chongqing NIIT Education Consulting Limited, China
26 NIIT (NingXia) Education Technology Company Limited, China (incorporated w.e.f. May 19, 2017)
27 Dafeng NIIT information technology Co., Limited, China (closed w.e.f. October 25, 2017)
28 Guizhou NIIT information technology consulting Co., Limited, China
29 NIIT (Guizhou) Education Technology Co., Limited, China

B. Other related parties with whom the Company has transacted:

a) Associate (Parties in which Company has substantial interest)

1 NIIT Technologies Limited
2 NIIT GIS Limited
3 NIIT Smart Serve Limited

b) Key Managerial Personnel

1 Rajendra S Pawar (Chairman)
2 Vijay K Thadani (Vice-Chairman & Managing Director)
3 P Rajendran (Joint Managing Director)
4 Rahul Keshav Patwardhan (Chief Executive Officer upto July 31, 2017)
5 Sapnesh Kumar Lalla (Chief Executive Officer w.e.f. August 1, 2017)

(Amount in Rs. Millions, unless otherwise stated)

6 Rohit Kumar Gupta (Chief Financial Officer upto February 28, 2017)

7 Amit Roy (Chief Financial Officer w.e.f. March 1, 2017)

c) Relatives of Key Managerial Personnel

1 Renuka Thadani (Wife of Vijay K Thadani)

2 Veena Oberoi (Sister of Vijay K Thadani)

d) Parties in which the Key Managerial Personnel of the Company are interested

1 NIIT Institute of Information Technology

2 Naya Bazaar Novelties Private Limited

3 NIIT Foundation (formerly known as NIIT Education Society)

4 Pace Industries Private Limited

5 NIIT Network Services Limited

6 NIIT University

C. Key management personnel compensation

	March 31, 2018	March 31, 2017
Short-term employee benefits	61.89	85.48
Post-employment benefits	4.42	7.09
Share based payment	21.05	-
Total compensation	**87.36**	**92.57**

D. Terms and conditions

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

All outstanding balances are unsecured and are repayable in cash.

E. Details of significant transactions with related parties :

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Purchase of Goods	-	-	-	-	0.70	0.70
	(-)	(-)	(-)	(-)	(0.36)	(0.36)
Sale of Fixed Assets	-	-	-	-	0.09	0.09
	(0.10)	(-)	(-)	(-)	(-)	(0.10)
Sale of Goods	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(5.10)	(5.10)
Sale of Services	1,279.21	10.48	-	-	5.32	1,295.01
	(1,072.91)	(3.35)	(-)	(-)	(4.69)	(1,080.95)
Purchase of Services - Professional Technical & Outsourcing Services	64.35	-	-	-	4.74	69.09
	(53.18)	(-)	(-)	(-)	(0.88)	(54.06)
Purchase of Services -Others	-	24.24	-	-	-	24.24
	(-)	(21.58)	(-)	(-)	(7.98)	(29.56)
Recovery from subsidiaries for Management Services	211.82	-	-	-	-	211.82
	(144.57)	(-)	(-)	(-)	(-)	(144.57)
Recovery of Employee Benefits expenses from	-	-	-	-	-	-
	(0.50)	(-)	(-)	(-)	(0.08)	(0.58)
Recovery of Professional Technical & Outsourcing expenses from	-	-	-	-	-	-
	(0.14)	(-)	(-)	(-)	(0.02)	(0.16)
Recovery of other expenses from	66.12	0.29	0.10	-	2.94	69.45
	(42.24)	(0.25)	(0.24)	(-)	(3.02)	(45.75)
Recovery of other expenses from (under the head other income)	-	-	-	-	-	-
	(7.29)	(0.01)	(-)	(-)	(1.46)	(8.76)
Recovery of Professional Technical & Outsourcing expenses by	92.53	-	-	-	-	92.53
	(75.71)	(-)	(-)	(-)	(7.59)	(83.30)
Recovery of other expenses by	43.41	0.05	-	0.98	1.85	46.29
	(12.88)	(0.29)	(-)	(1.02)	(0.17)	(14.36)

(Amount in Rs. Millions, unless otherwise stated)

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Royalty paid	39.56 (46.71)	- (-)	- (-)	- (-)	- (-)	39.56 (46.71)
Investments made	120.00 (160.00)	- (-)	- (-)	- (-)	- (-)	120.00 (160.00)
Loans Given	300.00 (213.00)	- (-)	- (-)	- (-)	- (-)	300.00 (213.00)
Loans Given Received Back	50.00 (520.70)	- (-)	- (-)	- (-)	- (-)	50.00 (520.70)
Inter Corporate Deposits Taken	279.00 (164.00)	- (-)	- (-)	- (-)	- (-)	279.00 (164.00)
Inter Corporate Deposits Repaid	164.00 (85.00)	- (-)	- (-)	- (-)	- (-)	164.00 (85.00)
Interest Income	25.42 (26.20)	- (-)	- (-)	- (-)	- (-)	25.42 (26.20)
Interest expenditure	19.55 (12.51)	- (-)	- (-)	- (-)	- (-)	19.55 (12.51)
Remuneration	- (-)	- (-)	87.36 (92.57)	- (-)	- (-)	87.36 (92.57)
Other Income	- (17.16)	- (-)	- (-)	- (-)	0.98 (-)	0.98 (17.16)
Dividend Income	- (-)	181.17 (144.93)	- (-)	- (-)	- (-)	181.17 (144.93)
Corporate Guarantee Charges (included in Other Non-Operating Income)	3.16 (3.45)	- (-)	- (-)	- (-)	- (-)	3.16 (3.45)

Previous year figures are given in parenthesis.

Refer notes 27 & 28 for Guarantees, collaterals and commitments

F. **Outstanding Balances with related parties :**

Nature of Balances	Subsidiaries	Associates	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Receivables					
March 31, 2018	548.45	0.37	0.19	7.07	556.08
March 31, 2017	421.71	0.19	1.46	10.17	433.53
April 1, 2016	810.62	8.26	0.03	2.90	821.81
Payables					
March 31, 2018	159.56	9.30	0.13	1.59	170.58
March 31, 2017	99.89	3.04	0.14	1.72	104.79
April 1, 2016	173.46	12.48	0.13	8.15	194.22

Refer notes 27 and 28 for guarantees, collaterals and commitments as at the year end.

31 The Company internally develops software tools, platforms and content/courseware. The management estimates that this would result in enhanced productivity and offer more technology based learning products/ solutions to the customers in future. The Company is confident of its ability to generate future economic benefits out of the abovementioned assets. The costs incurred during the year towards the development are as follows:

	Year ended	
Description	March 31, 2018	March 31, 2017
Opening Intangibles asset under development	100.28	13.90
Add:-Expenditure during the Year		
-Salary and other Employee Benefits	67.33	73.69
-Professional & Technical Outsourcing Expense	36.19	25.48
-Rent	3.65	4.20
-Other Expenses	4.92	6.21
Less:-Intangible capitalised during the year	(124.58)	(23.20)
Closing Intangibles asset under development	**87.79**	**100.28**

(Amount in Rs. Millions, unless otherwise stated)

32 The Board of Directors of the Company has, in its meeting held on March 24, 2017, approved the amalgamation of PIPL Management Consultancy and Investment Private Limited ("PMPL") and Global Consultancy and Investment Private Limited ("GCPL") with NIIT Limited ("the Company or NIIT") by way of and in accordance with a scheme of amalgamation as per the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). PMPL and GCPL hold 15.23% & 15.56% equity shares of NIIT Limited respectively and form part of promoter/ promoter group of NIIT Ltd.

From the effective date, pursuant to the Scheme, the entire shareholding of PMPL and GCPL in the Company shall stand cancelled and the equivalent shares of the Company shall be re-issued to the shareholders of PMPL and GCPL as on the record date to be fixed for the purpose.

Pursuant to the proposed amalgamation of PMPL and GCPL with the Company, there will be no change in the promoter's shareholding in the Company. All cost and charges arising out of this proposed scheme of amalgamation shall be borne by the promoter/ promoter group.

The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench and accordingly, not reflected in these financial statements.

33 **Segment Information**

The Company is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Segment Reporting, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Segment Reporting.

As per Ind AS 108 - Operating Segments, where the financial report contains both the consolidated financial statements of a parent as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements, Accordingly, no segment information is disclosed in these standalone financial statements of the Company.

34 **Leases**

Operating Leases:

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

Particulars	March 31, 2018	March 31, 2017
In respect of Premises*	112.57	141.77
In respect of Equipments**	116.33	199.28
In respect of Vehicles	25.08	22.13
	253.98	**363.18**

* Includes payment in respect of premises for office and employee accommodation

** Includes payment in respect of computers, printers and other equipments.

35 **Share based payments**

Employee option plan

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2/- each (Rs. 10/- each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

i) **Summary of options granted under plan:**

Particulars	March 31, 2018		March 31, 2017	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	50.79	5,387,424	48.55	6,086,256
Granted during the year	95.47	1,880,000	80.35	460,000
Exercised during the year	53.09	791,871	48.20	306,953
Forfeited/lapsed during the year	58.64	1,247,475	51.66	851,879
Closing balance	64.64	5,228,078	50.79	5,387,424
Vested and exercisable		1,943,163		1,929,195

The weighted average exercise price per share option at the date of exercise of options exercised during the year ended March 31,2018 was Rs. 53.09 (March 31, 2017 - Rs. 48.20)

No options expired during the periods covered in the above tables.

(Amount in Rs. Millions, unless otherwise stated)

ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Grant date	Vesting date	Expiry date	Exercise price	Fair value	Share options outstanding		
						March 31, 2018	March 31, 2017	April 1, 2016
Grant V								
Vest 3	26-Oct-09	26-Oct-12	26-Oct-17	72.20	36.64	-	538,762	601,582
Grant VI								
Vest 3	23-Jan-10	23-Jan-13	23-Jan-18	69.20	34.74	-	33,690	40,640
Grant VII								
Vest 2	22-Oct-10	22-Oct-12	22-Oct-17	67.65	32.00	-	-	-
Vest 3	22-Oct-10	22-Oct-13	22-Oct-18	67.65	34.35	-	-	-
Grant IX								
Vest 1	21-May-14	20-May-15	20-May-20	35.40	10.66	289,600	316,500	316,800
Vest 2	21-May-14	20-May-16	20-May-21	35.40	11.45	316,200	316,200	376,100
Vest 3	21-May-14	20-May-17	20-May-22	35.40	14.35	317,600	317,600	377,800
Grant X								
Vest 1	28-Aug-14	28-Aug-15	28-Aug-20	49.75	15.50	26,666	46,666	56,666
Vest 2	28-Aug-14	28-Aug-16	28-Aug-21	49.75	16.61	46,666	46,666	123,332
Vest 3	28-Aug-14	28-Aug-17	28-Aug-22	49.75	19.78	46,668	46,668	123,336
Grant XI								
Vest 1	17-Oct-14	17-Oct-15	17-Oct-20	48.50	14.71	-	198,000	200,000
Vest 2	17-Oct-14	17-Oct-16	17-Oct-21	48.50	15.23	-	200,000	200,000
Vest 3	17-Oct-14	17-Oct-17	17-Oct-22	48.50	15.80	-	200,000	200,000
Vest 4	17-Oct-14	17-Oct-18	17-Oct-23	48.50	16.27	-	200,000	200,000
Vest 5	17-Oct-14	17-Sep-19	17-Oct-24	48.50	16.79	-	200,000	200,000
Grant XII								
Vest 1	24-Jun-15	24-Jun-16	24-Jun-21	41.60	13.45	349,999	374,999	483,332
Vest 2	24-Jun-15	24-Jun-17	24-Jun-22	41.60	14.38	349,999	349,999	483,332
Vest 3	24-Jun-15	24-Jun-18	24-Jun-23	41.60	15.07	350,002	350,002	483,336
Grant XIII								
Vest 1	17-Jul-15	17-Jul-16	17-Jul-21	52.15	17.01	242,980	359,973	498,299
Vest 2	17-Jul-15	17-Jul-17	17-Jul-22	52.15	18.21	288,310	418,301	498,299
Vest 3	17-Jul-15	17-Jul-18	17-Jul-23	52.15	19.08	328,388	418,398	498,402
Grant XIV								
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	35,000	35,000	35,000
Grant XV								
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	-	-	30,000
Vest 2	19-Jan-16	19-Jan-18	19-Jan-23	75.65	27.48	-	-	30,000
Vest 3	19-Jan-16	19-Jan-19	19-Jan-24	75.65	28.50	-	-	30,000
Grant XVI								
Vest 1	16-Jun-16	16-Jun-17	16-Jun-22	83.30	30.30	73,326	93,324	-
Vest 2	16-Jun-16	16-Jun-18	16-Jun-23	83.30	31.88	73,326	93,324	-
Vest 3	16-Jun-16	16-Jun-19	16-Jun-24	83.30	33.17	73,348	93,352	-
Grant XVII								
Vest 1	05-Feb-17	05-Feb-18	05-Feb-23	73.60	25.87	46,664	46,664	-
Vest 2	05-Feb-17	05-Feb-19	05-Feb-24	73.60	27.13	46,664	46,664	-
Vest 3	05-Feb-17	05-Feb-20	05-Feb-25	73.60	28.29	46,672	46,672	-
Grant XVIII								
Vest 1	23-Jun-17	23-Jun-18	23-Jun-23	92.55	33.47	393,325	-	-
Vest 2	23-Jun-17	23-Jun-19	23-Jun-24	92.55	36.08	393,325	-	-
Vest 3	23-Jun-17	23-Jun-20	23-Jun-25	92.55	37.61	393,350	-	-
Grant XIX								
Vest 1	27-Jul-17	27-Jul-18	27-Jul-23	88.85	32.06	93,333	-	-
Vest 2	27-Jul-17	27-Jul-19	27-Jul-24	88.85	34.46	93,333	-	-
Vest 3	27-Jul-17	27-Jul-20	27-Jul-25	88.85	35.05	93,334	-	-
Grant XX								
Vest 1	24-Oct-17	24-Oct-18	24-Oct-23	108.10	39.30	139,999	-	-
Vest 2	24-Oct-17	24-Oct-19	24-Oct-24	108.10	43.14	139,999	-	-
Vest 3	24-Oct-17	24-Oct-20	24-Oct-25	108.10	44.96	140,002	-	-

Notes to the Financial Statements for the year ended March 31, 2018 (Amount in Rs. Millions, unless otherwise stated)

iii) **Fair value of options granted**

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market price	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate
Grant V	Vest 3	72.20	61.68%	4.50	7.19%	1.76%
Grant VI	Vest 3	69.20	61.44%	4.50	6.80%	1.76%
Grant VII	Vest 2	67.65	63.40%	3.50	7.56%	1.76%
	Vest 3	67.65	60.71%	4.50	7.73%	1.76%
Grant IX	Vest 1	35.40	39.04%	3.50	8.68%	3.96%
	Vest 2	35.40	37.65%	4.50	8.73%	3.96%
	Vest 3	35.40	48.22%	5.50	8.78%	3.96%
Grant X	Vest 1	49.75	40.75%	3.50	8.78%	3.96%
	Vest 2	49.75	39.51%	4.50	8.73%	3.96%
	Vest 3	49.75	46.99%	5.50	8.70%	3.96%
Grant XI	Vest 1	48.50	42.47%	3.11	8.48%	3.96%
	Vest 2	48.50	41.13%	3.61	8.49%	3.96%
	Vest 3	48.50	40.48%	4.11	8.50%	3.96%
	Vest 4	48.50	39.82%	4.61	8.50%	3.96%
	Vest 5	48.50	39.88%	5.07	8.51%	3.96%
Grant XII	Vest 1	41.60	42.73%	3.50	7.95%	3.50%
	Vest 2	41.60	41.13%	4.50	7.93%	3.50%
	Vest 3	41.60	39.89%	5.50	7.92%	3.50%
Grant XIII	Vest 1	52.15	43.53%	3.50	7.79%	3.50%
	Vest 2	52.15	41.89%	4.50	7.86%	3.50%
	Vest 3	52.15	40.55%	5.50	7.90%	3.50%
Grant XIV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
Grant XV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
	Vest 2	75.65	44.92%	4.50	7.58%	3.50%
	Vest 3	75.65	42.94%	5.50	7.67%	3.50%
Grant XVI	Vest 1	83.30	48.89%	3.50	7.52%	3.01%
	Vest 2	83.30	45.98%	4.50	7.52%	3.01%
	Vest 3	83.30	44.05%	5.50	7.52%	3.01%
Grant XVII	Vest 1	73.60	48.75%	3.50	6.41%	3.01%
	Vest 2	73.60	45.93%	4.50	6.41%	3.01%
	Vest 3	73.60	44.36%	5.50	6.41%	3.01%
Grant XVIII	Vest 1	92.55	47.76%	3.50	6.45%	2.35%
	Vest 2	92.55	46.09%	4.50	6.45%	2.35%
	Vest 3	92.55	43.93%	5.50	6.45%	2.35%
Grant XIX	Vest 1	88.85	47.64%	3.50	6.45%	2.35%
	Vest 2	88.85	45.78%	4.50	6.45%	2.35%
	Vest 3	88.85	43.85%	5.50	6.45%	2.35%
Grant XX	Vest 1	108.10	47.45%	3.50	6.80%	2.35%
	Vest 2	108.10	46.90%	4.50	6.80%	2.35%
	Vest 3	108.10	44.66%	5.50	6.80%	2.35%

(Amount in Rs. Millions, unless otherwise stated)

iv) **Expense arising from share-based payment transactions**

Particulars	March 31, 2018	March 31, 2017
Expenses accounted for during the year based on fair value of options	16.82	10.76

36 Business combinations

(a) Summary of acquisition

During the previous year, the Company had acquired the business from Perceptron Learning Solutions Private Limited ('Perceptron'). The strategic acquisition is expected to bring complementary technology platforms and capabilities to the Company.

The Acquisition was made for an aggregate consideration of Rs. 24.85 Million. Out of the total consideration, an amount of Rs. 14.85 Million was paid upfront during the previous year and Rs. 10 Million is payable based on achievement of performance based milestones. The purchase price has been allocated between the fair values of assets & liabilities based on an independent valuation report as a result of which a goodwill of Rs. 18.35 Million was recognised.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration	Contracted value	Fair values
Cash paid	14.85	14.85
Contingent consideration *	10.00	8.58
Total purchase consideration	**24.85**	**23.43**

*the fair values of contingent consideration represents present value of future payments.

The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	Fair value
Property, plant and equipment	1.75
Trade Receivables	3.96
Trade Payables	(0.63)
Net identifiable assets acquired	**5.08**

Calculation of goodwill	Fair value
Consideration transferred	23.43
Less: Net identifiable assets acquired	(5.08)
Goodwill	**18.35**

(b) Significant judgements

(i) Contingent consideration

The Company is confident that the acquisition will achieve the performance based milestones and the entire contingent consideration would be paid to the seller.

(ii) Acquired receivables

No adjustments have been made to acquire trade receivables.

(iii) Assumed payables

No adjustments have been made to assume trade payables.

The acquired business contributed revenues and profits to the Company as follows:

Particulars	Year Ended	
	March 31, 2018	March 31, 2017
Revenue	46.84	25.30
Profit	5.32	2.85

Purchase consideration - cash flow

Particulars	Year Ended	
	March 31, 2018	March 31, 2017
Outflow of cash to acquire business		
Cash consideration	10.00	14.85
Cash acquired	-	-
Net outflow of cash - investing activities	**10.00**	**14.85**

37 First-time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (The company's date of transition).

In preparing its opening Ind AS balance sheet, The company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments. This exemption has also been used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, The company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

A.1.2 Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement.

Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The company has elected to apply this exemption for such contracts/arrangements.

A 1.3 Investments in subsidiaries, joint ventures and associates

As per Ind AS 27, the Company has an option to value its investments in subsidiaries, joint ventures and associates either at Previous GAAP Value or Fair value as deemed cost. The Company has opted for fair value option for one of its subsidiary (with corresponding impact to opening retained earnings as on transition date) and Previous GAAP values for rest of the subsidiaries as per exemptions available on transition.

A 1.4 Business Combinations

The Company has availed the option to not apply Ind AS 103, retrospectively to business combinations that occurred prior to the transition date.

A 1.5 Share based payment transactions

The Company has availed the option to apply Ind AS 102 Share-based payment to equity instruments that vested before date of transition to Ind AS.

A 1.6 Fair value measurement of financial assets or liabilities at initial recognition

Ind AS 109 requires to initially recognize financial assets and liabilities at fair value and if the fair value differs from transaction price, the difference is recognized as gain or loss. The Company has elected to apply these requirements of initial recognition prospectively to transactions entered on or after the date of transition.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

A.2.2 Hedge Accounting

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. AS a result, only hedging relationships that satisfied the hedge accounting criteria as of April 1, 2016 are reflected as hedges in the Company's results under Ind AS.

The Company had designated various hedging relationships as cash flow hedges under the previous GAAP. On date of transition to Ind AS, the entity had assessed that all the designated hedging relationship qualifies for hedge accounting as per Ind AS 109. Consequently, the Company continues to apply hedge accounting on and after the date of transition to Ind AS.

A.2.3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(Amount in Rs. Millions, unless otherwise stated)

B. Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

B.1 Reconciliation of equity

	Notes	March 31, 2017			April 1, 2016		
		Previous GAAP*	Adjustments	Ind AS	Previous GAAP*	Adjustments	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment	c	388.65	1,102.34	1,490.99	398.03	1,109.66	1,507.69
Investment property	c	-	0.56	0.56	-	0.56	0.56
Goodwill	d	17.47	0.88	18.35	-	-	-
Other intangible assets	d	150.26	(4.05)	146.21	253.04	(7.57)	245.47
Intangible Assets under Development		100.28	-	100.28	13.90	-	13.90
Financial Assets							
Investments	b	7,611.82	22.60	7,634.42	7,423.11	34.11	7,457.22
Other Financial Assets		58.47	-	58.47	57.78	-	57.78
Deferred Tax Assets	h	187.91	(103.77)	84.14	187.91	(103.77)	84.14
Other Non-Current Assets	c	1,136.43	(835.66)	300.77	1,045.10	(655.19)	389.91
Total Non-current assets		**9,651.29**	**182.90**	**9,834.19**	**9,378.88**	**377.79**	**9,756.67**
Current Assets							
Inventories		8.72	-	8.72	44.93	-	44.93
Financial Assets							
Trade Receivables	f, g	999.54	(147.27)	852.27	1,205.85	(80.95)	1,124.90
Cash and Bank Balances		205.40	-	205.40	109.63	-	109.63
Cash and Bank Balances other than above		22.87	-	22.87	25.82	-	25.82
Other Financial Assets	e, g	150.16	124.73	274.89	425.99	12.92	438.91
Other Current Assets	g	95.88	43.36	139.24	139.84	38.62	178.46
Total Current Assets		**1,482.57**	**20.82**	**1,503.39**	**1,952.06**	**(29.41)**	**1,922.65**
TOTAL ASSETS		**11,133.86**	**203.72**	**11,337.58**	**11,330.93**	**348.39**	**11,679.32**
EQUITY AND LIABILITIES							
EQUITY							
Equity Share Capital		331.51	-	331.51	331.01	-	331.01
Other Equity	j	7,752.75	(282.74)	7,470.01	7,786.12	(310.14)	7,475.98
Share Application Money Pending Allotment		2.22	-	2.22	-	-	-
TOTAL EQUITY		**8,086.48**	**(282.74)**	**7,803.74**	**8,117.13**	**(310.14)**	**7,806.99**
LIABILITIES							
Non-Current Liabilities							
Financial Liabilities							
Long-Term Borrowings		1,419.82	-	1,419.82	1,661.08	-	1,661.08
Other Financial Liabilities		10.59	-	10.59	39.88	-	39.88
Provisions		3.08	-	3.08	3.42	-	3.42
		1,433.49	-	1,433.49	1,704.38	-	1,704.38
Current Liabilities							
Financial Liabilities							
Borrowings		164.00	-	164.00	85.00	-	85.00
Trade Payables	d	586.51	(1.64)	584.87	766.88	(5.06)	761.82
Other Financial Liabilities	c	471.72	280.02	751.74	245.04	460.48	705.52
Provisions		120.92	-	120.92	111.55	-	111.55
Other Current Liabilities	g	270.74	208.08	478.82	300.96	203.10	504.06
		1,613.89	486.46	2,100.35	1,509.43	658.52	2,167.95
TOTAL		**11,133.86**	**203.72**	**11,337.58**	**11,330.93**	**348.39**	**11,679.32**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this Note.

(Amount in Rs. Millions, unless otherwise stated)

B.2 Reconciliation of total comprehensive income for the year ended March 31, 2017

	Notes	March 31, 2017 Previous GAAP*	March 31, 2017 Adjustments	March 31, 2017 Ind AS
INCOME				
Revenue from Operations	g	3,662.86	(29.63)	3,633.23
Other Income	b	425.34	(11.51)	413.83
Total Revenue		**4,088.20**	**(41.14)**	**4,047.06**
EXPENSES				
Cost of Material Consumed				
Purchase of stock-in-trade		88.45	-	88.45
Changes in inventories of stock-in-trade		36.21	-	36.21
Employee Benefits Expenses	a, e	1,482.38	2.28	1,484.66
Professional & Technical Outsourcing Expenses	g	709.01	(16.30)	692.71
Finance Costs	d	226.16	4.84	231.00
Depreciation and Amortisation Expenses	c, d	240.02	1.51	241.53
Other Expenses	f, g	1,390.27	(48.88)	1,341.39
Total Expenses		**4,172.50**	**(56.55)**	**4,115.95**
Profit/ (Loss) before Exceptional items and Tax		**(84.30)**	**15.41**	**(68.89)**
Exceptional items		39.35	-	39.35
Profit before Tax		**(44.95)**	**15.41**	**(29.54)**
Tax expense:				
- Current Tax		5.75	-	5.75
- Deferred tax		-	-	-
Profit for the period		**(50.70)**	**15.41**	**(35.29)**
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
a) Remeasurement of the net defined benefit liability / asset	a	-	**(8.48)**	**(8.48)**
b) Fair value changes on cash flow hedges, net	i	-	**5.25**	**5.25**
Total other comprehensive income, net of tax		-	**(3.23)**	**(3.23)**
Total comprehensive income for the period		**(50.70)**	**12.18**	**(38.52)**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this Note.

B.3 Reconciliation of cash flows

	March 31, 2017 Previous GAAP	March 31, 2017 Adjustments	March 31, 2017 Ind AS
Net cash flow from operating activities	315.58	(16.35)	299.23
Net cash flow from investing activities	(88.68)	6.68	(82.00)
Net cash flow from financing activities	(131.11)	-	(131.11)
Net increase / (decrease) in cash and cash equivalents	95.80	(9.68)	86.12
Cash and cash equivalents as at April 1, 2016	109.63	-	109.63
Cash and cash equivalents as at March 31, 2017	**205.43**	**(9.68)**	**195.75**

(Amount in Rs. Millions, unless otherwise stated)

B.4 Reconciliation of equity

Particulars	As at March 31, 2017	As at April 01, 2016
Total equity (Shareholders' funds) as per previous GAAP (including share application money pending allotment)	**8,086.48**	**8,117.13**
Add /(Less) : Adjustment under Ind AS		
Change in pattern of recognition of revenue based on identified performance obligations (net of related expenses)	(164.72)	(164.48)
Reversal of provision recognised on trade receivables as per Expected Credit Loss	(45.16)	(80.95)
Interest accretion on deferred payment liabilities	(10.28)	(5.42)
Additional depreciation on assets recognised	(12.79)	(5.46)
Depreciation and amortisation impact on assets purchased under deferred credit terms	8.76	2.94
Recognition of share based payments measured at fair value on grant date	22.62	12.89
Fair value measurement of Optionally Convertible Debentures	108.79	120.30
Fair value measurement of Investment in subsidiary	(86.19)	(86.19)
Reversal of deferred tax assets	(103.77)	(103.77)
Total equity as per Ind AS	**7,803.74**	**7,806.99**

B.5 Reconciliation of total comprehensive income

Particulars	Year ended March 31, 2017
Net profit / (loss) after tax as per Previous GAAP	(50.70)
Add /(Less) : Adjustment under Ind AS	
Change in pattern of recognition of revenue based on identified performance obligations (net of related expenses)	(0.22)
Fair value measurement of Optionally Convertible Debentures	(11.51)
Recognition of share based payments measured at fair value on grant date	(10.76)
Re-measurement gains and losses on defined benefit obligation	8.48
Reversal of provision recognised on trade receivables as per Expected Credit Loss	35.79
Interest accretion on deferred payment liabilities	(4.86)
Additional depreciation on assets recognised	(7.33)
Depreciation and amortisation impact on assets purchased under deferred credit terms	5.82
Net profit / (loss) after tax as per Ind AS (A)	**(35.29)**
Other comprehensive income / (loss), net of income tax	(3.23)
Total (B)	**(3.23)**
Total comprehensive income / (loss) as reported under Ind AS (A+B)	**(38.52)**

C. **Notes to first-time adoption:**

a. **Remeasurement of post-employment benefit obligations**

Under Ind AS, Remeasurement i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in Other Comprehensive Income instead of statement of profit or loss. Under the previous GAAP, these Remeasurement were forming part of the statement of profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2017 has been increased by Rs. 8.48 Million and the same has been recognised in Other Comprehensive Income. There is no impact on the other equity as at March 31, 2017.

b. **Fair valuation of investments**

Under Previous GAAP, investments in equity instruments and OCDs were classified as long-term investments, based on its intended holding period. These long-term investments were carried at cost less provision, other than temporary decline in the value of such investments. Under Ind AS, investments in equity instruments are required to be measured at cost or fair value based on policy choices adopted by the Company. However, investments in OCDs are required to be necessarily measured at fair value. As a result the investment in the equity instrument of one of the subsidiaries, NIIT Yuva Jyoti Limited has reduced by Rs 86.19 Million and Investments in the OCDs in Mindchampion Learning Systems Limited has increased by Rs 120.30 Million as at April 1, 2016. This has resulted in the increase in other equity by Rs 34.11 Million as at April 1, 2016. During the year ended March 31, 2017 Investments in OCDs in Mindchampion Learning Systems Limited has increased by Rs. 14.49 Million and Investments in OCDs in NIIT Yuva Jyoti Limited has reduced by Rs. 26 Million. This has resulted in the reduction in the profit and loss for the year ended March 31, 2017 by Rs. 11.51 Million.

c. **Recognition of property, plant and equipment**

Under Ind AS based on principles of substance over form the Company has recognised Land and Building under property, plant and equipment despite the fact that as per the agreement the title of the same would be transferred upon making final payment to the seller. Hence the Company has recognised land and building amounting to Rs. 690.61 Million and Rs 419.61 Million (net of accumulated depreciation) respectively under property, plant and equipment as at April 1, 2016. The Company has also recognised other financial liability (other payables) amounting to Rs 280.02 Million as at March 31, 2017 (April 1, 2016 - Rs. 460.48 Million) and derecognised other non current asset (capital advances) amounting to Rs 835.66 Million as at March 31, 2017 (April 1, 2016 - Rs 655.19 Million) as a result of this change. This has reduced other equity by Rs 5.46 Million as at April 1, 2016 on account of accumulated depreciation on building till that date. Further the depreciation amounting to Rs 7.32 Million has been charged to the statement of profit and loss during the year ended on March 31, 2017.

Further under previous GAAP, Investment property was part of property, plant and equipment, however as per Ind AS this requires a separate disclosure. Accordingly amount of Rs 0.56 Million has reclassified from property, plant and equipment to investment property as at April 1, 2016.

d. **Interest accretion on deferred payment liabilities**

Under previous GAAP, long term liabilities were recognised at transaction value. Under Ind AS, these financial liabilities are required to be recognised initially at their fair value and subsequently at amortised cost. As a result, these financial liabilities have decreased by Rs. 1.64 Million as at

March 31, 2017 (April 1, 2016 – Rs. 5.06 Million). The profit for the year ended March 31, 2017 decreased by Rs. 4.84 Million due to interest accretion on deferred payment liabilities.

Consequently Goodwill have been initially reduced by Rs 1.42 Million and respective amortization have been reversed by Rs. 2.30 Million during the year ended March 31, 2017. (Net impact on Goodwill is Rs. 0.88 Million).

Further other intangible assets have been reduced by Rs. 4.05 Million as at March 31, 2017 (Rs. 7.57 Mn as at April 01, 2016) and the profit has increased by Rs. 3.51 Million during the year ended March 31, 2017 on account of reversal of amortization and other equity has reduced by Rs. 2.52 Million as at April 1, 2016.

e. **Share based payments**

Under the previous GAAP, the cost of equity settled employee share-based plan was recognized using intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognized based on fair value of the options as at grant date. Therefore, the amount recognised in share option outstanding account (under other equity) as on March 31, 2017 increased by Rs. 20.46 Million (April 1, 2016 - Rs. 37.33 Million). Consequently, profit before tax for the year ended March 31, 2017 has decreased by Rs. 10.76 Million. Also, an amount of Rs. 22.63 Million (April 1, 2016 - Rs. 12.92 Million) was recognized as recoverable from subsidiaries on account of Employee stock option expense.

f. **Provision recognised on trade receivables as per Expected Credit Loss**

As per Ind AS, the Company is required to apply expected credit loss model for recognising the allowance for doubtful debts. As a result, the allowance for doubtful debts increased by Rs. 45.17 Million as at March 31, 2017 (April 1, 2016 – Rs. 80.95 Million) with consequential decrease in other equity. The profit for the year ended March 31, 2017 increased by Rs. 35.79 Million due to reversal of allowance for doubtful debts under expected credit loss model.

g. **(i) Deferred Revenue**

Under previous GAAP, revenue is recognised once the risk and rewards is transferred in a transaction and reliable estimation can be made for its ultimate collectability. However under Ind AS, revenue recognition criteria is applied separately to each components of a single transaction in order to reflect the substance of the transaction considering the perspective of the customer. Accordingly, there has been change in the timing of revenue recognition. Consequent to this change, the amount of deferred revenue increased by Rs. 208.08 Million as at March 31, 2017 (April 1, 2016 Rs. 203.10 Million). The revenue from operations for the year ended March 31, 2017 decreased by Rs. 5.02 Million.

As a result of such adjustment in revenue, its corresponding cost has been deferred. Consequently, the amount of prepaid expense increased by Rs. 43.36 Million as at March 31, 2017 (April 1, 2016 Rs. 38.62 Million). The Professional & Technical Outsourcing Expenses for the year ended March 31, 2017 decreased by Rs. 16.30 Million.

(ii) Revenue & reimbursement of expenses on net basis

Under Previous GAAP, the Company recognized the reimbursement of expenses under the head revenue from operations, with the corresponding expenses in the statement of profit and loss. However, under Ind AS, the Company is recognizing the reimbursement of expenses net of corresponding revenue. As a result of this change there is decrease in revenue from operations Rs.11.52 Million for the year ended March 31, 2017. This has also resulted in the reclassification of trade receivables to other financial assets amounting to Rs 102.10 Million as at March 31, 2017.

(iii) Revenue net of trade discount and rebate

Under Previous GAAP, the Company recognized the trade discount and rebate under the head other expenses in the statement of profit and loss. However, under Ind AS, the trade discount and rebate is adjusted with the revenue. As the result of this change the revenue and other expense is decreased by Rs. 13.09 Million for the year ended March 31, 2017.

h. **Deferred tax asset**

The Company has carried out a review of recoverability of Deferred Tax Asset ('DTA') recognised in the previous GAAP financial statements as on March 31, 2016. Based on above, considering future business plans of the Company and other circumstances which were existing as on that date, the management has determined the DTA would not have been recognised under Ind AS 12 . Accordingly, the opening balance of DTA amounting to Rs. 103.77 Million has been reversed in the other equity as on April 1, 2016.

i. **Change in fair value of forward contracts designated as cash flow hedges**

Under Ind AS, changes in the fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized through other comprehensive income.

j. **Retained earnings**

Retained earnings as at March 31, 2017 and April 1, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

38 The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements, are based on the previously issued financial statements prepared in accordance with accounting principles generally accepted in India and were audited by a firm other than S.R. Batliboi & Associates LLP, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS.

Signatures to Notes '1' to '38' above of these Financial Statements.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

Prashant Singhal
Partner
Membership No. 93283

Place: Gurugram
Date: May 16, 2018

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Place: Gurugram
Date: May 16, 2018

INDEPENDENT AUDITORS' REPORT

To the Members of NIIT Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of NIIT Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated IND AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associate as at March 31, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of 23 subsidiaries whose Ind AS financial statements include total assets of Rs. 2,191 million and net assets of Rs. 492 million as at March 31, 2018, and total revenues of Rs. 2,477 million and net cash outflows of Rs. 233 million for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

(b) The comparative financial information of the Group including its associate for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these consolidated Ind AS financial statements, are based on the previously issued consolidated financial statements prepared in accordance with accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated May 17, 2017 and May 10, 2016 respectively expressed an unmodified opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Group on transition to the Ind AS, which have been audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matters' paragraph we report, to the extent applicable, that:

(a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company, subsidiary companies and associate company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company, subsidiary companies and associate company respectively and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its other subsidiary companies incorporated in India, none of the directors of the Group's companies, its associate incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the of the Holding Company and its subsidiary companies and associate company incorporated in India, refer to our separate report in "Annexure 1" to this report;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matters' paragraph:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate – Refer Note- 35 to the consolidated Ind AS financial statements;

   ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2018.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate incorporated in India during the year ended March 31, 2018. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Indian subsidiary Companies part of the Group.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Prashant Singhal
Partner
Membership Number: 93283

Place: Gurugram
Date: May 16, 2018

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF NIIT LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated IND AS financial statements of NIIT Limited as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of NIIT Limited (hereinafter referred to as the "Holding Company") its subsidiary companies and its associate company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding Company, its subsidiary companies and its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate company which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Prashant Singhal
Partner
Membership Number: 93283

Place: Gurugram
Date: May 16, 2018

CONSOLIDATED BALANCE SHEET

(Amount in Rs. Millions, unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3	1,526.29	1,594.11	1,710.75
Investment property	4	0.56	0.56	0.56
Goodwill	5	318.49	22.70	4.21
Other Intangible assets	5	346.11	323.24	461.48
Intangible assets under development	5	279.06	146.78	17.33
Investment in associate	41	6,037.65	5,858.17	5,589.65
Financial Assets				
Trade receivables	6	0.43	16.15	79.08
Other financial assets	7	98.32	90.81	85.73
Deferred tax assets	8	231.26	263.84	188.86
Other non-current assets	9	475.46	379.17	492.88
Total non-current assets		**9,313.63**	**8,695.53**	**8,630.53**
Current Assets				
Inventories	10	28.30	17.99	68.88
Financial Assets				
Trade receivables	6	1,651.14	1,686.61	2,211.78
Cash and cash equivalents	11(i)	1,090.22	1,048.08	851.41
Bank balances other than above	11(ii)	190.80	222.24	34.30
Other financial assets	7	1,294.97	1,845.77	1,281.43
Other current assets	9	448.62	444.69	435.46
Total current assets		**4,704.05**	**5,265.38**	**4,883.26**
Assets classified as held for sale	51	6.85	-	-
TOTAL ASSETS		**14,024.53**	**13,960.91**	**13,513.79**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	12	333.20	331.51	331.01
Other equity	13			
Reserves and Surplus	13 (i)	6,732.89	6,295.99	5,907.63
Other Reserves	13 (ii)	163.58	206.79	346.20
Share application money pending allotment		0.35	2.22	-
Equity attributable to owners of NIIT Limited		**7,230.02**	**6,836.51**	**6,584.84**
Non controlling interests	40	95.55	96.93	85.43
TOTAL EQUITY		**7,325.57**	**6,933.44**	**6,670.27**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	14	927.82	1,553.35	1,913.46
Other financial liabilities	17	5.83	18.34	43.79
Deferred tax liabilities	8	784.07	751.34	699.40
Provisions	18	2.94	3.19	3.64
Other non-current liabilities	19	6.18	7.03	20.65
Total non-current liabilities		**1,726.84**	**2,333.25**	**2,680.94**
Current Liabilities				
Financial Liabilities				
Borrowings	15	207.08	-	145.59
Trade payables	16	1,615.63	1,088.46	1,823.67
Other financial liabilities	17	2,229.68	2,424.77	1,020.64
Provisions	18	222.18	172.11	159.49
Other current liabilities	19	697.55	1,008.88	1,013.19
Total current liabilities		**4,972.12**	**4,694.22**	**4,162.58**
TOTAL LIABILITIES		**6,698.96**	**7,027.47**	**6,843.52**
TOTAL EQUITY AND LIABILITIES		**14,024.53**	**13,960.91**	**13,513.79**

The accompanying Notes form an integral part of these Consolidated Financial Statements.
As per our report of even date

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
INCOME			
Revenue from operations	20	8,505.03	8,451.51
Other Income	21	85.83	137.35
Total income		**8,590.86**	**8,588.86**
EXPENSES			
Purchase of stock-in-trade		270.34	246.78
Change in inventories of stock-in-trade	10	(10.31)	50.89
Employee benefits expense	22	3,797.67	3,721.10
Professional & technical outsourcing expenses		1,713.46	1,539.01
Finance costs	23	193.68	257.92
Depreciation and amortisation expenses	3 & 5	401.05	456.69
Other expenses	24	2,055.14	2,318.44
Total expenses		**8,421.03**	**8,590.83**
Profit/ (Loss) before exceptional items, Share of Profit of an associate and tax		**169.83**	**(1.97)**
Exceptional items	26	6.84	16.18
Profit before tax and Share of profit of an associate		**176.67**	**14.21**
Share of profit of an associate		660.87	590.96
Profit before tax		**837.54**	**605.17**
Income Tax expense:			
Current tax		30.90	136.57
Deferred tax	8	169.82	47.75
Total tax expense		**200.72**	**184.32**
Profit for the year		**636.82**	**420.85**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
a) Remeasurement of the defined benefit obligation	31	(33.87)	(11.00)
b) Exchange differences on translation of foreign operations	13 (ii)	(1.31)	(175.79)
c) Income tax relating to these items	31	(0.15)	0.09
		(35.33)	**(186.70)**
Items that will be reclassified subsequently to profit or loss			
a) Fair value changes on cash flow hedges, net	29(D)	(2.44)	5.25
		(2.44)	**5.25**
Other comprehensive income for the year, net of tax		**(37.77)**	**(181.45)**
Total comprehensive income for the year		**599.05**	**239.40**
Profit attributable to			
Owners of NIIT Limited		624.65	409.29
Non-controlling interests		12.17	11.56
		636.82	**420.85**
Other comprehensive income attributable to:			
Owners of NIIT Limited		(37.77)	(181.45)
Non-controlling interests		-	-
		(37.77)	**(181.45)**
Total comprehensive income attributable to			
Owners of NIIT Limited		586.88	227.84
Non-controlling interests		12.17	11.56
		599.05	**239.40**
Earnings per equity share (Face Value Rs. 2 each):	34		
Basic		3.76	2.47
Diluted		3.72	2.44

The accompanying Notes form an integral part of these Consolidated financial statements.
As per our report of even date

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

NIIT

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Amount in Rs. Millions, unless otherwise stated)

a) Equity Share Capital

Particulars	Number	Amount
Equity share of INR 2 each issued, subscribed and fully paid		
Balance as at April 1, 2016	**165,501,233**	**331.01**
Issue of share capital (note-12)	248,653	0.50
Balance as at March 31, 2017	**165,749,886**	**331.51**
Issue of share capital (note-12)	843,505	1.69
Balance as at March 31, 2018	**166,593,391**	**333.20**

b) Other Equity

Particulars	Reserves and Surplus						Other Reserves		Total other equity	Non-Controlling Interests	Total
	Capital Reserve	Securities Premium Reserve	Employees Stock Option Outstanding	General Reserve	Retained Earnings	Government Grant - Fund	Hedging Reserve Account	Currency Translation Reserve			
Balance as at April 1, 2016	**5,172.27**	**578.29**	**43.79**	**1,134.60**	**(1,023.61)**	**2.29**	**(51.46)**	**397.66**	**6,253.83**	**85.43**	**6,339.26**
Profit for the year	-	-	-	-	409.29	-	-	-	409.29	11.56	420.85
Other comprehensive income (net of tax)	-	-	-	-	(10.91)	-	5.25	(175.79)	(181.45)	-	(181.45)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**398.38**	**-**	**5.25**	**(175.79)**	**227.84**	**11.56**	**239.40**
Income recognised during the year	-	-	-	-	-	(1.98)	-	-	(1.98)	-	(1.98)
Additions during the year on account of exercise of Share Option Outstanding Account	-	15.39	(3.31)	-	-	-	-	-	12.08	-	12.08
Employee Stock option expense	-	-	20.46	-	-	-	-	-	20.46	-	20.46
Purchase from Non controlling interests	-	-	-	-	-	-	-	-	-	(0.06)	(0.06)
Share in Reserves of Associate	(0.01)	14.77	9.62	0.09	(65.05)	-	31.13	-	(9.45)	-	(9.45)
Balance as at March 31, 2017	**5,172.26**	**608.45**	**70.56**	**1,134.69**	**(690.28)**	**0.31**	**(15.08)**	**221.87**	**6,502.78**	**96.93**	**6,599.71**
Balance as at April 1, 2017	**5,172.26**	**608.45**	**70.56**	**1,134.69**	**(690.28)**	**0.31**	**(15.08)**	**221.87**	**6,502.78**	**96.93**	**6,599.71**
Profit for the year	-	-	-	-	624.65	-	-	-	624.65	12.17	636.82
Other comprehensive income (net of tax)	-	-	-	-	(34.02)	-	(2.44)	(1.31)	(37.77)	-	(37.77)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**590.63**	**-**	**(2.44)**	**(1.31)**	**586.88**	**12.17**	**599.05**
Income recognised during the year	-	-	-	-	-	-	-	-	-	-	-
Additions during the year on account of exercise of Share Option Outstanding Account	-	49.13	(6.90)	-	-	-	-	-	42.23	-	42.23
Employee Stock option expense	-	-	30.74	-	-	-	-	-	30.74	-	30.74
Purchase from Non controlling interests	-	-	-	-	-	-	-	-	-	(13.55)	(13.55)
Share in Reserves of Associate	0.01	8.26	18.23	-	(252.89)	(0.31)	(39.46)	-	(266.16)	-	(266.16)
Balance as at March 31, 2018	**5,172.27**	**665.84**	**112.63**	**1,134.69**	**(352.54)**	**-**	**(56.98)**	**220.56**	**6,896.47**	**95.55**	**6,992.02**

The accompanying notes form an integral part of these consolidated financial statements.
As per our report of even date.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

(Amount in Rs. Millions, unless otherwise stated)

	Year ended March 31, 2018		Year ended March 31, 2017	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Profit/ (Loss) before exceptional items, Share of Profit of an associate and tax		**169.83**		**(1.97)**
Adjustments for:				
Depreciation and Amortisation	401.05		456.69	
Finance Cost	188.55		241.24	
Interest Income	(12.17)		(58.50)	
Unwinding of discount- Interest Income	(5.98)		(12.72)	
Unwinding of discount- Interest Expenses	5.13		16.68	
Profit on sale of Fixed Assets	(5.69)		(2.57)	
Profit on Sale of Current Investment	(3.48)		(0.03)	
Provision for Doubtful Debts	40.59		94.93	
Bad Debts written off	2.66		-	
Provision for Doubtful Advances	8.04		0.63	
Provision for Unbilled Revenue	28.15		53.78	
Provision for Slow/ Non-moving Inventory	32.02		27.72	
Government Grants	(0.31)		(1.98)	
Advances Written off	1.06		0.50	
Liabilities/ Provisions no longer required written back	(1.73)		(6.66)	
Unrealised Foreign Exchange (Gain)/ Loss	(14.33)		16.29	
Employees Stock Option Expenses	30.74	**694.30**	20.46	**846.46**
Operating cash flow before working capital changes		**864.13**		**844.49**
Changes in working capital				
Increase/ (Decrease) in Trade Payables	297.89		(923.83)	
(Decrease) in Other Non Current Financial Liabilities	(12.51)		(25.45)	
(Decrease) in Other Non Current Liabilities	(0.85)		(13.62)	
(Decrease) in Other Current Liabilities	(381.99)		(4.31)	
Increase/ (Decrease) in Other Financial Liabilities Current	(402.13)		1,374.22	
(Decrease) in Long-Term Provisions	(0.25)		(0.45)	
Increase in Short-Term Provisions	16.20		1.62	
Decrease in Current Trade Receivables	50.01		587.57	
Decrease in Non Current Trade Receivables	21.70		75.65	
(Increase)/ Decrease in Inventories	(42.33)		23.17	
(Increase) in Other Non Current Assets	(8.89)		(1.37)	
(Increase)/ Decrease in Other Current Assets	79.87		(42.03)	
(Increase) / Decrease in Other Bank Balances	31.44		(187.94)	
(Increase)/ Decrease in Other Financial Assets-Current	519.05		(598.05)	
(Increase) in Other Financial Assets-Non Current	(7.51)		(5.08)	
(Increase) in Assets classified as held for sale	(6.85)	**152.85**	-	**260.10**
Net cash generated from operations before tax		**1,016.98**		**1,104.59**
Direct Tax- (paid including TDS)/ refund received (net)		(150.21)		(14.01)
Net Cash from Operating activities before Exceptional Items		**866.77**		**1,090.58**
Exceptional Items (Other than those disclosed in movement in working capital)		6.84		16.18
Net Cash from operating activities (A)		**873.61**		**1,106.76**
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of Fixed Assets (including Capital Work-in-progress, internally developed intangibles and Capital Advances)		(641.01)		(612.77)
Proceeds from sale of property, plant and equipments		4.54		-
Acquisition of business (refer note 43)		(69.97)		(14.85)
Sale of mutual funds		698.98		0.03
Purchase of mutual funds		(695.50)		-
Purchase of shares in subsidiary from minority		(13.55)		(0.06)
Dividend received from Associate		181.17		144.93
Interest received		18.36		58.18
Net Cash used in Investing activities (B)		**(516.98)**		**(424.54)**

CONSOLIDATED STATEMENT OF CASH FLOWS

Contd..

(Amount in Rs. Millions, unless otherwise stated)

	Year ended March 31, 2018	Year ended March 31, 2017
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Share application money	0.35	2.22
Issue of shares under Employees stock option scheme	41.70	12.58
Term Loan repaid	(200.00)	-
Repayment of long term borrowings	(4.50)	(52.64)
Proceeds from short term borrowings	195.41	270.00
Repayment of short term borrowings	(61.93)	(415.59)
Repayment of Notes Payable	(3.92)	-
Proceeds relating to cash credits (Net)	11.67	-
Interest paid	(187.35)	(247.94)
Dividend paid	(1.39)	(1.97)
Net Cash used in Financing activities (C)	**(209.96)**	**(433.34)**
Net Increase in cash & cash equivalents during the year (A) + (B) + (C)	**146.67**	**248.88**
Adjustment on account of Foreign Exchange Fluctuations	(104.53)	(52.21)
Cash and Cash equivalents as at the beginning of the year (Note 1)	1,048.08	851.41
Cash and cash equivalents as at the end of the year	**1,090.22**	**1,048.08**

Notes : Reconciliation of cash and cash equivalents as per the consolidated statement of cash flow

1) Cash and cash equivalents as per the above comprise of the following

Balance with banks		
Current Accounts	1,051.01	996.36
Bank deposits with original maturity of 3 months or less	20.74	26.25
Cheques and drafts on hand	15.68	17.71
Cash on hand	2.79	7.76
Cash and cash equivalents as at the end of the year	**1,090.22**	**1,048.08**

2) Figures in parenthesis indicate cash outflow.

3) Amendment to Ind AS 7

Effective April 1, 2017, the Group adopted the amendments to Ind AS 7, which require the entities to provide the disclosures that enable users of financials statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on financial statements.

The accompanying Notes form an integral part of these Consolidated Financial Statements.

As per our report of even date

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

1 **Corporate Information**

NIIT Limited ('the Company') is a talent development Company which was set up in 1981. NIIT ('the Company') currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions.

The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered place of business of the Company is : 8 Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

2 **Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) **Basis of preparation**

(i) **Compliance with Ind AS**

These consolidated financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The said financial statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Group.

The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the Previous GAAP, for purposes of Ind AS 101. Refer note 53 for an explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the consolidated financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million, with two decimals, except per share data and unless stated otherwise.

The consolidated financial statements were authorised for issue by the Board of Directors of the Company on May 16, 2018.

(ii) **Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following:
- financial assets and liabilities (including derivative instruments) are measured at fair value
- defined benefit plans – plan assets measured at fair value
- share-based payments (ESOP's)

b) **Basis of consolidation**

(i) **Subsidiaries:** Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases to exist.

(ii) **Associate:** Associate is the entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associate is accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

The details of associate company (company over which the Company exercises significant influence, which have been consolidated on "Equity Method") are as follows: (Reporting date used for consolidation :- March 31, 2018)

Name of Associate Company	NIIT Technologies Limited Description of Business :- Software Services & Solutions and Integrated Systems	
	As at March 31, 2018	As at March 31, 2017
Proportion of ownership interest and voting power	23.58%	23.62%

Reference in these consolidated financial statements to "the Group" shall mean to include NIIT Limited, its subsidiaries and associate, consolidated in these financial statements, unless otherwise stated.

(iii) **Equity method :** Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associate is recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of associate.

Unrealised gains on transactions between the Group are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment.

(iv) **Changes in ownership interests :** The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (Rs.), which is the Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates determined periodically. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit and loss on a net basis within other income/ (expenses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities (excluding share capital, reserves and investments) are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates, and
- All resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

d) Current - non-current classification

Assets and liabilities are classified into current and non-current as follows:

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets (including deferred tax assets) are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities (including deferred tax liabilities) are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations 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 being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

e) **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts and taxes.

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. For allocating the consideration, the Group has measured the revenue in respect of each separable component of a transaction at its fair value, in accordance with the principles given in Ind AS 18. The price that is regularly charged for an item when sold separately is the best evidence of its fair value. In cases where the Group is unable to establish objective and reliable evidence of fair value, the Group has used either cost plus reasonable margin method or residual method to allocate the arrangement consideration. In cases of residual method, the balance of the consideration, after allocating the fair values of undelivered components of a transaction has been allocated to the delivered components for which specific fair values do not exist.

The revenue from time and material contracts is recognised on a man month basis. In respect of fixed price contracts, revenue is recognised based on the technical evaluation of 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. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for.

On certain contracts, where the Group acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenue in respect of sale of courseware and other physical deliverables is recognised when the significant risks and rewards of ownership in it are transferred to the buyer as per the terms of the contracts which coincides with delivery of material to the customer as per trade practice and agreed terms.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

Revenue from recruitment services is recognised on placement of candidate with the client as per the terms of the contract. Revenue from assessment of personnel is recognised on completion of the assessment as per the terms of the contract.

The Group undertakes fixed price projects for supply/ installation/ maintenance of hardware & infrastructure set-up, providing educational product and educational services. Revenue from initial project set up activities & development of products under such contracts is recognised under proportionate completion method. The revenue in such contracts from sale of hardware is recognised on delivery of the hardware when substantial risks and rewards of ownership in such hardware passes to the customer based on contractual terms of the respective contracts. Deferred Revenue represents amounts billed to customers in advance for products, services or subscriptions for which revenue is yet to be recognised.

f) **Other Income**

(i) **Interest incom**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) **Dividend income**

It is recognised when the right to receive dividend is established.

g) **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of respective companies are considered as chief operating decision makers who assess the financial performance and position of the Company, and make strategic decisions.

h) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

i) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries, branches and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and branches where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and branches where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax is recognised on any unrealised profits/losses arising from intra-Group transactions

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, as the case may be.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement and deferred tax.

j) Leases

Group as a Lessee

A lease that transferred substantially all the risks and rewards of ownership is classified as finance lease. Finance lease is capitalised at the inception of lease at the lower of fair value of the leased property or, the present value of the minimum lease payments as the case may be. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Group as a Lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet in the respective class of assets based on nature of assets.

k) **Business Combinations**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

l) **Investments and other financial assets**

(i) **Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss (FVPL). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) **Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised Cost : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset.

Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown as borrowings in current liabilities in the balance sheet.

n) Trade receivables

Trade receivables are recognised initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

o) Inventories

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis weighted-average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

p) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses). Forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

(ii) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the Effective Interest Rate (EIR) method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit or loss.

(iii) Derivatives that are not designated as hedges

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).

q) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the net carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows :

Description of Assets	Useful Life
Buildings	58 Years
Leasehold Land	99 Years or lease period, whichever is lower
Plant and Equipments including: - Computers, Printers and related accessories - Computer Servers and Networks - Electronic Equipments - Air Conditioners	 3 Years 5 Years 8 Years 10 Years
Office Equipments	5 Years
Furniture, Fixtures & Electric Fittings	7 Years
Leasehold Improvements	3-5 Years or lease period, whichever is lower
Assets acquired under lease (Included under Plant & Equipment and Furniture & Fixtures)	Lease Period or useful life, whichever is lower
All other assets (including Vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognised in the Statement of Consolidated Profit and Loss.

The residual values is considered as nil. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/ (expenses) as applicable.

r) Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Freehold land has been classified as investment properties which has indefinite economic useful life.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its investment properties recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

s) Intangible Assets

Computer software, Educational content / products - Acquired

Shown at acquisition cost and are subsequently carried at cost less accumulated amortization and impairment losses.

Education content / products-Internally generated

Development costs that are directly attributable to the design and testing of identifiable and unique educational content controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content / products and use or sell it;
- there is an ability to use or sell the content / products;
- it can be demonstrated how the content / products will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the content/ products are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Research and Development expenditure that do not meet the criteria are recognised as an expense when incurred. Development cost, previously recognised as an expense is not recognised as an asset in subsequent year.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses if any.

Amortisation methods and periods

Intangible assets are amortised on a straight line basis over their estimated useful lives which are as follows:

Particulars	Useful Life
a) Internally Generated (Content and products)	
- School based non - IT content	10 Years
- Others	3-5 Years
b) Acquired (Software, contents and products)	3-5 Years
c) Patents	3-5 Years

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the net carrying value of all of intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that net carrying value as the deemed cost of intangible assets.

t) **Impairment testing of intangible assets**

Assets including brand are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of impairment assessment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Groups of assets (cash-generating units).

u) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

v) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

w) **Borrowings cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

x) **Provisions**

Provisions for legal claims and volume discounts are recognised when the Group has legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Group recognizes any impairment loss on the assets associated with that contract.

y) **Employee benefits**

I. **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

II. **Other long-term employee benefit obligations**

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur

III. **Post-employment obligations**

The Group operates the following post-employment schemes:

-Defined benefit plans such as Gratuity and Compensated absences

-Defined contribution plan such as Provident fund, Superannuation fund, Pension fund, National pension system and similar plans in the overseas entitites.

Gratuity

The Group provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. 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. The Group's liability is actuarially determined (using projected unit credit method) at the end of the year and fund size is maintained by the Trust set up by the Company with Life Insurance Corporation of India (LIC).

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Group has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the Consolidated Statement of profit and loss as income or expense as the case may be.

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

Provident fund

The Group makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group's obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Group's contribution towards Provident Fund is charged to Consolidated Statement of Profit and Loss.

For employees of the entities not covered above, provident fund contributions are made to the Regional Provident Fund Commissioner in accordance with the Employee Provident Fund Rules and are accounted as defined contribution plans and charged to Consolidated Statement of Profit and Loss.

Superannuation fund

The Group makes defined contribution to the Trust established for the purpose by the Holding company towards superannuation fund maintained with Life Insurance Corporation of India. The Group has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Consolidated Statement of Profit and Loss.

Pension fund

The Group makes defined contribution to a government administered pension fund towards it's pension plan on behalf of its employees. The Group has no further obligations beyond its monthly contributions. The contribution towards Employee Pension Scheme is charged to Consolidated Statement of Profit and Loss.

Overseas Plans

In respect of the subsidiaries incorporated outside India, the subsidiaries make defined contributions on a monthly basis towards the respective retirement plans which are charged to Consolidated Statement of Profit and Loss. These subsidiaries have no further obligation towards the respective retirement benefits.

National Pension System

The Group makes defined contribution towards National Pension System for certain employees for which Group has no further obligation. Contributions made during the year are charged to Consolidated Statement of Profit and Loss.

z) Share based payments - Employee stock option plan (ESOP)

Share-based compensation benefits are provided to employees via the NIIT Employee Stock Option Plan 2005.

Employee options

The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

aa) Share capital

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognised as a deduction from equity, net of any tax effects if any.

ab) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

ac) Earnings per share

i. Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

ad) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, In the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The Group measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

ae) Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation /uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

-Impairment assessment of Goodwill - refer note 2 s.

-Measurement of defined benefit obligations: key actuarial assumptions- refer notes 2 y and 31 B.

-Measurement of useful life and residual values of property, plant and equipment -refer note 2 r.

-Estimated useful life of Intangible asset - refer note 2 t.

-Judgement required to determine grant date fair value technique -refer notes 2 z and 39.

-Fair value measurement of financial instruments - refer notes 2 ac and 28.

-Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 i.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

af) Recent accounting pronouncements

(i) Ind AS 115, Revenue from Contract with Customers : On March 28, 2018, the MCA notified the Ind AS 115. The core principle of this Ind AS is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Ind AS 115, establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognised when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company in the first quarter of fiscal 2019 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognised at the date of initial application (April 1, 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method).

The Group continues to evaluate the available transition methods and its contractual arrangements. The ultimate impact on revenue resulting from the application of Ind AS 115 will be subject to assessments that are dependent on many variables, including, but not limited to, the terms of the contractual arrangements and the mix of business. The Company's considerations also include, but are not limited to, the comparability of its financial statements and the comparability within its industry from application of the new standard to its contractual arrangements. The Company has established an implementation team to implement Ind AS 115 related to the recognition of revenue from contracts with customers and it continues to evaluate the changes to accounting system and processes, and additional disclosure requirements that may be necessary.

Upon adoption the Company expects there to be a change in the manner that variable consideration in certain revenue arrangements is recognised from the current practice of recognizing such revenue as the services are performed and the variable consideration is earned to estimating the achievability of the variable conditions when the Company begins delivering services and recognizing that amount over the contractual period. The Company also expects a change in the manner that it recognizes certain incremental and fulfilment costs from expensing them as incurred to deferring and recognizing them over the contractual period. A reliable estimate of the quantitative impact of Ind AS 115 on the financial statements will only be possible once the implementation project has been completed.

(ii) Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the company must determine the transaction date for each payment or receipt of advance consideration.

The Company may apply the Appendix requirements on a fully retrospective basis. Alternatively, the company may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognised on or after:

(i) The beginning of the reporting period in which the company first applies the Appendix, or

(ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the company first applies the Appendix.

The Appendix is effective for annual periods beginning on or after April 1, 2018. However, since the company's current practice is in line with the Interpretation, the comapany does not expect any effect on its financial statements.

(iii) Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments are effective for annual periods beginning on or after April 1, 2018. These amendments are not expected to have any impact on the company as the company has no deductible temporary differences or assets that are in the scope of the amendments.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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(Amount in Rs. Millions, unless otherwise stated)

3 Property, Plant and Equipment

Particulars	Land		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total
	Freehold	Leasehold (Footnote i)							
Year ended March 31, 2017									
Gross Carrying Amount									
Deemed Cost as at April 1, 2016 (footnote iii)	704.04	6.93	581.57	288.96	61.05	48.09	10.83	9.28	1,710.75
Additions	-	-	-	53.93	61.41	35.70	4.62	1.55	157.21
Disposals	-	-	-	15.95	2.59	0.44	1.05	0.18	20.21
Exchange differences	-	-	-	(14.33)	(0.97)	(7.46)	(1.40)	(0.44)	(24.60)
Closing Gross Carrying Amount as at March 31, 2017 (A)	704.04	6.93	581.57	312.61	118.90	75.89	13.00	10.21	1,823.15
Accumulated Depreciation									
Depreciation charged during the year	-	0.74	11.01	142.26	38.78	28.91	2.48	6.94	231.12
Disposals	-	-	-	13.23	0.08	-	-	-	13.31
Exchange differences	-	-	-	17.17	(0.31)	(4.47)	(0.93)	(0.23)	11.23
Closing accumulated depreciation as at March 31, 2017 (B)	-	0.74	11.01	146.20	38.39	24.44	1.55	6.71	229.04
Net Carrying Amount as at March 31, 2017 (A-B)	704.04	6.19	570.56	166.41	80.51	51.45	11.45	3.50	1,594.11
Year ended March 31, 2018									
Gross Carrying amount									
Opening Gross carrying amount as at April 1, 2017	704.04	6.93	581.57	312.61	118.90	75.89	13.00	10.21	1,823.15
Additions	-	-	-	59.47	22.66	8.41	-	6.19	96.73
Disposals	-	-	-	3.27	1.85	1.85	0.85	0.03	7.85
Exchange differences	-	-	-	10.53	1.04	7.75	(0.16)	0.67	19.83
Closing Gross Carrying Amount as at March 31, 2018 (C)	704.04	6.93	581.57	379.34	140.75	90.20	11.99	17.04	1,931.86
Accumulated Depreciation									
Opening accumulated depreciation as at April 1, 2017	-	0.74	11.01	146.20	38.39	24.44	1.55	6.71	229.04
Depreciation charged during the year	-	0.07	11.01	103.90	42.55	23.86	2.35	1.87	185.61
Disposals	-	-	-	0.47	1.24	1.13	-	0.03	2.87
Exchange differences	-	-	-	(16.70)	1.67	8.42	0.11	0.29	(6.21)
Closing accumulated depreciation as at March 31, 2018 (D)	-	0.81	22.02	232.93	81.37	55.59	4.01	8.84	405.57
Net Carrying Amount as at March 31, 2018 (C-D)	704.04	6.12	559.55	146.41	59.38	34.61	7.98	8.20	1,526.29

Notes

(i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar, allotted for education purpose. This land cannot be transferred without the approval of the allotment authority.

(ii) Building includes 10 shares of Rs. 50 /- each in the Guru Vidya Co-operative Housing Society Limited.

(iii) The Group has availed deemed cost exemption and used the previous GAAP net carrying amount of Property, Plant and Equipment as deemed cost as exemption under Ind AS 101.

4 Investment property

Particulars	Amount
Deemed cost as at April 1, 2016	0.56
Closing Gross Carrying Amount as at March 31, 2017	**0.56**
Opening gross amount	0.56
Closing Gross Carrying Amount as at March 31, 2018	**0.56**

The Group has not generated any rental income from the investment property, since inception. The Group's investment property consist of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets – Land – based on the nature, characteristics and risks of property.

As at March 31, 2018 and March 31, 2017, the fair values of the properties are assumed to be equal to the carrying value from the previous GAAP and the same is assumed to be the deemed cost which approximates the fair value.

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(Amount in Rs. Millions, unless otherwise stated)

5 Intangible Assets

Particulars	Educational Content/ Products		Software Acquired	Brand	Total Intangibles other than Goodwill	Goodwill	Intangible assets under development (footnote i)	Total Intangible assets
	Acquired	Internally Generated (Footnote i)						
Year ended March 31, 2017								
Gross carrying amount								
Deemed cost as at April 1, 2016 (footnote ii)	-	333.00	128.48	-	461.48	4.21	17.33	483.02
Additions	0.19	54.32	6.02	-	60.53	18.49	183.77	262.79
Disposals	-	-	0.94	-	0.94	-	-	0.94
Transfer	-	-	-	-	-	-	(54.32)	(54.32)
Exchange differences	-	(7.42)	0.22	-	(7.20)	-	-	(7.20)
Closing Gross Carrying Amount as at March 31, 2017 (A)	0.19	379.90	133.78	-	513.87	22.70	146.78	683.35
Accumulated Amortisation and Impairment								
Amortisation charge for the year	0.05	158.11	67.41	-	225.57	-	-	225.57
Disposals	-	-	0.93	-	0.93	-	-	0.93
Exchange differences	-	(23.25)	(10.76)	-	(34.01)	-	-	(34.01)
Closing accumulated amortisation as at March 31, 2017 (B)	0.05	134.86	55.72	-	190.63	-	-	190.63
Net Carrying Amount as at March 31, 2017 (A-B)	0.14	245.04	78.06	-	323.24	22.70	146.78	492.72
Year ended March 31, 2018								
Gross carrying amount								
Opening gross amount as at April 1, 2017	0.19	379.90	133.78	-	513.87	22.70	146.78	683.35
Additions	-	180.04	4.92	77.26	262.22	289.53	312.32	864.07
Disposals	-	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	(180.04)	(180.04)
Exchange differences		4.55	(1.52)	2.46	5.49	6.26	-	11.75
Closing Gross Carrying Amount as at March 31, 2018 (C)	0.19	564.49	137.18	79.72	781.58	318.49	279.06	1,379.13
Accumulated Amortisation and Impairment								
Opening accumulated amortisation as at April 1, 2017	0.05	134.86	55.72	-	190.63	-	-	190.63
Amortisation charge for the year	0.07	161.46	53.91	-	215.44	-	-	215.44
Disposals	-	-	-	-	-	-	-	-
Exchange differences	-	17.09	12.31	-	29.40	-	-	29.40
Closing accumulated amortisation as at March 31, 2018 (D)	0.12	313.41	121.94	-	435.47	-	-	435.47
Net Carrying Amount as at March 31, 2018 (C-D)	0.07	251.08	15.24	79.72	346.11	318.49	279.06	943.66

Notes

(i) Refer Note 36 for cost incurred during the year on internally generated intangible assets.

(ii) The Group has availed deemed cost exemption and used the previous GAAP net carrying amount of Intangible assets as deemed cost as exemption under Ind AS 101.

(Amount in Rs. Millions, unless otherwise stated)

6 Trade Receivables

	As at					
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non Current			Current		
Unsecured, considered good	0.43	16.15	79.08	1,651.14	1,686.61	2,211.78
Unsecured, considered doubtful	-	-	-	1,146.06	1,232.65	2,309.87
Less: Provision for doubtful debts	-	-	-	(1,146.06)	(1,232.65)	(2,309.87)
	0.43	**16.15**	**79.08**	**1,651.14**	**1,686.61**	**2,211.78**

7 Other financial assets

		As at					
		March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
		Non Current			Current		
a)	Security Deposits Receivable						
	Unsecured, considered good	64.62	78.22	72.42	14.60	25.32	47.75
	Unsecured, considered doubtful	5.05	5.05	5.05	-	-	-
	Less: Provision for doubtful deposits	(5.05)	(5.05)	(5.05)	-	-	-
		64.62	**78.22**	**72.42**	**14.60**	**25.32**	**47.75**
b)	Unbilled Revenue	23.29	11.56	12.20	327.02	284.62	711.17
c)	Interest Receivable	-	-	-	0.27	6.46	6.14
d)	Derivative Instrument Fair Value Asset	-	-	-	-	18.33	-
e)	Other Receivables	-	-	-	953.08	1,511.04	516.37
f)	Long term bank deposits:						
	-With original maturity of more than 12 months (pledged as margin money)	10.41	1.03	1.11	-	-	-
	Total	**98.32**	**90.81**	**85.73**	**1,294.97**	**1,845.77**	**1,281.43**

(Amount in Rs. Millions, unless otherwise stated)

8 **Deferred tax assets/ liabilities**

(a) Detailed break-up of Deferred Tax Assets/ (Liabilities) are as follows:

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Deferred Tax Assets			
The balance comprises temporary differences attributable to:			
Provisions	26.21	33.03	16.80
Defined benefit obligations	8.84	10.35	10.07
Other items			
Allowance for doubtful debts and advances	1.45	19.64	21.32
Minimum alternate tax credit	175.77	176.86	151.18
Others	27.61	39.24	38.96
Total deferred tax assets	**239.88**	**279.12**	**238.33**
Set- off of deferred tax liabilities pursuant to set- off provisions			
Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation.	(8.80)	(11.81)	(58.64)
Deferred tax liability on undistributed profits of associate	(783.89)	(754.81)	(690.23)
Total deferred tax (liabilities)	**(792.69)**	**(766.62)**	**(748.87)**
Net deferred tax asset/ (liabilities)	**(552.81)**	**(487.50)**	**(510.54)**
Deferred tax assets recognised in Consolidated Balance Sheet	**231.26**	**263.84**	**188.86**
Deferred tax liabilities recognised in Consolidated Balance Sheet	**(784.07)**	**(751.34)**	**(699.40)**

(i) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

(ii) Deferred Tax Asset on brought forward losses has not been recognised in the absence of probability of future taxable income to set off the losses.

Movement in Deferred Tax Assets/ (Liabilities) (net)

Particulars	Fixed Assets	Defined Benefit Obligation	Provisions	Others	Minimum Alternate tax	Associate	Total
At April 1, 2016	**(58.64)**	**10.07**	**16.80**	**60.29**	**151.17**	**(690.23)**	**(510.54)**
(charged)/credited:							
- to profit or loss	45.38	0.57	18.10	(13.70)	22.17	(120.27)	(47.75)
- to other comprehensive income	1.45	(0.29)	(1.87)	12.29	3.52	0.40	15.50
- Others	-	-	-	-	-	55.29	55.29
At March 31, 2017	**(11.81)**	**10.35**	**33.03**	**58.88**	**176.86**	**(754.81)**	**(487.50)**
(charged)/credited:							
- to profit or loss	2.34	(2.00)	(9.54)	(24.81)	(1.29)	(134.52)	(169.82)
- to other comprehensive income	0.67	0.49	2.72	(5.01)	0.20	-	(0.93)
- Others	-	-	-	-	-	105.44	105.44
At March 31, 2018	**(8.80)**	**8.84**	**26.21**	**29.06**	**175.77**	**(783.89)**	**(552.81)**

Note :

a) Deferred tax assets and liabilities above have been determined by applying the income tax rates of respective countries. Deferred tax assets and liabilities in relation to taxes payable under different tax jurisdictions have not been offset in financial statements.

(Amount in Rs. Millions, unless otherwise stated)

9 Other Assets	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non Current			Current		
i) Capital Advances						
Unsecured, considered good	7.62	7.37	14.36	-	-	-
(A)	**7.62**	**7.37**	**14.36**	-	-	-
ii) Advances recoverable in cash or in kind						
Unsecured, considered good	0.49	0.70	0.46	341.55	360.55	318.52
Unsecured, considered doubtful	91.53	98.27	111.44	-	-	-
Less: Provision for doubtful advances	(91.53)	(98.27)	(111.44)	-	-	-
(B)	**0.49**	**0.70**	**0.46**	**341.55**	**360.55**	**318.52**
iii) Taxes recoverable						
a) Advance payment of Fringe Benefit Tax	-	90.28	92.77	-	-	-
Less: Provision for Fringe Benefit Tax	-	(89.33)	(91.66)	-	-	-
	-	**0.95**	**1.11**	-	-	-
b) Advance Income Tax	557.47	1,334.64	1,398.11	118.88	109.60	128.68
Less : Provision for Income Tax	(90.12)	(964.49)	(921.16)	(11.81)	(25.46)	(11.74)
	467.35	**370.15**	**476.95**	**107.07**	**84.14**	**116.94**
(C)	**467.35**	**371.10**	**478.06**	**107.07**	**84.14**	**116.94**
Total (A+B+C)	**475.46**	**379.17**	**492.88**	**448.62**	**444.69**	**435.46**

10 Inventories	March 31, 2018	March 31, 2017	April 1, 2016
As at the end of the year			
Stock-in-trade			
a) Education and Training Material*			
- Others	22.15	11.26	66.90
b) Software	6.15	6.73	1.98
	28.30	**17.99**	**68.88**
As at the beginning of the year			
Stock-in-trade			
a) Education and Training Material			
- Others	11.26	66.90	42.69
b) Software	6.73	1.98	2.17
	17.99	**68.88**	**44.86**
(Increase) / Decrease in Inventories	**(10.31)**	**50.89**	**(24.02)**

* Net of provision for non-moving inventories of Rs. 32.02 Million (March 31, 2017 - Rs. 27.72 Million and April 1, 2016 - Rs. 13.01 Million).

11 Cash and Bank Balances	March 31, 2018	March 31, 2017	April 1, 2016
		Current	
i) Cash and cash equivalents:			
Balance with banks			
-Current Accounts	1,051.01	996.36	722.56
[Includes Rs. 34.36 Million (March 31, 2017 - Rs. 34.44 Million & April 1, 2016 - Rs. 72.48 Million) pertaining to amount earmarked for specific contract]			
-Deposits with original maturity of less than 3 months	20.74	26.25	79.87
Cheques and drafts on hand	15.68	17.71	25.74
Cash on hand	2.79	7.76	23.24
	1,090.22	**1,048.08**	**851.41**
ii) Bank Balances other than above			
Bank deposits			
-With original maturity of more than 3 months and upto 12 months	184.67	214.72	24.81
Unclaimed dividend account	6.13	7.52	9.49
	190.80	**222.24**	**34.30**

(Amount in Rs. Millions, unless otherwise stated)

12 Share Capital

a) Authorised Share Capital

Particulars	Equity Shares		Redeemable Preference Shares		Cumulative Redeemable Preference Shares	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
As at April 1, 2016	393,000,000	786.00	2,500,000	250.00	350,000,000	350.00
Issued during the year	-	-	-	-	-	-
As at March 31, 2017	393,000,000	786.00	2,500,000	250.00	350,000,000	350.00
Issued during the year	-	-	-	-	-	-
As at March 31, 2018	**393,000,000**	**786.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**

b) Movement in Equity Share Capital

Subscribed and paid up share capital	Equity Shares	
	Number of Shares	Amount
As at April 1, 2016*	165,501,233	331.01
Issued during the year	248,653	0.50
As at March 31, 2017	**165,749,886**	**331.51**
Issued during the year	843,505	1.69
As at March 31, 2018	**166,593,391**	**333.20**

* Paid up capital includes 6000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

c) **Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) **Shares reserved for issue under options**

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 39.

e) **Details of Shareholders holding more than 5% shares in the Company**

Particulars	March 31, 2018		March 31, 2017		April 1, 2016	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Pace Industries Private Limited	-	-	-	-	25,366,521	15.33%
PIPL Management Consultancy and Investment Private Limited	25,366,521	15.23%	25,366,521	15.30%	-	-
Global Solutions Private Limited	-	-	-	-	25,915,838	15.66%
Global Consultancy and Investment Private Limited	25,915,838	15.56%	25,915,838	15.64%	-	-
Total	**51,282,359**	**30.79%**	**51,282,359**	**30.94%**	**51,282,359**	**30.99%**

13 Other Equity

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Reserves and surplus [refer note 13(i)]			
Capital Reserve	5,172.27	5,172.26	5,172.27
Securities Premium Reserve	665.84	608.45	578.29
Employees Stock Option Outstanding	112.63	70.56	43.79
General Reserve	1,134.69	1,134.69	1,134.60
Retained Earnings/ (Loss)	(352.54)	(690.28)	(1,023.61)
Government Grant - Fund	-	0.31	2.29
	6,732.89	**6,295.99**	**5,907.63**
Other reserves [refer note 13(ii)]			
Hedging Reserve Account	(56.98)	(15.08)	(51.46)
Foreign Currency Translation Reserve	220.56	221.87	397.66
	163.58	**206.79**	**346.20**
Total other equity	**6,896.47**	**6,502.78**	**6,253.83**

(Amount in Rs. Millions, unless otherwise stated)

13 (i) Reserves and Surplus

	As at			
	March 31, 2018		March 31, 2017	
a) Capital Reserve (refer footnote i)				
Opening Balance	5,172.26		5,172.27	
Add: Share in Capital Reserve of Associate	0.01	5,172.27	(0.01)	5,172.26
b) Securities Premium Reserve (refer footnote ii)				
Opening Balance	608.45		578.29	
Additions during the year on account of exercise of ESOP's	42.23		12.08	
Transferred from securities premium reserve on ESOP exercised	6.90		3.31	
Share in Security Premium of Associate	8.26	665.84	14.77	608.45
c) Employees Stock Option Outstanding				
ESOP Outstanding	70.56		43.79	
Add/ (Less) :				
Transferred to securities premium reserve on exercise of ESOP	(6.90)		(3.31)	
ESOP of Associate	18.23		9.62	
Employee Stock option expense	30.74	112.63	20.46	70.56
d) General Reserve (refer footnote iii)				
Opening Balance	1,134.69		1,134.60	
Add/ (Less) :				
Share in General Reserve of Associate	-	1,134.69	0.09	1,134.69
e) Retained Earnings/ (Loss)				
Add/ (Less) :				
Balance Brought Forward from Previous year	(690.28)		(1,023.61)	
Current year profit attributable to Shareholders	624.65		409.29	
Other Comprehensive Income/ (Loss)	(33.87)		(11.00)	
Reversal of Deferred tax liability on undistributed profits of associate	67.50		24.09	
Share in Associate Retained earnings	(320.54)	(352.54)	(89.05)	(690.28)
f) Government Grant - Fund				
Opening Balance	0.31		2.29	
Add/ (Less) :				
Income recognised during the year	(0.31)	-	(1.98)	0.31
Total Reserves and Surplus		6,732.89		6,295.99

Footnotes

(i) Capital reserve represents the reserve created on amalgamation and share in capital reserve of associate.

(ii) Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(iii) General Reserve represents requirement to transfer specific sums to General Reserve as per the local laws of the jurisdiction.

13(ii) Other Reserves

	March 31, 2018		March 31, 2017	
a) Hedging Reserve Account (refer footnote i)				
Opening Balance	(15.08)		(51.46)	
Add: Impact of restatement of derivative	2.13		33.05	
Add: Impact of restatement of interest	(1.49)		1.34	
Add: Movement in Derivative Instrument Fair Value Asset/ (Liability)	30.29		(29.14)	
Add : Other Comprehensive Income	(2.44)		-	
Add: Share in Hedging Reserve of Associate	(70.39)	(56.98)	31.13	(15.08)
b) Foreign Currency Translation Reserve (refer footnote ii)				
Opening Balance	221.87		397.66	
Add : Share in Currency Translation Reserve of Associate	101.09		(114.55)	
Less : Decrease during the year on translation of balances	(102.40)	220.56	(61.24)	221.87
Total Other Reserves		163.58		206.79

Footnotes :

(i) The Group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., revenue, as described in Note 29. The Group uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the Cash Flow Hedging Reserve. Amount recognised in the Cash Flow Hedging Reserve is reclassified to profit or loss when the hedged item effects profit and loss, i.e., Revenue.

(ii) Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity.

(Amount in Rs. Millions, unless otherwise stated)

Financial Liabilities

14 Non-current Borrowings	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non Current Portion			Current Maturities		
A) SECURED						
i) Term Loans from Banks:						
- Foreign Currency Term Loan	811.20	1,419.82	1,661.08	614.70	208.21	-
ii) Term Loans from Others	76.50	85.50	142.64	9.00	4.50	-
Sub Total (A)	**887.70**	**1,505.32**	**1,803.72**	**623.70**	**212.71**	**-**
B) UNSECURED						
i) Finance Lease Obligation	-	48.03	109.74	-	-	-
ii) Notes payable (on acquisition)	40.12	-	-	21.55	-	-
Sub Total (B)	**40.12**	**48.03**	**109.74**	**21.55**	**-**	**-**
Amount disclosed under the head "Other Current Liabilities" (Refer Note 17) (C)	-	-	-	(645.25)	(212.71)	-
Total (A+B+C)	**927.82**	**1,553.35**	**1,913.46**	**-**	**-**	**-**

14.1 Details of security given against Loans

i) The Holding Company availed foreign currency loan of USD 9.05 Million equivalent to Rs. 600 Million, which is fully hedged by converting it from the floating rate in Libor with spread of 215 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 66.30, through full maturity of the loan. The said loan is secured by way of whole of the Holding Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurgaon and first exclusive charge on certain immovable properties. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan. The necessary formalities to create the security has been completed, as per the terms of the agreement.

ii) The Holding Company availed foreign currency loan of USD 16.05 Million equivalent to Rs. 1,000 Million, which is fully hedged by converting it from the floating rate in Libor with spread of 175 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 62.30, through full maturity of the loan. The said loan is secured by way of whole of the Holding Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-32 and Sector-34, Gurgaon. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan. The necessary formalities to create the security has been completed, as per the terms of the agreement. During the year the Holding company has repaid foreign currency term loan amounting to USD 3.21 Million equivalent to Rs. 200 Million (USD 12.84 Million equivalent to Rs. 800 Million is outstanding as at March 31, 2018).

iii) Term Loan from others comprises loan availed by NIIT Yuva Jyoti Limited (NYJL) from National Skill Development Corporation ("NSDC") and is secured by first charge on both present and future acquired assets comprising of movable fixed assets, book debts, receivables and the balance lying to the credit of designated bank accounts including without limitation all movable plant and machinery, capital equipment, together with its accessories, computer hardware and software, digital content, learning material electronic spares and machine spares both present and future whether installed or lying looses, of NYJL. The entire loan amount is also covered by a corporate guarantee from the Holding Company, NIIT Limited (refer notes 44 & 45).

14.2 Terms of repayment

(i) Foreign Currency Term Loan for USD 9.05 Million is repayable as follows:

Repayment Dates	(USD Million)	(Rs. Million)
July 20, 2020	1.50	98.21
April 20, 2020	1.51	98.25
January 20, 2020	1.51	98.25
July 20, 2019	1.51	98.25
January 20, 2019	1.51	98.25
July 20, 2018	1.51	98.25
	9.05	**589.46**

(ii) Foreign Currency Term Loan for USD 12.84 Million is repayable as follows:

Repayment Dates	(USD Million)	(Rs. Million)
June 5, 2019	3.21	209.11
April 5, 2019	3.21	209.11
October 5, 2018	3.21	209.11
April 5, 2018	3.21	209.11
	12.84	**836.44**

(iii) Term Loan from others is repayable in installments uptil March 31, 2022 after the initial moratorium period uptil March 31, 2017. Loan was interest free for period upto March 31, 2015 and thereafter, interest is chargeable at the rate of 7.5% p.a.

(iv) Finance Lease Obligation is repayable in equated monthly installments during the tenure of lease.

(Amount in Rs. Millions, unless otherwise stated)

(a) Deferred Lease Obligation is payable as follows:

	March 31, 2017		
	Future minimum lease payments	Interest element	Present value of minimum lease payments
Within less than one year	51.62	3.59	48.03
	51.62	**3.59**	**48.03**

(b) Deferred Lease Obligation is payable as follows:

	April 1, 2016		
	Future minimum lease payments	Interest element	Present value of minimum lease payments
Within less than one year	71.98	10.28	61.71
Between one and five year	51.62	3.59	48.03
	123.60	**13.87**	**109.74**

	As at		
15 Current Borrowings	March 31, 2018	March 31, 2017	April 1, 2016
Secured			
From Banks - Cash Credit	11.67	-	-
Working Capital Loan	-	-	145.59
Unsecured			
Working Capital Loan	195.41	-	-
	207.08	**-**	**145.59**

	As at		
16 Trade Payables	March 31, 2018	March 31, 2017	April 1, 2016
		Current	
Trade payables	1,615.63	1,088.46	1,823.67
	1,615.63	**1,088.46**	**1,823.67**

	As at					
17 Other Financial Liabilities	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non-current			Current		
Current Maturities of Non-current Borrowings (Refer note 14)	-	-	-	645.25	212.71	-
Interest accrued but not due on borrowings	-	-	-	5.79	3.10	11.14
Unpaid dividends *	-	-	-	6.13	7.52	9.49
Security Deposits Payable	5.83	18.34	19.01	0.78	0.85	0.85
Derivative instrument fair value liability [Refer note 29(D)]	-	-	-	10.83	36.23	7.09
Other Payables **	-	-	24.78	1,560.90	2,164.36	992.07
	5.83	**18.34**	**43.79**	**2,229.68**	**2,424.77**	**1,020.64**

* There are no amounts due for payment to the Investor Protection Fund as at the year end.

** Includes capital creditors and payable to employees.

	As at					
18 Provisions	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
	Non-current			Current		
Provision for Employee Benefits :						
-Provision for Gratuity (Refer note 31)	-	-	-	79.38	42.09	29.51
-Provision for Compensated Absences	2.94	3.19	3.64	92.56	85.45	85.41
Provision for indirect tax under litigation (Refer note 26)	-	-	-	49.60	44.57	44.57
Other Provision	-	-	-	0.64	-	-
	2.94	**3.19**	**3.64**	**222.18**	**172.11**	**159.49**
19 Other Current Liabilities						
Deferred Revenue	6.18	0.25	0.31	272.67	456.21	363.63
Advances from Customers	-	6.78	20.34	334.03	388.78	493.99
Statutory Dues*	-	-	-	90.85	163.89	155.57
	6.18	**7.03**	**20.65**	**697.55**	**1,008.88**	**1,013.19**

* Statutory dues represents liability on account of various taxes and other dues payable to Government authorities.

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
		March 31, 2018	March 31, 2017
20	**Revenue From Operations**		
	Sale of Products :		
	-Courseware Revenue	803.71	1,263.69
	-Hardware & Accessories Revenue	45.16	52.43
	Sale of Services	7,668.04	7,149.35
	Discounts & Rebates	(11.88)	(13.96)
		8,505.03	8,451.51
21	**Other Income**		
	Interest Income	18.15	71.22
	Profit on sale of Current Investments (Net)	3.48	0.03
	Provision / Other Liabilities written back	1.73	6.66
	Gain on Sale of Fixed Assets (Net)	5.69	2.57
	Other non-operating income	56.78	56.87
		85.83	137.35
22	**Employee Benefits Expenses**		
	(Refer notes 31 & 39)		
	Salaries and Benefits	3,484.48	3,446.53
	Contribution to Provident and Other Funds	206.25	176.73
	Employees Stock Option Expenses	30.74	20.46
	Welfare and Other expenses	76.20	77.38
		3,797.67	3,721.10
23	**Finance Costs**		
	Interest Expense	193.68	229.12
	Other Borrowing Costs	-	28.80
		193.68	257.92
24	**Other Expenses**		
	Equipment Hiring	167.73	278.17
	Royalties	66.14	31.25
	Freight and Cartage	18.31	14.86
	Rent	225.49	257.66
	Rates and Taxes	13.50	10.55
	Power & Fuel	63.29	74.10
	Communication	115.03	126.83
	Legal and Professional (refer note 25(i) below)	173.47	200.74
	Travelling and Conveyance	510.13	474.87
	Provision for Doubtful Debts	40.59	94.93
	Bad Debts Written off	2.66	-
	Provision for Doubtful Advances	8.04	0.63
	Provision for Unbilled Revenue	28.15	53.78
	Advances Written off	1.06	0.50
	Insurance	19.23	15.70
	Repairs and Maintenance		
	- Plant and Machinery	22.99	24.56
	- Buildings	4.44	3.22
	- Others	46.27	61.59
	Consumables	64.62	54.31
	Loss on foreign currency translation and transactions (net)	39.84	75.33
	Security and Administration Services	30.20	31.66
	Bank Charges	27.35	22.90
	Marketing & Advertising Expenses	323.77	363.29
	Sales Commission	3.73	6.16
	Expenditure towards Corporate Social Responsibility (CSR) activities (refer note 25 (ii) below)	0.41	0.76
	Sundry Expenses	38.70	40.09
		2,055.14	2,318.44

(Amount in Rs. Millions, unless otherwise stated)

25 (i) Payment to Auditors	Year ended March 31, 2018	Year ended March 31, 2017
a) Payment to the Holding Company auditor:		
- Audit Fee	7.98	9.61
- Tax Audit Fee	0.45	0.55
- Limited Review Fee	2.11	1.65
For other Certification	1.71	0.49
For reimbursement of expenses (including taxes)	1.12	3.09
	13.37	**15.39**

b) Payment to other auditors amounting to Rs. 9.02 Million (Previous year Rs.11.66 Million).

25 (ii) Corporate Social Responsibility Expenditure	Year ended March 31, 2018	Year ended March 31, 2017
Contribution to NIIT Institute of Information Technology	0.41	0.76
	0.41	**0.76**
Amount required to be spent as per Section 135 of the Act	0.41	0.76
Amount spent during the year for promoting education activity	0.41	0.76

26 Exceptional Items	Year ended March 31, 2018	Year ended March 31, 2017
Income		
Gain on Currency Translation Reserve transferred to Consolidated Statement of Profit and Loss on liquidation of subsidiary	88.95	-
Gain on disposal of investment in subsidiaries (net)	2.50	-
Provision for doubtful bad debts written back	-	16.18
Expenses		
Expenses incurred for business restructuring	(2.75)	-
Expenses towards issue of shares in subsidiary companies	(7.20)	-
Provision for expenses in government project	(19.65)	
Expenses incurred toward acquisition of subsidiary	(49.98)	-
Provision for Indirect tax under litigation	(5.03)	-
	6.84	**16.18**

Exceptional items as above comprise, items of income/(expenditure), arising from ordinary activities of such size, nature or incidence that their separate disclosure is considered appropriate to better explain the performance for the year.

(i) During the year NIIT Antilles NV, a wholly owned subsidiary of the NIIT Limited was dissolved and liquidated. Pursuant to its liquidation, the balance of currency translation reserve amounting to Rs. 88.95 Million pertaining to NIIT Antilles NV as on the date of liquidation has been transferred to Consolidated Statement of Profit and Loss (for details refer note 50). Further expenses amounting to Rs. 2.75 Million incurred for its liquidation has been charged to exceptional items.

(ii) The Group has sold the investment made in Wuxi NIIT Education and Training Co. Limited (Wuxi) along with its two wholly owned subsidiaries and also entered into a MoU for transfer of investment held in NIIT WuXi Service Outsourcing Training School. The net gain amounting to Rs. 2.50 Million arising on disposal of such investments has been recorded as exceptional income (for details refer note 51).

(iii) During the previous year, the Group had written back provisions amounting to Rs.16.18 Million for doubtful debts and advances recoverable, for which provisions were recognised as exceptional items in earlier years.

(iv) During the year the Group has incurred an expenditure of Rs 7.20 Million towards issue of share capital in the subsidiaries companies.

(v) During the year, the Group has provided for Rs. 19.65 Million on account of deduction from the security in one of the Government projects, which is strongly contested by the Company and is under discussions for resolution.

(vi) During the year an amount of Rs. 49.98 Million has been charged as exceptional expenses towards acquisition of Eagle International Institute Inc. USA through one of its wholly owned subsidiary, NIIT (USA), INC. (for details refer note 43)

(vii) During the year, the Group has provided for Rs. 5.03 Million on account of litigation in Indirect taxes.

27 Income tax expense

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(a) Income tax expense		
Current tax		
Current tax on profits for the year	58.79	141.34
Adjustments for tax relating to earlier period	(27.89)	(4.77)
Total current tax expense	**30.90**	**136.57**
Deferred tax		
Decrease / (increase) in deferred tax assets	7.92	(81.58)
(Decrease) / increase in deferred tax liabilities on share in associate profits	134.52	120.29
(Decrease) / increase in deferred tax liabilities on others	26.48	29.20
Decrease / (increase) in Minimum Alternate Tax credit	0.90	(20.16)
Total deferred tax expense/(benefit)	**169.82**	**47.75**
Income tax expense	**200.72**	**184.32**

(Amount in Rs. Millions, unless otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Profit before tax	837.54	605.17
Tax at the Indian tax rate of 34.608%	**289.86**	**209.44**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
- Expenditure towards CSR to the extent disallowable	0.06	0.25
- Tax Difference on Associate Profits	(94.17)	(84.21)
- Disallowance of Expense in relation to exempt income - 14A	0.15	0.13
- Others	12.33	9.26
Deferred Tax (Asset) / Liability created on temporary differences	(2.79)	(39.42)
Deferred Tax (Asset) / Liability not recognised on Temporary Differences	39.97	62.28
Adjustments in Deferred Tax due to change in Tax rates	(5.80)	1.98
Adjustment for Taxes relating to earlier years	(28.14)	(6.64)
Tax Paid in Foreign Territory	10.72	21.85
Adjustments due to temporary differences in transition to Ind AS	(0.75)	1.09
Effect due to difference in tax rates	(20.72)	8.31
Income tax expense	**200.72**	**184.32**

28 Fair value measurements

(i) Fair value hierarchy

To provide indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard explained below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:
- The use of quoted market prices for similar instruments.
- The fair value of forward foreign exchange contracts is determined using Mark to Market Valuation by the respective bank at the balance sheet date.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Financial instruments by category

Particulars	March 31, 2018 FVTPL Level 2	March 31, 2018 FVOCI Level 2	March 31, 2018 Amortised cost	March 31, 2017 FVTPL Level 2	March 31, 2017 FVOCI Level 2	March 31, 2017 Amortised cost	April 1, 2016 FVTPL Level 2	April 1, 2016 FVOCI Level 2	April 1, 2016 Amortised cost
Financial assets									
Trade receivables	-	-	1,651.57	-	-	1,702.76	-	-	2,290.86
Cash and cash equivalents	-	-	1,090.22	-	-	1,048.08	-	-	851.41
Bank balances other than above	-	-	190.80	-	-	222.24	-	-	34.30
Other Financial Assets	-	-	1,393.29	-	-	1,918.25	-	-	1,367.16
Derivative financial assets	-	-	-	1.36	16.97	-	-	-	-
Total financial assets	**-**	**-**	**4,325.88**	**1.36**	**16.97**	**4,891.33**	**-**	**-**	**4,543.73**
Financial liabilities									
Borrowings	-	-	1,780.15	-	-	1,766.06	-	-	2,059.05
Trade payables	-	-	1,615.63	-	-	1,088.46	-	-	1,823.67
Other Financial Liabilities	-	-	1,579.43	-	-	2,194.17	-	-	1,057.34
Derivative financial liabilities	2.45	8.38	-	-	36.23	-	-	7.09	-
Total financial liabilities	**2.45**	**8.38**	**4,975.21**	**-**	**36.23**	**5,048.69**	**-**	**7.09**	**4,940.06**

As of March 31, 2018, March 31, 2017 and April 1, 2016, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

(Amount in Rs. Millions, unless otherwise stated)

29 Financial risk management

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The finance committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialists team that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 1,651.57 Mn, Rs.1,702.76 Mn and Rs. 2,290.86 Mn as of March 31, 2018, March 31, 2017 and April 1, 2016 respectively and unbilled revenue amounting to Rs. 350.31 Mn, Rs. 296.18 Mn and Rs. 723.37 Mn as of March 31, 2018, March 31, 2017 and April 1, 2016 respectively.

Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through government customers and other corporate customers. The Group has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2018:

Reconciliation of loss allowance provision – Trade receivables

Particulars	Amount
Loss allowance on April 1, 2016	**2,309.87**
Changes in loss allowance	(1,077.22)
Loss allowance on March 31, 2017	**1,232.65**
Changes in loss allowance	(86.59)
Loss allowance on March 31, 2018	**1,146.06**

(B) Liquidity risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has outstanding borrowings as term loans and working capital limits from banks. These borrowings are secured by a charge on the book debts and movable & immovable assets of the relevant entities. However, the Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Contractual maturities of financial liabilities (undiscounted):

Particulars	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
March 31, 2018				
Borrowings	852.33	654.82	273.00	1,780.15
Trade payables	1,615.63	-	-	1,615.63
Other financial liabilities	1,584.43	-	5.83	1,590.26
	4,052.39	**654.82**	**278.83**	**4,986.04**
March 31, 2017				
Borrowings	212.71	660.11	893.24	1,766.06
Trade payables	1,088.46	-	-	1,088.46
Other financial liabilities	2,212.06	-	18.34	2,230.40
	3,513.23	**660.11**	**911.58**	**5,084.92**
April 1, 2016				
Borrowings	145.59	322.18	1,591.28	2,059.05
Trade payables	1,823.67	-	-	1,823.67
Other financial liabilities	1,020.64	24.78	19.01	1,064.43
				-
	2,989.90	**346.96**	**1,610.29**	**4,947.15**

(Amount in Rs. Millions, unless otherwise stated)

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments measured at FVTPL and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. The Group has mitigated the interest rate risk on foreign currency term loan by converting it from floating rate to fixed rate through currency swap. Hence, there is no significant challenge of interest rate risk.

(ii) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the SGD, USD & EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rs.). The Group evaluates its exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to hedge forecasted cash flows denominated in foreign currency and mitigate such exposure.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows

	March 31, 2018	March 31, 2017	April 1, 2016
Financial assets			
Trade receivables & Bank balances			
SGD	59.48	43.11	45.38
USD	187.44	220.64	94.20
EUR	229.84	268.77	243.16
Net exposure to foreign currency risk (assets)	**476.76**	**532.52**	**382.74**
Financial liabilities			
Trade payables			
SGD	2.85	7.14	8.76
USD	70.04	54.50	43.17
EUR	122.63	115.71	83.86
Net exposure to foreign currency risk (liabilities)	**195.52**	**177.35**	**135.79**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit and Loss for the year ended March 31, 2018		Impact on Profit and Loss for the year ended March 31, 2017	
	Gain on appreciation	Loss on depreciation	Gain on appreciation	Loss on depreciation
1% appreciation/depreciation in Indian Rupees against following foreign currencies*:				
SGD	0.57	(0.57)	0.36	(0.36)
USD	1.17	(1.17)	1.66	(1.66)
EUR	1.07	(1.07)	1.53	(1.53)
Total	**2.81**	**(2.81)**	**3.55**	**(3.55)**

* Holding all other variables constant

SGD : Singapore Dollar, USD : United States Dollar, EUR : EURO

Contd..

(Amount in Rs. Millions, unless otherwise stated)

(D) Impact of hedging activities

Disclosure of effects of hedge accounting on financial position

	Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities	Assets	Liabilities					
	March 31, 2018									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	772.13	-	-	4.89	May 2018 to March 2019	1:1	Euro:- 79.37 USD:- 66.66 GBP:- 91.83	(2.44)	2.44
(ii)	Foreign currency borrowing	-	1,400.00	-	1,425.90	April 2018 to July 2020	1:1	USD:-64.01	(2.14)	2.14
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs.1,400 million principal amount		5.94	April 2018 to July 2020	1:1	10.25%	(30.29)	30.29
	March 31, 2017									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	561.89	-	18.33	-	April 2017 to March 2018	1:1	Euro:- 74.25 USD:- 68.75 GBP:-86.47	18.33	(18.33)
(ii)	Foreign currency borrowing	-	1,600.00	-	1,628.03	April 2017 to July 2020	1:1	USD:-63.80	(33.05)	33.05
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 1,600 million principal amount		36.23	April 2017 to July 2020	1:1	10.25%	29.14	(29.14)
	April 1, 2016									
	Foreign Exchange Risk									
(i)	Foreign currency borrowing	-	1,600.00	-	1,661.08	April 2016 to July 2020	1:1	USD:-63.80	60.52	(60.52)
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 1,600 million principal amount		7.09	April 2016 to July 2020	1:1	10.25%	(40.34)	40.34

*The foreign exchange forward are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1. The entire amount of foreign currency loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

(Amount in Rs. Millions, unless otherwise stated)

30 Capital management

The primary objective of the management of the Group's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows to maximise the shareholder value. Management also monitors the return on equity.

The Board of directors regularly review the Group's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securities premium and all other equity reserves. Debt includes, foreign currency term loan and finance lease obligations and other borrowings.

i) Debt equity ratio:

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Borrowings	1,780.15	1,718.03	1,949.31
Finance lease obligation	-	48.03	109.74
Total Debt (A)	**1,780.15**	**1,766.06**	**2,059.05**
Equity share capital	333.20	331.51	331.01
Other Equity*	6,896.82	6,505.00	6,253.83
Non controlling interests	95.55	96.93	85.43
Total Equity (B)	**7,325.57**	**6,933.44**	**6,670.27**
Debt equity ratio (A/B)	0.24	0.25	0.31

*Includes share application money pending allotment

ii) Return on equity :

Particulars	March 31, 2018	March 31, 2017
Profit after tax (C)	636.82	420.85
Equity share capital	333.20	331.51
Other equity	6,896.82	6,505.00
Non controlling interests	95.55	96.93
Total equity (D)	**7,325.57**	**6,933.44**
Return on equity (%) (D/E)	8.69%	6.07%

31 Employee Benefits

A) Defined Contribution Plans

The Group makes contribution towards Provident Fund (other than NIIT Limited and certain other domestic subsidiaries), Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Group has charged the following costs in Contribution to Provident and Other Funds in the Consolidated Statement of Profit and Loss:-

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Employers' Contribution to Provident Fund	95.62	65.43
Employers' Contribution to Superannuation Fund	11.69	12.39
Employers' Contribution to Employees Pension Scheme	43.70	49.27
Employers' Contribution to Employee National Pension System	1.15	1.31
Contribution to 401 (K) and Other plans	36.80	34.11
Total	**188.96**	**162.51**

Contribution towards Superannuation Fund to the defined contribution plans includes following cost for Key Managerial Personnel:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Employers' Contribution to Provident Fund	1.92	1.96
Employers' Contribution to Superannuation Fund	1.69	1.73
Employers' Contribution to Employees Pension Scheme	0.01	0.01
Employers' Contribution to Employee National Pension System	-	0.40
	3.62	**4.10**

(Amount in Rs. Millions, unless otherwise stated)

B) Defined Benefit Plans

I. Gratuity Fund- Funded

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
i) Change in Present value of Obligation:-		
Present value of obligation as at beginning of the year	128.87	115.43
Interest cost	8.45	8.23
Current service cost	14.83	12.42
Past service cost - plan amendments	-	-
Benefits paid	(16.27)	(18.44)
Acquisition (credit) / cost	-	-
Actuarial (gain)/ loss on obligations		
Actuarial (gain)/ loss on experience	25.38	6.58
Actuarial (gain)/ loss on financial assumption	9.20	4.65
Present value of obligation as at the year end	**170.46**	**128.87**

ii) Change in fair value of plan assets:-	Year ended March 31, 2018	Year ended March 31, 2017
Fair value of Plan Assets as at the beginning of the year	86.78	86.01
Expected return on Plan Assets	5.99	6.43
Contributions	14.14	12.46
Acquisition adjustment	-	-
Benefits Paid	(16.27)	(18.44)
Return on plan assets greater / (lesser) than discount rate	0.44	0.32
Fair value of Plan Assets as at the end of the year	**91.08**	**86.78**

Estimated contributions for the year ended on March 31, 2019 is Rs. 79.38 Million (Previous year Rs. 42.09 Million).

iii) Amount of Asset/ (Obligation) recognised in the Balance Sheet:-	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Assets/ (obligation) recognised in Balance Sheet*
As at March 31, 2018	91.08	170.46	(79.38)
As at March 31, 2017	86.78	128.87	(42.09)
As at April 1, 2016	86.01	115.43	(29.42)

* Net of assets recognised in Balance Sheet Nil (March 31, 2017 - Nil and April 1, 2016 - Rs. 0.09 Million)

iv) Net Gratuity Cost recognised in Consolidated Statement of Profit and Loss:-

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current service cost	14.83	12.42
Past service cost - plan amendments	-	-
Interest cost	-	-
Expected return on Plan Assets	-	-
Net interest on net defined benefit liability / (asset)	2.46	1.80
Expense recognised in Consolidated Statement of Profit and Loss (under contribution to provident and other funds)	**17.29**	**14.22**

v) Gratuity Cost recognised through Other Comprehensive Income:-

Particulars	March 31, 2018	March 31, 2017
Actuarial (gain)/ loss - experience	25.26	6.58
Actuarial (gain)/ loss - financial assumptions	9.20	4.65
Return on plan assets (greater) / less than discount rate	(0.44)	(0.32)
Expense recognised through other comprehensive income	**34.02**	**10.91**

vi) Assumptions used in accounting for gratuity plan:-

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Discount Rate (Per Annum)	7.50%	7.00%	7.75%
Future Salary Increase	11% for first 2years 8% thereafter	6.00%	6.00%
Expected Rate of return on plan assets	8.25%	8.45%	9.10%

Estimates of future salary increase considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(Amount in Rs. Millions, unless otherwise stated)

vii) Investment details of Plan Assets:-

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Group and have not been disclosed.

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation		
	Change in assumption March 31, 2018	Increase in assumption March 31, 2018	Decrease in assumption March 31, 2018
Discount rate	0.50%	(6.20)	6.60
Salary growth rate	0.50%	6.50	(6.17)
Withdrawal rate	5.00%	(4.25)	4.00

Particulars	Impact on defined benefit obligation		
	Change in assumption March 31, 2017	Increase in assumption March 31, 2017	Decrease in assumption March 31, 2017
Discount rate	0.50%	(4.45)	4.73
Salary growth rate	0.50%	4.75	(4.52)
Withdrawal rate	5.00%	(0.83)	0.69

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc. The Group ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Group's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

32 Contingent Liabilities

a) i). Claims against the Group (including Associate Company) not acknowledged as debts:-

	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
- Customers	14.99	35.18	8.53
- Sales Tax/ VAT	-	5.08	1.40
- Works Contract Tax	31.32	31.32	31.32
- Excise Matters	66.85	66.97	67.16
- Custom Duty	4.80	4.80	4.80
- Service Tax	38.70	38.70	38.70
- Income Tax	222.87	545.74	514.51
- Others*	39.84	39.84	14.44
	419.37	**767.63**	**680.86**

*Includes amount of Rs.17.98 Million pertaining to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting. It also includes demand of Rs. 21.86 Million towards property lease rent on which the Group was operating one of its centre. The Group does not expect any reimbursements in respect of the above.

(Amount in Rs. Millions, unless otherwise stated)

ii) The Holding Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Holding Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Company. On merits, the Tribunal has allowed some of the issues and dismissed others which were referred back to the assessing officer for fresh examination.

The Holding Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/quantified demands. Based on legal opinion, the Holding Company has fair chances of obtaining adequate relief before the Hon'ble High Court.

It is not practical for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Group does not foresee any financial implication based on the advise of legal counsel.

b) Guarantees

i) Guarantees issued by bankers outstanding at the end of the year Rs. 35.45 Million (March 31, 2017 - Rs. 16.56 Million, April 1, 2016 - Rs. 34.83 Million).

ii) Corporate Guarantee issued to banks for availing working capital limits on behalf of Mindchampion Learning Systems Limited Rs. 450 Million (March 31, 2017- Rs. 450 Million, April 1, 2016 - Nil) [Amount Outstanding at year end Nil (March 31, 2017 - Nil, April 1, 2016 - Nil)].

iii) Issuance of Performance Bank Guarantee of Rs. 179.13 Million (USD 2.75 Mn) [March 31, 2017 Rs. 178.36 Million (USD 2.75 Mn)] by NIIT USA Inc. on behalf of NIIT Learning Solutions (Canada) Limited. The subject bank guarantee has been issued in terms of Registration Education Services Agreement dated March 30, 2017 between NIIT Learning Solutions (Canada) Limited, Real Estate Council of Ontario, Registrar appointed under the Real Estate and Business Brokers Act, 2002 and Humber College Institute of Technology & Advanced Learning.

iv) Corporate Guarantee to National Skill Development Corporation to secure loan of Rs. 85.50 Million (March 31, 2017 Rs. 90 Million, April 1, 2016 Rs. 142.64 Million) availed by NIIT Yuva Jyoti Limited, a subsidiary of the Holding Company (Refer Note 45).

v) Corporate Guarantee to National Skill Development Corporation to secure them in the event of default on the part of NIIT Yuva Jyoti Limited in making payment towards outstanding royalty amount of Rs. 66.27 Million (March 31, 2017 - Rs. 136.49 Million, April 1, 2016 - Nil) (Refer Note 44).

c) Other monies for which the Group is contingently liable

Standby Letter of Credit is Nil issued by banks by earmarking working capital facility of the Holding Company, (March 31, 2017 - Rs. 486.44 Million [USD 7.50 Million], April 1, 2016 - Rs. 496.31 Million [USD 7.50 Million]) for working capital limit in favour of NIIT (USA) Inc.

33 Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided (including Associate Company) for Rs. 209.68 Million (March 31, 2017 - Rs. 334.27 Million, April 1, 2016 Rs. 580.69 Million).

b) For commitments related to lease arrangements, refer note 38.

c) There were certain contracts in previous year with state governments under which the Group is required to transfer ownership of the fixed assets and equipments under leasing arrangements at the end of the contract term. The Group does not anticipate any cash outflow or expense on such transfer.

d During the year the Holding Company has issued need based financial support letters to its subsidiary companies, namely NIIT Yuva Jyoti Limited, Mindchampion Learning Systems Limited, NIIT GC Limited and NIIT Learning Solutions (Canada) Limited (refer notes 46,47,48 & 49).

	Year ended	
34 Earnings Per Share	**March 31, 2018**	**March 31, 2017**
Profit attributable to Equity Shareholders (Rs. Million) (A)	624.65	409.29
Weighted average number of Equity Shares outstanding during the year (Nos.)-(B)	166,158,905	165,635,165
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	1,856,446	1,979,822
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (C)	168,015,351	167,614,987
Nominal Value of Equity Shares (Rs.)	2	2
Basic Earnings per Share (Rs.) (A/B)	3.76	2.47
Diluted Earnings per Share (Rs.) (A/C)	3.72	2.44

(Amount in Rs. Millions, unless otherwise stated)

35 Related Party Transactions :

(A) Related parties with whom the Group has transacted:

Associate Companies

1 NIIT Technologies Limited
2 NIIT GIS Limited
3 NIIT Technologies Inc., USA
4 NIIT Technologies Limited., USA
5 NIIT Technologies Pte Limited, Singapore
6 NIIT Technologies Limited, UK

Key Managerial Personnel

1 Rajendra S Pawar (Chairman)
2 Vijay K Thadani (Vice-Chairman & Managing Director)
3 P Rajendran (Joint Managing Director)
4 Rahul Keshav Patwardhan (Chief Executive Officer, up to July 31, 2017)
5 Sapnesh Kumar Lalla (Chief Executive Officer, w.e.f. August 1, 2017)
6 Rohit Kumar Gupta (Chief Financial Officer till February 28, 2017)
7 Amit Roy (Chief Financial Officer w.e.f. March 01, 2017)

Relatives of Key Managerial Personnel

1 Renuka Thadani (Wife of Vijay K Thadani)
2 Veena Oberoi (Sister of Vijay K Thadani)

(B) Parties in which the Key Managerial Personnel of the Group are interested

1 NIIT Institute of Information Technology
2 NIIT University
3 NIIT Foundation (formerly known as NIIT Education Society)
4 Pace Industries Private Limited
5 NIIT Network Services Limited
6 Naya Bazaar Novelties Private Limited

(C) Key management personnel compensation

Particulars	March 31, 2018	March 31, 2017
Short-term employee benefits	61.89	85.48
Post-employment benefits	4.42	7.09
Share based payment	21.05	-
Total compensation	**87.36**	**92.57**

(D) Terms and conditions

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

All outstanding balances are unsecured and are repayable in cash.

(Amount in Rs. Millions, unless otherwise stated)

(E) Details of significant transactions with related parties :

Nature of Transactions	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Dividend Income	181.17 (144.93)	- (-)	- (-)	- (-)	**181.17 (144.93)**
Other Income	- (-)	- (-)	- 0.02	0.57 (1.46)	**0.57 (1.44)**
Purchase of Goods	- (-)	- (-)	- (-)	0.50 (0.36)	**0.50 (0.36)**
Purchase of Services					
Employee Benefit Expense	- (-)	- (-)	- (-)	- (-)	**- (-)**
Other Expenses	- (-)	- (-)	- (-)	0.41 (0.76)	**0.41 (0.76)**
Other Services (Included in Other Expenses)	24.24 (21.58)	- (-)	- (-)	0.01 (7.98)	**24.25 (29.56)**
Professional Technical & Outsourcing Services	- (-)	- (-)	- (-)	61.66 (32.71)	**61.66 (32.71)**
Recovery of Expenses By					
Employee Benefit Expense	0.04 (0.04)	- (-)	- (-)	- (-)	**0.04 (0.04)**
Other Expenses	9.55 (8.55)	- (-)	0.98 (1.02)	1.85 (0.92)	**12.38 (10.49)**
Professional Technical & Outsourcing Services	1.35 (17.47)	- (-)	- (-)	- (-)	**1.35 (17.47)**
Recovery of Expenses From					
Employee Benefit Expense	- (-)	- (-)	- (-)	- (0.76)	**- (0.76)**
Other Expenses	0.28 (0.25)	0.10 (0.24)	- (-)	2.94 (1.08)	**3.32 (1.57)**
Other Services (Included in Other Expenses)	- (0.58)	- (-)	- (-)	- (-)	**- (0.58)**
Professional Technical & Outsourcing Services	- (-)	- (-)	- (-)	- (0.02)	**- (0.02)**
Other Income	0.01 (0.01)	- (-)	- (-)	- (-)	**0.01 (0.01)**
Remuneration	- (-)	87.36 (92.57)	- (-)	- (-)	**87.36 (92.57)**
Sale of Courseware	- (-)	- (-)	- (-)	3.10 (0.68)	**3.10 (0.68)**
Sale of Services	21.42 (11.22)	- (-)	- (-)	7.14 (6.72)	**28.56 (17.94)**
Sale of Goods	- (-)	- (-)	- (-)	1.99 (7.31)	**1.99 (7.31)**
Purchase of Fixed Assets	- (-)	- (-)	- (-)	0.02 (-)	**0.02 (-)**
Sale of Fixed Assets	- (-)	- (0.02)	- (-)	0.01 (-)	**0.01 (0.02)**

Refer Notes 32 & 33 for Guarantees, collaterals and commitments
Previous year figures are given in parenthesis.

(F) Outstanding Balances with Related Parties:

Nature of Balances	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Receivables					
March 31, 2018	1.90	0.19	-	6.31	**8.40**
March 31, 2017	1.29	1.46	-	10.17	**12.92**
April 1, 2016	8.61	0.03	-	4.84	**13.48**
Payables					
March 31, 2018	11.66	0.13	-	1.59	**13.38**
March 31, 2017	6.61	0.14	-	1.82	**8.57**
April 1, 2016	15.21	0.13	-	8.77	**24.11**

Note:- Refer Notes 32 and 33 for guarantees, collaterals and commitments as at the year end.

(Amount in Rs. Millions, unless otherwise stated)

36 The Group is internally developing new software tools, platforms and content/ courseware. The investments would further expand the business of the Group in existing and new markets, enhance capabilities of its products and software and offer more technology based learning products/ solutions to the customers in future. The Group is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development is as follows:

Description	March 31, 2018	March 31, 2017
Salary and Other employee benefits	150.48	112.42
Professional & Outsourcing Expenses	110.65	57.33
Rent	36.48	5.28
Other Expenses	14.71	8.74
Total	**312.32**	**183.77**

37 Segment Information

The Group is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Segment Reporting, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Group as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Segment Reporting.

(i) The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is show in table below :

Particulars	Revenue from external customers	
	March 31, 2018	March 31, 2017
India	2,576.26	3,296.94
America	3,777.04	3,402.82
Europe	1,393.92	1,074.15
Rest of the World	757.81	677.60
Total	**8,505.03**	**8,451.51**

(ii) The total of non-current assets other than financial instruments, investments accounted for using equity method and deferred tax assets, broken down by location of assets, is shown below :

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
India	2,334.71	2,363.53	2,576.09
America	466.90	143.28	202.33
Europe	46.43	16.99	10.74
Rest of the World	196.68	49.72	62.86
Total	**3,044.72**	**2,573.52**	**2,852.02**

38 Leases

Operating Leases:

Total of future Minimum Lease Payments under non-cancelable leases outstanding at the Balance Sheet date:

	As at	
Particulars	**March 31, 2018**	**March 31, 2017**
Not later than 1 year	76.76	60.18
Later than 1 year but not later than 5 years	136.70	139.27
Later than 5 years	-	2.20

Aggregate payments during the year under operating leases in respect of equipments, vehicles and premises for office and employees accommodation amounting to Rs. 429.70 Million (Previous year Rs. 541.11 Million).

39 Share based payments

(a) Employee option plan

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2 each (Rs. 10 each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

(Amount in Rs. Millions, unless otherwise stated)

i) **Summary of options granted under plan:**

Particulars	March 31, 2018		March 31, 2017	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	50.79	5,387,424	48.55	6,086,256
Granted during the year	95.47	1,880,000	80.35	460,000
Exercised during the year	53.09	791,871	48.20	306,953
Forfeited/lapsed during the year	58.64	1,247,475	51.66	851,879
Closing balance	**64.64**	**5,228,078**	**50.79**	**5,387,424**
Vested and exercisable		**1,943,163**		**1,929,195**

The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2018 was Rs. 53.09 (March 31, 2017 - Rs. 48.20)

No options expired during the periods covered in the above tables

ii) **Share options outstanding at the end of year have following expiry date and exercise prices:**

Grant	Grant date	Vesting date	Expiry date	Exercise price	Fair value	Share options outstanding		
						March 31, 2018	March 31, 2017	April 1, 2016
Grant V								
Vest 3	26-Oct-09	26-Oct-12	26-Oct-17	72.20	36.64	-	538,762	601,582
Grant VI								
Vest 3	23-Jan-10	23-Jan-13	23-Jan-18	69.20	34.74	-	33,690	40,640
Grant VII								
Vest 2	22-Oct-10	22-Oct-12	22-Oct-17	67.65	32.00	-	-	-
Vest 3	22-Oct-10	22-Oct-13	22-Oct-18	67.65	34.35	-	-	-
Grant IX								
Vest 1	21-May-14	20-May-15	20-May-20	35.40	10.66	289,600	316,500	316,800
Vest 2	21-May-14	20-May-16	20-May-21	35.40	11.45	316,200	316,200	376,100
Vest 3	21-May-14	20-May-17	20-May-22	35.40	14.35	317,600	317,600	377,800
Grant X								
Vest 1	28-Aug-14	28-Aug-15	28-Aug-20	49.75	15.50	26,666	46,666	56,666
Vest 2	28-Aug-14	28-Aug-16	28-Aug-21	49.75	16.61	46,666	46,666	123,332
Vest 3	28-Aug-14	28-Aug-17	28-Aug-22	49.75	19.78	46,668	46,668	123,336
Grant XI								
Vest 1	17-Oct-14	17-Oct-15	17-Oct-20	48.50	14.71	-	198,000	200,000
Vest 2	17-Oct-14	17-Oct-16	17-Oct-21	48.50	15.23	-	200,000	200,000
Vest 3	17-Oct-14	17-Oct-17	17-Oct-22	48.50	15.80	-	200,000	200,000
Vest 4	17-Oct-14	17-Oct-18	17-Oct-23	48.50	16.27	-	200,000	200,000
Vest 5	17-Oct-14	17-Sep-19	17-Oct-24	48.50	16.79	-	200,000	200,000
Grant XII								
Vest 1	24-Jun-15	24-Jun-16	24-Jun-21	41.60	13.45	349,999	374,999	483,332
Vest 2	24-Jun-15	24-Jun-17	24-Jun-22	41.60	14.38	349,999	349,999	483,332
Vest 3	24-Jun-15	24-Jun-18	24-Jun-23	41.60	15.07	350,002	350,002	483,336
Grant XIII								
Vest 1	17-Jul-15	17-Jul-16	17-Jul-21	52.15	17.01	242,980	359,973	498,299
Vest 2	17-Jul-15	17-Jul-17	17-Jul-22	52.15	18.21	288,310	418,301	498,299
Vest 3	17-Jul-15	17-Jul-18	17-Jul-23	52.15	19.08	328,388	418,398	498,402
Grant XIV								
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	35,000	35,000	35,000
Grant XV								
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	-	-	30,000
Vest 2	19-Jan-16	19-Jan-18	19-Jan-23	75.65	27.48	-	-	30,000
Vest 3	19-Jan-16	19-Jan-19	19-Jan-24	75.65	28.50	-	-	30,000
Grant XVI								
Vest 1	16-Jun-16	16-Jun-17	16-Jun-22	83.30	30.30	73,326	93,324	-
Vest 2	16-Jun-16	16-Jun-18	16-Jun-23	83.30	31.88	73,326	93,324	-
Vest 3	16-Jun-16	16-Jun-19	16-Jun-24	83.30	33.17	73,348	93,352	-
Grant XVII								
Vest 1	05-Feb-17	05-Feb-18	05-Feb-23	73.60	25.87	46,664	46,664	-
Vest 2	05-Feb-17	05-Feb-19	05-Feb-24	73.60	27.13	46,664	46,664	-
Vest 3	05-Feb-17	05-Feb-20	05-Feb-25	73.60	28.29	46,672	46,672	-
Grant XVIII								
Vest 1	23-Jun-17	23-Jun-18	23-Jun-23	92.55	33.47	393,325	-	-
Vest 2	23-Jun-17	23-Jun-19	23-Jun-24	92.55	36.08	393,325	-	-
Vest 3	23-Jun-17	23-Jun-20	23-Jun-25	92.55	37.61	393,350	-	-
Grant XIX								
Vest 1	27-Jul-17	27-Jul-18	27-Jul-23	88.85	32.06	93,333	-	-
Vest 2	27-Jul-17	27-Jul-19	27-Jul-24	88.85	34.46	93,333	-	-
Vest 3	27-Jul-17	27-Jul-20	27-Jul-25	88.85	35.05	93,334	-	-
Grant XX								
Vest 1	24-Oct-17	24-Oct-18	24-Oct-23	108.10	39.30	139,999	-	-
Vest 2	24-Oct-17	24-Oct-19	24-Oct-24	108.10	43.14	139,999	-	-
Vest 3	24-Oct-17	24-Oct-20	24-Oct-25	108.10	44.96	140,002	-	-

(Amount in Rs. Millions, unless otherwise stated)

iii) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market price	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate
Grant V	Vest 3	72.20	61.68%	4.50	7.19%	1.76%
Grant VI	Vest 3	69.20	61.44%	4.50	6.80%	1.76%
Grant VII	Vest 2	67.65	63.40%	3.50	7.56%	1.76%
	Vest 3	67.65	60.71%	4.50	7.73%	1.76%
Grant IX	Vest 1	35.40	39.04%	3.50	8.68%	3.96%
	Vest 2	35.40	37.65%	4.50	8.73%	3.96%
	Vest 3	35.40	48.22%	5.50	8.78%	3.96%
Grant X	Vest 1	49.75	40.75%	3.50	8.78%	3.96%
	Vest 2	49.75	39.51%	4.50	8.73%	3.96%
	Vest 3	49.75	46.99%	5.50	8.70%	3.96%
Grant XI	Vest 1	48.50	42.47%	3.11	8.48%	3.96%
	Vest 2	48.50	41.13%	3.61	8.49%	3.96%
	Vest 3	48.50	40.48%	4.11	8.50%	3.96%
	Vest 4	48.50	39.82%	4.61	8.50%	3.96%
	Vest 5	48.50	39.88%	5.07	8.51%	3.96%
Grant XII	Vest 1	41.60	42.73%	3.50	7.95%	3.50%
	Vest 2	41.60	41.13%	4.50	7.93%	3.50%
	Vest 3	41.60	39.89%	5.50	7.92%	3.50%
Grant XIII	Vest 1	52.15	43.53%	3.50	7.79%	3.50%
	Vest 2	52.15	41.89%	4.50	7.86%	3.50%
	Vest 3	52.15	40.55%	5.50	7.90%	3.50%
Grant XIV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
Grant XV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
	Vest 2	75.65	44.92%	4.50	7.58%	3.50%
	Vest 3	75.65	42.94%	5.50	7.67%	3.50%
Grant XVI	Vest 1	83.30	48.89%	3.50	7.52%	3.01%
	Vest 2	83.30	45.98%	4.50	7.52%	3.01%
	Vest 3	83.30	44.05%	5.50	7.52%	3.01%
Grant XVII	Vest 1	73.60	48.75%	3.50	6.41%	3.01%
	Vest 2	73.60	45.93%	4.50	6.41%	3.01%
	Vest 3	73.60	44.36%	5.50	6.41%	3.01%
Grant XVIII	Vest 1	92.55	47.76%	3.50	6.45%	2.35%
	Vest 2	92.55	46.09%	4.50	6.45%	2.35%
	Vest 3	92.55	43.93%	5.50	6.45%	2.35%
Grant XIX	Vest 1	88.85	47.64%	3.50	6.45%	2.35%
	Vest 2	88.85	45.78%	4.50	6.45%	2.35%
	Vest 3	88.85	43.85%	5.50	6.45%	2.35%
Grant XX	Vest 1	108.10	47.45%	3.50	6.80%	2.35%
	Vest 2	108.10	46.90%	4.50	6.80%	2.35%
	Vest 3	108.10	44.66%	5.50	6.80%	2.35%

(b) Expense arising from share-based payment transactions

Particulars	March 31, 2018	March 31, 2017
Expenses accounted for during the year based on fair value of options	30.74	20.46

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Contd..
(Amount in Rs. Millions, unless otherwise stated)

40 **Interests in other entities**

(a) **Subsidiaries**

The Group's subsidiaries as at March 31, 2018 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is their principal place of business.

S. No.	Name of the Entity	Place of business/ country of incorporation	Ownership interest held by the Group (in %)			Ownership interest held by non-controlling interests (in %)			Principal activities
			March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016	
1	Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited)	India	100	100	100	-	-	-	Education and Training
2	NIIT Institute of Finance Banking and Insurance Training Limited	India	80.72	80.72	80.72	19.28	19.28	19.28	Education and Training
3	NIIT Institute of Process Excellence Limited	India	75	75	75	25	25	25	Education and Training
4	NIIT Yuva Jyoti Limited	India	100	100	90	-	-	10	Education and Training
5	NIIT (USA) Inc., USA	United States	100	100	100	-	-	-	Education and Training
6	NIIT Limited, UK	United Kingdom	100	100	100	-	-	-	Education and Training
7	NIIT Antilles NV (liquidated w.e.f. November 23, 2017)	Netherlands Antilles	100	100	100	-	-	-	Education and Training
8	NIIT Malaysia Sdn. Bhd	Malaysia	100	100	100	-	-	-	Education and Training
9	NIIT GC Limited	Mauritius	100	100	100	-	-	-	Education and Training
10	NIIT China (Shanghai) Limited	China	100	100	100	-	-	-	Education and Training
11	NIIT WuXi Service Outsourcing Training School (Memorandum of Understanding was executed to sell on April 1, 2017)	China	-	60	60	-	40	40	Education and Training
12	WuXi NIIT Information Technology Consulting Limited (agreement to sell entered on March 31, 2018)	China	-	60	60	-	40	40	Education and Training
13	Chongqing NIIT Education Consulting Limited	China	60	60	60	40	40	40	Education and Training
14	Changzhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 12)	China	-	60	60	-	40	40	Education and Training
15	Su Zhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 12)	China	-	60	60	-	40	40	Education and Training
16	PT NIIT Indonesia (Under Liquidation)	Indonesia	100	100	100	-	-	-	Education and Training
17	NIIT West Africa Limited	Nigeria	100	100	100	-	-	-	Education and Training
18	Qingdao NIIT Information Technology Company Limited (Closed w.e.f. January 31, 2018)	China	-	100	100	-	-	-	Education and Training
19	Chongqing An Dao Education Consulting Limited	China	65	65	65	35	35	35	Education and Training
20	Zhangjiagang NIIT Information Services Limited	China	60	60	60	40	40	40	Education and Training
21	Chengmai NIIT Information Technology Company Limited	China	100	100	100	-	-	-	Education and Training
22	Dafeng NIIT Information Technology Company Limited (closed w.e.f. October 25, 2017)	China	-	60	60	-	40	40	Education and Training
23	Guizhou NIIT Information Technology Consulting Company Limited	China	100	100	100	-	-	-	Education and Training
24	NIIT Ireland Limited	Ireland	100	100	100	-	-	-	Education and Training
25	NIIT Learning Solutions (Canada) Limited	Canada	100	100	100	-	-	-	Education and Training
26	NIIT (Guizhou) Education Technology Co. Ltd*	China	100	100	NA	-	-	-	Education and Training
27	NIIT (NingXia) Education Technology Company Limited (incorporated w.e.f. May 19, 2017)**	China	100	-	-	-	-	-	Education and Training
28	Eagle international Institute Inc. USA (acquired w.e.f. January 03, 2018)**	USA	100	-	-	-	-	-	Education and Training
29	Eagle Training, Spain S.L.U (acquired w.e.f. January 03, 2018)**	Spain	100	-	-	-	-	-	Education and Training

* Incorporated during the year ended March 31, 2017

** Incorporated/ Acquired during the year ended March 31, 2018

(b) **Non controlling interests**

Particulars	Amount
As at April 1, 2016	**85.43**
Add : Increase in Minority Share Capital	-
Less: Decrease in Minority Share due to purchase from minority	(0.06)
Add : Minority Share in Profit of current year	11.56
As at March 31, 2017	**96.93**
Add : Increase in Minority Share Capital	-
Less: Decrease in Minority Share due to purchase from minority	(13.55)
Add : Minority Share in Profit of current year	12.17
As at March 31, 2018	**95.55**

(Amount in Rs. Millions, unless otherwise stated)

41 Investment in associate

Interests in associate

The Group has a 23.58% interest in NIIT Technologies Limited, which is involved in the software development. NIIT Technologies Limited is a public limited company and is listed on Bombay stock exchange and the National stock exchange in India. The Group's interest in NIIT Technologies Limited is accounted for using the equity method in the consolidated financial statements. The following table summarises financial information of the Group's investment in NIIT Technologies Limited:

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
NIIT Technologies Limited			
- Net Assets Value (Opening Value)	3,983.72	3,715.20	3,384.01
- Fair Valuation Adjustment*	1,874.45	1,874.45	1,874.45
- Share / (Adjustment) in Post Acquisition Reserves	(263.34)	(148.00)	(142.72)
- Share of Associate's net profit	660.87	590.96	639.63
- Dividend Received	(181.17)	(144.93)	(137.69)
- DTL on Dividend Received	(36.88)	(29.50)	(28.03)
Total equity accounted investments	**6,037.65**	**5,858.17**	**5,589.65**
Total Quoted fair value of Investments	**12,536.86**	**6,313.36**	**7,198.91**

*Consequent to the accounting of the Scheme of Amalgamation by recording assets and liabilities at fair values by applying the Purchase Method, the difference between the fair value of the investment acquired and proportionate share of the net assets value, as at the appointed date of April 01, 2014, was recognised as Fair Value Adjustment.

Commitments and contingent liabilities in respect of associate

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Contingent liabilities - associate			
Claims against the Group not acknowledged as debts Income tax matters pending disposal by the tax authorities	644.79	611.72	532.25
Claims made by customer pending under arbitration	1.32	-	-
Excise matters pending with Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh.	283.51	283.51	283.51
Total commitments and contingent liabilities	**929.62**	**895.23**	**815.76**
Proportion of the Group's ownership	23.58%	23.62%	23.69%
Total commitments and contingent liabilities -Group's Share	**219.20**	**211.45**	**193.25**

Summarised financial information for associates

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Current assets	16,179.26	14,606.54	12,736.00
Non-current assets	10,519.08	9,849.04	10,547.00
Current liabilities	(5,847.40)	(4,478.33)	(3,892.00)
Non-current liabilities	(2,888.87)	(2,876.01)	(3,472.00)
Equity	**17,962.07**	**17,101.24**	**15,919.00**
Proportion of the Group's ownership	23.58%	23.62%	23.69%
Group's share in Equity of Associate	**4,235.46**	**4,039.31**	**3,771.21**

Summarised statement of profit and loss

Particulars	NIIT Technologies Limited for the year ended	
	March 31, 2018	March 31, 2017
Revenue	29,914.08	28,020.90
Other income	390.82	268.71
Purchases of stock-in-trade	(316.85)	(140.52)
Changes in inventories of stock-in-trade	(0.16)	0.76
Employee benefits expense	(17,601.59)	(16,513.41)
Depreciation and amortisation expense	(1,273.95)	(1,277.28)
Other expenses	(6,982.98)	(6,573.04)
Finance costs	(93.71)	(59.33)
Profit before tax	**4,035.66**	**3,726.79**
Exceptional items	-	(220.84)
Income tax expense	(948.81)	(784.88)
Profit for the year from continuing operations	**3,086.85**	**2,721.07**
Owners of NIIT Technologies Limited	**2,802.30**	**2,500.99**
Non-controlling interests	**284.55**	**220.08**
Group's share of profit for the year	**660.87**	**590.96**

(Amount in Rs. Millions, unless otherwise stated)

42 Disclosures mandated by Schedule III by way of additional information

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs Million)	As % of Consolidated profit or loss	Amount (Rs Million)	As % of Consolidated Other comprehensive income	Amount (Rs Million)	As % of Consolidated total comprehensive income	Amount (Rs Million)
Parent Company									
NIIT Limited	2018	(1.79)	(129.14)	(7.80)	(48.71)	85.31	(32.22)	(13.79)	(80.93)
	2017	(6.58)	(456.93)	(50.86)	(208.17)	1.78	(3.23)	(92.78)	(211.40)
Indian Subsidiaries									
1. Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited)	2018	0.59	43.10	(3.90)	(24.37)	6.91	(2.61)	(4.60)	(26.98)
	2017	5.01	346.99	12.28	50.23	1.27	(2.31)	21.03	47.92
2. NIIT Institute of Finance Banking and Insurance Training Limited	2018	1.43	104.46	3.54	22.13	1.62	(0.61)	3.67	21.52
	2017	1.25	86.97	10.26	42.01	(0.17)	0.31	18.57	42.32
3. NIIT Institute of Process Excellence Limited	2018	2.46	179.88	3.89	24.32	1.35	(0.51)	4.06	23.81
	2017	2.34	162.14	10.46	42.79	0.03	(0.05)	18.76	42.74
4. NIIT Yuva Jyoti Limited	2018	0.06	4.07	(16.40)	(102.46)	1.35	(0.51)	(17.55)	(102.97)
	2017	(0.20)	(14.12)	(10.04)	(41.09)	0.21	(0.38)	(18.20)	(41.47)
Foreign Subsidiaries									
1. NIIT (USA) Inc., USA	2018	10.99	805.24	4.31	26.94	(13.24)	5.00	5.44	31.94
	2017	11.82	819.53	29.13	119.22	11.01	(19.97)	43.56	99.25
2. NIIT Limited, UK	2018	0.22	15.97	1.07	6.71	5.19	(1.96)	0.81	4.75
	2017	0.16	11.22	(0.92)	(3.77)	8.23	(14.93)	(8.21)	(18.70)
3. NIIT Antilles NV	2018	-	-	5.70	35.58	303.55	(114.65)	(13.47)	(79.07)
	2017	1.35	93.39	(1.42)	(5.83)	1.80	(3.26)	(3.99)	(9.09)
4. NIIT Malaysia Sdn. Bhd	2018	1.29	94.48	2.82	17.59	(29.89)	11.29	4.92	28.88
	2017	0.95	65.60	5.23	21.41	5.15	(9.34)	5.30	12.07
5. NIIT GC Limited	2018	(0.22)	(16.48)	(0.44)	(2.75)	0.24	(0.09)	(0.48)	(2.84)
	2017	(0.20)	(13.65)	(2.29)	(9.36)	(0.21)	0.38	(3.94)	(8.98)
6. NIIT China (Shanghai) Limited	2018	(1.85)	(135.16)	8.50	53.12	35.64	(13.46)	6.76	39.66
	2017	(2.63)	(182.18)	(9.31)	(38.09)	0.66	(1.20)	(17.24)	(39.29)
7. NIIT WuXi Service Outsourcing Training School	2018	0.09	6.93	3.28	20.49	28.28	(10.68)	1.67	9.81
	2017	0.02	1.64	(8.36)	(34.21)	1.52	(2.76)	(16.23)	(36.97)
8. WuXi NIIT Information Technology Consulting Limited	2018	-	-	(1.42)	(8.85)	(1.43)	0.54	(1.42)	(8.31)
	2017	(0.03)	(2.00)	-	-	-	-	-	-
9. Chongqing NIIT Education Consulting Limited	2018	0.05	3.91	0.49	3.06	(1.67)	0.63	0.63	3.69
	2017	0.05	3.69	4.10	16.77	(0.02)	0.03	7.37	16.80
10. Changzhou NIIT Information Technology Consulting Limited	2018	-	-	(1.31)	(8.17)	(7.02)	2.65	(0.94)	(5.52)
	2017	0.18	12.71	0.13	0.51	0.61	(1.11)	(0.26)	(0.60)
11. Su Zhou NIIT Information Technology Consulting Limited	2018	0.53	38.90	2.07	12.90	(14.51)	5.48	3.13	18.38
	2017	0.40	27.53	1.61	6.59	1.42	(2.57)	1.76	4.02
12. PT NIIT Indonesia (Under Liquidation)-	2018	-	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-	-
13. NIIT West Africa Limited	2018	(0.13)	(9.83)	9.21	57.54	6.75	(2.55)	9.37	54.99
	2017	(0.99)	(68.52)	(5.08)	(20.79)	0.51	(0.93)	(9.53)	(21.72)
14. Qingdao NIIT Information Technology Company Limited	2018	(0.05)	(3.40)	(0.18)	(1.11)	0.79	(0.30)	(0.24)	(1.41)
	2017	(0.03)	(1.99)	(0.43)	(1.74)	(0.08)	0.14	(0.70)	(1.60)
15. Chongqing An Dao Education Consulting Limited	2018	(0.01)	(0.78)	(0.34)	(2.13)	1.16	(0.44)	(0.44)	(2.57)
	2017	0.11	7.83	0.02	0.08	0.33	(0.60)	(0.23)	(0.52)
16. Zhangjiagang NIIT Information Services Limited	2018	(0.06)	(4.62)	(2.59)	(16.16)	(0.82)	0.31	(2.70)	(15.85)
	2017	0.16	11.23	(0.54)	(2.20)	0.71	(1.29)	(1.53)	(3.49)
17. Chengmai NIIT Information Technology Company Limited	2018	0.06	4.63	(0.13)	(0.82)	(1.48)	0.56	(0.04)	(0.26)
	2017	0.07	5.07	(0.45)	(1.83)	0.28	(0.51)	(1.03)	(2.34)
18. Dafeng NIIT information technology Co., Limited	2018	-	-	(0.02)	(0.12)	(0.26)	0.10	(0.00)	(0.02)
	2017	-	0.02	(0.30)	(1.22)	0.02	(0.04)	(0.55)	(1.26)
19. Guizhou NIIT Information Technology Consulting Company Limited	2018	0.42	30.59	0.45	2.78	(7.70)	2.91	0.97	5.69
	2017	0.36	24.90	(0.86)	(3.54)	1.30	(2.36)	(2.59)	(5.90)
20. NIIT Ireland Limited	2018	0.85	62.38	4.42	27.63	(13.45)	5.08	5.57	32.71
	2017	0.43	29.67	6.26	25.63	0.45	(0.82)	10.89	24.81
21. NIIT Learning Solutions (Canada) Limited	2018	(0.79)	(57.85)	(6.88)	(42.98)	3.28	(1.24)	(7.53)	(44.22)
	2017	(0.20)	(13.62)	(3.48)	(14.23)	(0.33)	0.60	(5.98)	(13.63)
22. NIIT (Guizhou) Education Technology Co. Ltd	2018	1.50	109.73	11.54	72.06	(20.65)	7.80	13.61	79.86
	2017	0.32	21.89	5.52	22.59	0.39	(0.70)	9.61	21.89
23. Ningxia NIIT Education Technology Co Ltd	2018	(0.09)	(6.39)	(0.97)	(6.08)	0.82	(0.31)	(1.09)	(6.39)
	2017	-	-	-	-	-	-	-	-
24. Eagle international Institute Inc. USA	2018	0.59	43.30	0.59	3.69	(2.07)	0.78	0.76	4.47
	2017	-	-	-	-	-	-	-	-
25. Eagle Training, Spain S.L.U	2018	0.12	8.45	0.13	0.81	(0.40)	0.15	0.16	0.96
	2017	-	-	-	-	-	-	-	-

(Amount in Rs. Millions, unless otherwise stated)

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs Million)	As % of Consolidated profit or loss	Amount (Rs Million)	As % of Consolidated Other comprehensive income	Amount (Rs Million)	As % of Consolidated total comprehensive income	Amount (Rs Million)
Minority Interest in all subsidiaries									
Indian									
1. NIIT Institute of Finance Banking and Insurance Training Limited	2018	0.35	25.55	(0.68)	(4.27)	-	-	(0.73)	(4.27)
	2017	0.31	21.28	(1.94)	(7.92)	-	-	(3.48)	(7.92)
2. NIIT Institute of Process Excellence Limited	2018	0.83	60.43	(0.97)	(6.08)	-	-	(1.04)	(6.08)
	2017	0.78	54.36	(2.64)	(10.79)	-	-	(4.74)	(10.79)
Foreign									
1. NIIT WuXi Service Outsourcing Training School	2018	-	-	-	-	-	-	-	-
	2017	0.29	20.11	3.02	12.37	-	-	5.43	12.37
2. WuXi NIIT Information Technology Consulting Limited	2018	-	-	-	-	-	-	-	-
	2017	0.03	1.98	(0.00)	(0.01)	-	-	(0.00)	(0.01)
3. Chongqing NIIT Education Consulting Limited	2018	0.02	1.72	(0.21)	(1.32)	-	-	(0.22)	(1.32)
	2017	0.00	0.14	(1.03)	(4.21)	-	-	(1.85)	(4.21)
4. Changzhou NIIT Information Technology Consulting Limited	2018	-	-	-	-	-	-	-	-
	2017	(0.01)	(0.58)	(0.02)	(0.08)	-	-	(0.03)	(0.08)
5. Su Zhou NIIT Information Technology Consulting Limited	2018	-	-	-	-	-	-	-	-
	2017	(0.02)	(1.43)	(0.46)	(1.88)	-	-	(0.83)	(1.88)
6. Chongqing An Dao Education Consulting Limited	2018	0.04	2.73	(0.08)	(0.50)	-	-	(0.09)	(0.50)
	2017	(0.02)	(1.33)	(0.00)	(0.02)	-	-	(0.01)	(0.02)
7. Zhangjiagang NIIT Information Services Limited	2018	0.07	5.12	-	-	-	-	-	-
	2017	0.03	1.73	0.15	0.63	-	-	0.28	0.63
8. Dafeng NIIT information technology Co., Limited	2018	-	-	-	-	-	-	-	-
	2017	-	-	0.09	0.35	-	-	0.15	0.35
Associate									
1.NIIT Technologies Limited	2018	82.42	6,037.65	82.31	514.18	(267.65)	101.09	104.84	615.27
	2017	84.49	5,858.17	112.17	459.09	63.13	(114.55)	151.22	344.54
Total	2018	**100.00**	**7,325.57**	**100.00**	**624.65**	**100.00**	**(37.77)**	**100.00**	**586.88**
	2017	**100.00**	**6,933.44**	**100.00**	**409.29**	**100.00**	**(181.45)**	**100.00**	**227.84**

43 Business combinations

(a) Summary of acquisition

On September 26, 2016, the Holding Company acquired the business from Perceptron Learning Solutions Private Limited ('Perceptron'). The strategic acquisition is expected to bring complementary technology platforms and capabilities to the Company.

On January 3, 2018 the Holding Company through one of its wholly owned subsidiary, NIIT (USA), Inc., acquired Eagle International Institute Inc. USA ('Eagle'). This acquisition will enable the Group to provide complete set of training solutions in life sciences market.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration	Perceptron		Eagle	
	Contracted value	Fair value	Contracted value	Fair value
Cash paid	14.85	14.85	146.38	146.38
Contingent consideration	10.00	8.58	-	-
Deferred consideration	-	-	294.15	266.57
Total purchase consideration	**24.85**	**23.43**	**440.53**	**412.95**

The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	Perceptron Fair value	Eagle Fair value
Property, plant and equipment	1.75	13.72
Brand	-	77.26
Other Current Assets	-	35.88
Trade Receivables	3.96	136.73
Cash & Cash Equivalents	-	86.41
Notes Payable	-	(65.59)
Short Term Borrowings	-	(61.93)
Trade Payables	(0.63)	(28.40)
Other Current Liabilities	-	(70.66)
Net identifiable assets acquired	**5.08**	**123.42**

Calculation of goodwill	Perceptron Fair value	Eagle Fair value
Consideration transferred	23.43	412.95
Less: Net identifiable assets acquired	(5.08)	(123.42)
Goodwill	**18.35**	**289.53**

(Amount in Rs. Millions, unless otherwise stated)

(b) **Significant judgements**

(i) **Contingent consideration**
The Company is confident that the acquisition will achieve the performance based milestones and the entire contingent consideration would be paid to the seller.

(ii) **Acquired Brand**
Acquired Brand has been fair valued.

(iii) **Acquired receivables**
No adjustments have been made to acquired trade receivables.

(iv) **Acquired Other Assets**
No adjustments have been made to acquired other assets.

(v) **Assumed payables**
No adjustments have been made to assumed trade payables.

(vi) **Notes payable**
Notes payable are fair valued being interest free.

(vii) **Assumed other liabilities & borrowings**
No adjustments have been made to assumed other liabilities and borrowings.

The acquired business contributed revenues and profits to the Company as follows:

Particulars	Year Ended		
	Perceptron		Eagle
	March 31, 2018	March 31, 2017	March 31, 2018
Revenue	46.84	25.30	176.17
Profit	5.32	2.85	4.50

Purchase consideration - cash flow

Particulars	Year Ended		
	Perceptron		Eagle
	March 31, 2018	March 31, 2017	March 31, 2018
Outflow of cash to acquire business			
Cash consideration	10.00	14.85	146.38
Cash acquired	-	-	86.41
Net outflow of cash - investing activities	**10.00**	**14.85**	**59.97**

44 In consideration of National Skill Development Corporation (NSDC) supporting the skill development activities and initiatives of the Company (by way of tangible and intangible support), the NIIT Yuva Jyoti Limited (NYJL) wholly owned subsidiary of NIIT Limited, had entered into a revenue sharing/ royalty agreement with NSDC in the previous year. In terms of this agreement, the NYJL has agreed to pay an amount equal to 10% of its operating revenues or the agreed amounts (as per agreement), whichever is higher, over the revenue sharing/ royalty agreement period (i.e. April 1, 2017 to March 31, 2020). The advance royalty payment of Rs. 72.38 Million and Rs. 70.22 Million was paid during the year 2016-17 and 2017-18 respectively. The balance amount of Rs. 66.27 Million is to be paid in 4 quarterly instalments in FY 2018-19. The entire amount is also covered by a corporate guarantee from holding company. The guarantee shall progressively stand discharged on diminishing basis upon payment of the royalty amounts or parts thereof as per the terms of the revenue sharing/ royalty agreement.

45 During the previous year, The Term Loan agreement with NSDC was amended to reduce the total sanctioned limit to the availed amount of Rs. 142.64 Million. Out of total availed Loan, Rs. 52.64 Million was pre-paid to NSDC subsequent to signing of the agreements and first installment of Rs. 4.50 Million was paid during the year. Balance loan of Rs. 85.50 Million remained outstanding as at the end of the year. The term loan, carries interest rate of 7.5% and repayable in 5 years starting from December 2017 as per the amended agreement. The entire loan amount is also covered by a corporate guarantee from holding company which shall progressively reduce for any repayments made by NYJL.

46 The net worth of NYJL stands eroded as at March 31, 2018. However based on the future business projection and alignment of the strategies to focus on core competencies e.g. IP, Content Development, Assessments, Certification and QP alignment, the company expects to witness improved performance in following years. Further, NIIT Limited, the holding company, has committed operational and financial support for a period of at least one year from the date of approval of these financial statements. Considering this, the financial statements of NYJL have been prepared on Going Concern basis.

47 The net worth of the Mindchampion Learning Systems Limited (MLSL), wholly owned subsidiary of the Company, significantly eroded as at March 31, 2018. However based on the future business projections of School business, the future outlook of the Company looks bright and it is expected to witness improved performance in following years. Further, NIIT Limited, the holding company, has committed operational and financial support for a period of at least one year from the date of approval of these financial statements. Considering the above, the financial statements of MLSL have been prepared on Going Concern basis.

(Amount in Rs. Millions, unless otherwise stated)

48 The NIIT GC Limited (NIIT GC) incurred a net loss for the year ended March 31, 2018. The holding company has confirmed its continuous financial and operational support. Further, NIIT Limited, the holding company, has committed operational and financial support for a period of at least one year from the date of approval of these financial statements. Considering this, the financial statements of NIIT GC have been prepared on Going Concern basis.

49 NIIT Learning Solutions (Canada) Limited has accumulated losses as at the year-end. The Holding Company has confirmed its continuous financial and operational support. Further, NIIT Limited, the holding company, has committed operational and financial support for a period of at least one year from the date of approval of these financial statements. In view of the commitment received and its business plans, its financial statements are prepared on a going concern basis.

50 NIIT Antilles NV, a wholly owned subsidiary of the NIIT Limited was dissolved and liquidated vide order dated November 23, 2017 issued by Registry Affairs Director of the Curacao Chamber of Commerce and Industry. Consequent to the said liquidation, all assets and liabilities of NIIT Antilles NV, including investments in its three wholly owned subsidiaries (NIIT GC Limited, Mauritius, NIIT Malaysia Sdn Bhd and NIIT West Africa Limited), have been vested/transferred in the Holding Company, subject to applicable regulatory compliances. These wholly owned subsidiaries of NIIT Antilles NV have become direct wholly owned overseas subsidiaries of the Holding Company. The same has also been reported to Reserve Bank of India (RBI) through authorised dealer, which has been duly noted by RBI.

51 During the year, NIIT China (Shanghai) Limited (NIIT China), wholly owned subsidiary of the Holding Company, has entered into an agreement for sale of Wuxi NIIT Education and Training Co. Limited (Wuxi), for sale of 480,000 shares aggregating to 60% paid-up capital of the Wuxi. NIIT GC Limited, Mauritius is a wholly owned subsidiary of the ultimate holding company i.e. NIIT Limited.As per agreement, buyer has agreed to take up all responsibilities and obligation for the operation and management, claims and debts of Wuxi with effect from December 1, 2017. Wuxi had two wholly owned subsidiaries, Changzhou NIIT Information Technology Consulting Limited and Suzhou NIIT Information Technology Consulting Limited, which have also been transferred to buyer pursuant to this agreement. The Group has accounted for gain on sale of Wuxi as an exceptional item for Rs. 9.38 Million. Accordingly the financials of Wuxi and its wholly owned subsidiaries are not being consolidated w.e.f. December 1, 2017.

Further NIIT China has entered into a Memorandum of Understanding (MoU) for transfer of 480,000 shares held in NIIT WuXi Service Outsourcing Training School for a consideration of CNY 0.66 Million (Rs. 6.85 Million), which has been classified as Assets held for sale in Consolidated Balance Sheet. Pursuant to this MoU, the net worth less net realisable value has been charged to Consolidated Statement of Profit and Loss as an exceptional item amounting to Rs. 6.88 Million.

52 The Board of Directors of the Holding Company has, in its meeting held on March 24, 2017, approved the amalgamation of PIPL Management Consultancy and Investment Private Limited ("PMPL") and Global Consultancy and Investment Private Limited ("GCPL") with NIIT Limited ("the Company or NIIT") by way of and in accordance with a scheme of amalgamation as per the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). PMPL and GCPL hold 15.23% & 15.56% equity shares of NIIT Limited respectively and form part of promoter/ promoter Group of NIIT Ltd.

From the effective date, pursuant to the Scheme, the entire shareholding of PMPL and GCPL in the Company shall stand cancelled and the equivalent shares of the Company shall be re-issued to the shareholders of PMPL and GCPL as on the record date to be fixed for the purpose.

Pursuant to the proposed amalgamation of PMPL and GCPL with the Company, there will be no change in the promoter's shareholding in the Company. All cost and charges arising out of this proposed scheme of amalgamation shall be borne by the promoter/ promoter Group.

The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench and accordingly, not reflected in these Consolidated Financial Statements.

(Amount in Rs. Millions, unless otherwise stated)

First-time adoption of Ind AS

53 Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS Balance Sheet at April 1, 2016 (The Group's date of transition). In preparing its opening Ind AS Balance Sheet, The Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments. This exemption has also been used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, The Group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

A.1.2 Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Group has elected to apply this exemption for such contracts/arrangements.

A 1.3 Investments in subsidiaries, joint ventures and associates

As per Ind AS 27, the group has an option to value its investments in subsidiaries, joint ventures and associates either at Previous GAAP Value or Fair value as deemed cost. The group has opted for fair value option for one of its subsidiary (with corresponding impact to opening retained earnings as on transition date) and previous GAAP values for rest of the subsidiaries as per exemptions available on transition.

A 1.4 Business Combinations

The Group has availed the option to not apply Ind AS 103, retrospectively to business combinations that occurred prior to the transition date.

A 1.5 Share based payment transactions

The Group has availed the option to apply Ind AS 102 Share-based payment to equity instruments that vested before date of transition to Ind AS.

A 1.6 Fair value measurement of financial assets or liabilities at initial recognition

Ind AS 109 requires to initially recognize financial assets and liabilities at fair value and if the fair value differs from transaction price, the difference is recognised as gain or loss. The Group has elected to apply these requirements of initial recognition prospectively to transactions entered on or after the date of transition.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

A.2.2 Hedge Accounting

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of April 1, 2016 are reflected as hedges in the Company's results under Ind AS. The Company had designated various hedging relationships as cash flow hedges under the previous GAAP. On date of transition to Ind AS, the entity had assessed that all the designated hedging relationship qualifies for hedge accounting as per Ind AS 109. Consequently, the Group continues to apply hedge accounting on and after the date of transition to Ind AS.

A.2.3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

A 2.4 Non-Controlling Interest

Ind AS 110 requires entities to attribute the profit or loss at each component of other comprehensive income to the owners of the parent and to the non controlling interests. This requirement needs to be followed even if this results in the non controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition. Consequently, the Group has applied the above requirements prospectively.

(Amount in Rs. Millions, unless otherwise stated)

B Reconciliation between previous GAAP and Ind AS

Ind As 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods, The following tables represent the reconciliation from previous GAAP to Ind AS :-

B1 Reconciliation of equity as at date of transition (April 1, 2016)

Particulars	Notes	Previous GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	c	608.66	1102.09	1,710.75
Investment property	c	-	0.56	0.56
Goodwill		4.21	-	4.21
Other Intangible assets		461.48	-	461.48
Intangible assets under development		17.33	-	17.33
Investment in associate	o	5,820.14	(230.49)	5,589.65
Financial Assets				
Trade receivables		79.08	-	79.08
Other financial assets		85.73	-	85.73
Deferred tax assets	g	292.63	(103.77)	188.86
Other non-current assets	c	1,148.07	(655.19)	492.88
Total non-current assets		**8,517.33**	**113.20**	**8,630.53**
Current Assets				
Inventories		68.88	-	68.88
Financial Assets				
Trade receivables	h , f & j	2,421.28	(209.50)	2,211.78
Cash and cash equivalents		851.41	-	851.41
Bank balances other than above		34.30	-	34.30
Other financial assets	j	1,041.22	240.21	1,281.43
Other current assets	e	470.98	(35.52)	435.46
Total current assets		**4,888.07**	**(4.81)**	**4,883.26**
TOTAL ASSETS		**13,405.40**	**108.39**	**13,513.79**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		331.01	-	331.01
Other equity				
Reserves and Surplus	p	7,322.18	(1,414.55)	5,907.63
Other Reserves	k	397.66	(51.46)	346.20
Share application money pending allotment		-		-
Equity attributable to owners of NIIT Limited		**8,050.85**	**(1,466.01)**	**6,584.84**
Non controlling interests		85.43	-	85.43
TOTAL EQUITY		**8,136.28**	**(1,466.01)**	**6,670.27**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	e	1,803.72	109.74	1,913.46
Other financial liabilities		43.79	-	43.79
Deferred tax liabilities	g	36.44	662.96	699.40
Provisions		3.64	-	3.64
Other non-current liabilities		20.65	-	20.65
Total non-current Liabilities		**1,908.24**	**772.70**	**2,680.94**
Current Liabilities				
Financial Liabilities				
Borrowings		145.59	-	145.59
Trade payables	j	1,977.85	(154.18)	1,823.67
Other financial liabilities	j & c	394.68	625.96	1,020.64
Provisions		159.49	-	159.49
Other current liabilities	i	683.27	329.92	1,013.19
Total current Liabilities		**3,360.88**	**801.70**	**4,162.58**
TOTAL LIABILITIES		**13,405.40**	**108.39**	**13,513.79**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of the Note.

(Amount in Rs. Millions, unless otherwise stated)

B 2 Reconciliation of equity as at March 31, 2017

Particulars	Notes	Previous GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	c	495.82	1,098.29	1,594.11
Investment property	c	-	0.56	0.56
Goodwill	l	50.33	(27.63)	22.70
Other Intangible assets		323.24	-	323.24
Intangible assets under development		146.78	-	146.78
Investment in associate	o	6,195.42	(337.25)	5,858.17
Financial Assets				
Trade receivables		16.15	-	16.15
Other financial assets		90.81	-	90.81
Deferred tax assets	g	367.61	(103.77)	263.84
Other non-current assets	c	1,215.56	(836.39)	379.17
Total non-current assets		**8,901.72**	**(206.19)**	**8,695.53**
Current Assets				
Inventories		17.99	-	17.99
Financial Assets				
Trade receivables	h , f & j	2,559.78	(873.17)	1,686.61
Cash and cash equivalents		1,048.08	-	1,048.08
Bank balances other than above		222.24	-	222.24
Other financial assets	j	1,011.19	834.58	1,845.77
Other current assets	e	436.65	8.04	444.69
Total current assets		**5,295.93**	(30.55)	5,265.38
TOTAL ASSETS		**14,197.65**	**(236.74)**	**13,960.91**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		331.51	-	331.51
Other equity				
Reserves and Surplus	p	8,000.62	(1,704.63)	6,295.99
Other Reserves	k	221.87	(15.08)	206.79
Share application money pending allotment		2.22	-	2.22
Equity attributable to owners of NIIT Limited		**8,556.22**	**(1,719.71)**	**6,836.51**
Non controlling interests	q	105.55	(8.62)	96.93
TOTAL EQUITY		**8,661.77**	**(1,728.33)**	**6,933.44**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	e	1,505.32	48.03	1,553.35
Other financial liabilities		18.34	-	18.34
Deferred tax liabilities	g	0.09	751.25	751.34
Provisions		3.19	-	3.19
Other non-current liabilities		7.03	-	7.03
Total non-current Liabilities		**1,533.97**	**799.28**	**2,333.25**
Current Liabilities				
Financial Liabilities				
Trade payables	j	2,653.81	(1,565.35)	1,088.46
Other financial liabilities	j & c	592.22	1,832.55	2,424.77
Provisions		172.11	-	172.11
Other current liabilities	i	583.77	425.11	1,008.88
Total current Liabilities		**4,001.91**	**692.31**	**4,694.22**
TOTAL LIABILITIES		**14,197.65**	**(236.74)**	**13,960.91**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of the Note.

(Amount in Rs. Millions, unless otherwise stated)

B3 Reconciliation of total comprehensive income for the year ended March 31, 2017

Particulars	Notes	Previous GAAP*	Adjustments	Ind AS
INCOME				
Revenue from operations	j& i	11,876.62	(3,425.11)	8,451.51
Other Income	h	124.63	12.72	137.35
Total Income		**12,001.25**	**(3,412.39)**	**8,588.86**
EXPENSES				
Purchase of stock-in-trade		246.78	-	246.78
Change in inventories of stock-in-trade		50.89	-	50.89
Employee benefits expense	b	3,711.55	9.55	3,721.10
Professional & technical outsourcing expenses	j	4,747.20	(3,208.19)	1,539.01
Finance costs	d	241.24	16.68	257.92
Depreciation and amortisation expenses	c	469.11	(12.42)	456.69
Other expenses	j	2,459.68	(141.24)	2,318.44
Total Expenses		**11,926.45**	**(3,335.62)**	**8,590.83**
Profit/ (Loss) before exceptional items, Share of Profit of an associate and tax		**74.80**	**(76.77)**	**(1.97)**
Exceptional items		16.18	-	16.18
Profit before tax and Share of Profit of an Associate		**90.98**	**(76.77)**	**14.21**
Share of Profit of an Associate	o	623.08	(32.12)	**590.96**
Profit before tax		**714.06**	**(108.89)**	**605.17**
Tax expense:				
- Current tax		136.57	-	136.57
- Deferred tax	g	(94.13)	141.88	47.75
Profit for the year		**671.62**	**(250.77)**	**420.85**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
a) Remeasurement of the defined benefit obligation		-	(11.00)	(11.00)
b) Exchange differences on translation of foreign operations		-	(175.79)	(175.79)
c) Income tax relating to these items		-	0.09	0.09
		-	**(186.70)**	**(186.70)**
Items that will be reclassified subsequently to profit or loss				
a) Fair value changes on cash flow hedges, net		-	5.25	5.25
		-	**5.25**	**5.25**
Other comprehensive income for the year, net of tax		**-**	**(181.45)**	**(181.45)**
Total comprehensive income for the year		**671.62**	**(432.22)**	**239.40**
Profit attributable to				
Owners of NIIT Limited		651.43	(423.59)	227.84
Non-controlling interests		20.19	(8.63)	11.56
		671.62	**(432.22)**	**239.40**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this Note.

(Amount in Rs. Millions, unless otherwise stated)

B4 Reconciliation of equity

Particulars	As at	
	March 31, 2017	April 1, 2016
Total equity (Shareholders' funds) as per previous GAAP	**8,556.22**	**8,050.85**
Non Controlling interest in the Company	105.55	85.43
Total equity as per previous GAAP	**8,661.77**	**8,136.28**
Add /(Less) : Adjustment under Ind AS		
Impact of change in pattern of recognition of revenue based on identified performance obligations (net of related expenses)	(418.12)	(332.29)
Deferred Tax Liability on undistributed profits of associate	(860.14)	(718.26)
Share in profits of associate	(55.72)	(23.60)
Change in associate reserves	(199.87)	(178.86)
Deferred tax asset on elimination of intercompany profits	27.17	27.27
Reversal of lease equalisation	11.05	11.05
Reversal of provision recognised on trade receivables as per Expected Credit Loss	(68.92)	(99.50)
Recognition of redemption liability	(28.51)	(27.34)
Discounting of long term trade payables	(10.26)	(5.42)
Additional depreciation on asset recognised	(12.79)	(5.46)
Depreciation and amortisation impact on assets purchased under deferred credit terms	8.71	2.89
Discounting of long term trade receivables	(17.26)	(12.72)
Reversal of deferred tax assets	(103.77)	(103.77)
Total equity as per Ind AS	**6933.34**	**6670.27**

b) Reconciliation of total comprehensive income

Particulars	Year ended March 31, 2017
Net profit after tax as reported under previous GAAP	671.62
Add /(Less) : Adjustment under Ind AS	
Impact of change in pattern of recognition of revenue based on identified performance obligations (net of related expenses)	(85.83)
Deferred Tax Liability on undistributed profits of associates and others	(141.88)
Change in profits of associate	(32.12)
Recognition of share based payments measured at fair value on grant date	(20.46)
Re-measurement gains and losses on defined benefit obligation	11.00
Reversal of provision recognised on trade receivables as per Expected Credit Loss	30.58
Recognition of redemption liability	(1.17)
Discounting of long term trade payables	(4.84)
Additional depreciation of Fair Valuation	(7.33)
Depreciation and amortisation impact on assets purchased under deferred credit terms	5.82
Discounting of long term trade receivables	(4.54)
Net profit after tax as per Ind AS	**420.85**
Other comprehensive income, net of income tax	
Remeasurement of the defined benefit obligation	(10.91)
Exchange differences on translation of foreign operations	(175.79)
Fair value changes on cash flow hedges, net	5.25
Total comprehensive income as reported under Ind AS	**239.40**

c) Reconciliation of cash flows

Impact of Ind AS adoption on the statement of cash flow for the year ended March 31, 2017

Particulars	Previous GAAP	Adjustment	As per Ind AS
Net cash flow from operating activities	1,084.71	22.05	1,106.76
Net cash flow from investing activities	(516.98)	92.44	(424.54)
Net cash flow from financing activities	(209.96)	(223.38)	(433.34)
Net increase/(decrease) in cash and cash equivalents	**357.77**	**(108.89)**	**248.88**
Cash and cash equivalents as at April 1, 2016	851.41	-	851.41
Effects of exchange rate changes on cash and cash equivalents	(52.21)	-	(52.21)
Cash and cash equivalents as at March 31, 2017	**1,156.97**	**(108.89)**	**1,048.08**

(Amount in Rs. Millions, unless otherwise stated)

C Notes to first-time adoption:

a Remeasurements of post-employment benefit obligations

Both under previous GAAP and Ind AS, the Group recognised costs related to it's post employment defined benefit plan on actuarial basis. Under the previous GAAP, reimbursements i.e. actuarial gains and losses and the return on the plan assets, excluding amounts included in the net interest expense on the net benefit liability are recognised in the profit or loss for the year. Under Ind AS, these remeasurements are recognised in other comprehensive income instead of profit or loss.

b Share based payments

Under the previous GAAP, the cost of equity settled employee share-based plan was recognised using intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on fair value of the options as at grant date.

c Recognition of property, plant and equipment

Under Ind AS based on principles of substance over form the Group has recognised Land and Building under property, plant and equipment despite the fact that as per the agreement the title of the same would be transferred upon making final payment to the seller. Hence the Group has recognised Land and Building with corresponding reversal of non-current assets (capital advance) and creation of other financial liabilities (other payable).

Under previous GAAP, Investment property was part of property, plant and equipment, however as per Ind AS this requires a separate disclosure.

d Interest accretion on deferred payment liabilities

Under previous GAAP, long term liabilities were recognised at transaction value. Under Ind AS, these financial liabilities are required to be recognised initially at their fair value and subsequently at amortised cost.

e Recognition of finance lease obligation

Certain equipments are provided to government schools under BOOT model. Under the previous GAAP, these assets were treated as an operating lease. Whereas under Ind AS, such assets are treated as finance lease and accordingly the Group has recognised a finance lease obligation for the same.

f Provision recognised on trade receivables as per Expected Credit Loss

Under the previous GAAP, provisions for impairment of receivables consisted only of specific amount for incurred losses. As per Ind AS 109, impairment allowance has to be determined as per expected credit loss model (ECL).

g Deferred tax

Under the previous GAAP, deferred tax accounting was done using the income statement approach, which focused on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the balance sheet and it's tax base.

In addition, various transitional adjustments lead to temporary difference. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

Deferred tax is recognised on any unrealised profits/losses arising from intra-Group transactions.

Deferred tax assets/ liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

However the Group has recognised deferred tax liability on undistributed profits of associate company to the extent of dividend distribution tax payable on distribution of profits in future.

h Trade Receivable

Trade receivables are recognised initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

i Deferred Revenue

Under previous GAAP, revenue is recognised once the risk and rewards is transferred in a transaction and reliable estimation can be made for its ultimate collectibility. However under Ind AS, revenue recognition criteria is applied separately to each components of a single transaction in order to reflect the substance of the transaction considering the perspective of the customer. Accordingly, there has been change in the timing of revenue recognition.

j Revenue, reimbursement of expenses on net basis & reclassification of trade payables and trade receivables

Under Previous GAAP, the Group recognised the reimbursement of expenses under the head revenue from operations, alongwith the corresponding expenses in the consolidated statement of profit and loss. However, under Ind AS, the Group is recognizing the reimbursement of expenses net of corresponding revenue. Consequently, the Group has reclassified trade payables and trade receivables as other payables and other receivables respectively.

(Amount in Rs. Millions, unless otherwise stated)

k **Change in fair value of forward contracts designated as cash flow hedges**

Under Ind AS, changes in the fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognised through other comprehensive income.

l **Goodwill**

Under previous GAAP, Goodwill was amortised over a period determined at the time of identification of Goodwill. Under Ind AS, Goodwill needs to be tested for impairment and brought to its fair value.

m **Lease Equalisation reserve**

Under previous GAAP, under operating lease accounting for rent escalation on account of inflationary factors the Group was recording the rent over straight line method and lease equalisation reserve is created. Under Ind AS, if the escalation is within inflationary factors, no such Lease equalisation reserve is required to be created.

n **Redemption Liability**

The Group was under an obligation to purchase minority stake from National Skill Development Corporation (NSDC) after the expiry of 5 years as per the terms of the Investment Agreement. As per Ind AS such future liability is required to be recognised as redemption liability at fair value. There was no such requirement in Previous GAAP. Consequently the Goodwill recognised upon purchase of minority stake is reversed in previous year.

o **Investment in associate**

The Group has accounted for investment in associate as per equity method of accounting as per Ind AS, earlier as per previous GAAP.

p **Retained earnings**

Retained earnings as at April 1, 2016 have been adjusted consequent to the Ind AS transition adjustments.

q **Non-Controlling Interest**

Ind AS 110 requires entities to attribute the profit or loss at each component of other comprehensive income to the owners of the parent and to the non controlling interests. This requirement needs to be followed even if this results in the non controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition. Consequently, the Group has applied the above requirements prospectively.

54 The comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued financial statements prepared in accordance with accounting principles generally accepted in India and were audited by a firm other than S.R. Batliboi & Associates LLP, as adjusted for the differences in the accounting principles adopted by the Group on transition to the Ind AS.

Signatures to Notes '1' to '54' above of these Consolidated Financial Statements.

For S.R.Batliboi & Associates LLP
Firm Registration No.: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of NIIT Limited

Prashant Singhal
Partner
Membership No. 93283

Rajendra S Pawar
Chairman
DIN - 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: May 16, 2018

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Notes :

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Phone: +44-20700-20700
Fax: +44-20700-20701

NIIT Ireland Limited
SEAI Building, DCU Alpha Innovation Campus, Old
Finagles Road, Glasnevin,
Dublin 11, Ireland
Phone: +353 0 1699 3450

NIIT Ireland, Belgium Branch
RSM, Lozenberg 22, 1932 Zaventem, Belgium

NIIT Ireland, Italy Branch
Stabile Organizzazione Italiana, Via Renato Hirsch,
14, 44124 Ferrara, Italy

NIIT Ireland, Spain Branch
Avenida General Perón, 38, Edificio Masters I,
Planta 12, 28020 Madrid, Spain

NIIT Ireland, France Branch
26, Rue Cambaceres, 75008 Paris 08, France

NIIT Ireland, Denmark Branch
Københavnsvej 4, 4000 Roskilde, Denmark, 37918407

AFRICA

Mauritius
NIIT GC Ltd. 6th Floor, Tower A,
1 Cyber City, Ebene Mauritius
Phone: +230 403 6000
Fax: +230 403 6060

Nigeria
NIIT West Africa Ltd., 29, Ogunlowo Street
Off Obafemi Awolowo Way Ikeja, Lagos Nigeria
Phone: +234 701 7099077

NIIT Ireland, South Africa Branch
Stand 2414, Irene Farm Village, Pierre Van Ryneveld, South Africa

ASIA

China
NIIT China (Shanghai) Ltd.
7A, Long Feng Mansion
1566, Yan An West Road
Shanghai 200052, PRC
Phone: +86 21 52581540
Fax: +86 21 52581541

Guizhou NIIT Information Technology Consulting Co., Ltd.
7th floor, High-end Equipment Industrial Park Avenue, Gui'an New Area, Guiyang, Guizhou Province
Phone: +86-851-88556146
Fax: +86-851-88556145

PT NIIT, Indonesia
Gedung Wisma Udaya, Jl. Danau Sunter Selatan,Blok IV No.35, Jakarta Utara 14340, Indonesia

Malaysia
NIIT Malaysia Sdn Bhd
6th Floor, Plaza See Hoy Chan
Jalan Raja Chulan
50200 Kuala Lumpur, Malaysia
DID: +603 2050 1955
Tel: +603 2050 1888
Fax: +603 2031 8618

NIIT (USA) Inc., Singapore Branch
1, North Bridge Road # 19 04-05
High Street Center Singapore 179094
Phone: +65 63372472
Fax: +65 63382844

NIIT Ireland, Korea Branch
396, Seocho-daero, Seocho-gu, 137-857, Seoul, South Korea

INDIA

Registered Office:

- NIIT Limited
- NIIT Institute of Finance Banking and Insurance Training Limited
- NIIT Institute of Process Excellence Limited
- NIIT Yuva Jyoti Limited
- Mindchampion Learning Systems Limited

8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019 India
Phone: +91 11 41675000
Fax: +91 11 41407120
Email: info@niit.com
Website: www.niit.com

Corporate Office
NIIT Limited
85, Sector 32 Institutional
Gurgaon 122 001 India
Phone: +91 124 4293000
Fax: +91 124 4293333
Email: info@niit.com
Website: www.niit.com

Notes :

NIIT LIMITED

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INVESTORS' FEEDBACK FORM

Dear Shareholder,

We are constantly making efforts to render best services to our respected and valued shareholders. In order to enable us to render best services to you, we want you to give your feedback on the quality of services rendered by us. You are requested to spare some time to fill up the feedback form below and submit it to us. It will enable us to improve the quality of our services and meet your expectations.

Thanks & Regards,
Sd/-
Deepak Bansal
Company Secretary

INVESTORS' FEEDBACK FORM

(Please tick [√] the appropriate item and complete the form in CAPITAL LETTERS)

Kindly superscribe the envelope containing this form with "INVESTORS' FEEDBACK FORM" and send it to:

Company Secretary

NIIT Limited, 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019

*Mandatory fields

Category of Investor : ☐ Body Corporate ☐ FII ☐ Mutual Fund ☐ Individual

Name of the Sole/First holder*	
Address*	
Folio No. ^For Physical Holding	
DP ID and Client ID^(8+8 digit codes for NSDL / 16 digit code for CDSL)	
Number of shares held*	
Phone No. with STD Code	
E- mail*	

^Either Folio No. or DP ID and Client ID should be mandatorily given.

1. Do you receive the annual report at least 15 days before the date of AGM? ☐ Yes ☐ No
2. Do you receive the dividend within 30 days of the holding of the AGM? ☐ Yes ☐ No
3. Response time and satisfaction level you have experienced in:

	Area of Service	Time Limits				
		within 7 days	Within 15 days	Within 30 days	More than 30 days	Don't Know/ Can't say
A	Transfer of Shares					
B	Transmission of Shares					
C	Revalidation of Dividend Warrant					
D	Reply to Queries					
E	Redressal of Complaints					

NIIT LIMITED

INVESTORS' FEEDBACK FORM

4. Area of Service

	Area of Service	Rating				
		4 (Excellent)	3 (Good)	2 (Average)	1 (Poor)	Don't know/ Can't say
1.	Quality and contents of Annual Report for the year 2017-18					
	A. Report on Corporate Governance					
	B. Management Discussion and Analysis					
	C. Balance Sheet, Profit and Loss Account and other financial statements					
2.	Investor Services Section of the Company's Website (www.niit.com)					
	A. Utility of Contents					
	B. Clarity					
	C. Appearance					
	D. Navigation and ease of use					
3.	Interaction with Company Officials					
	A. Comfortable/Polite/Empathetic					
	B. Speed of Response					
	C. Solution to problems/queries					
4.	Registrar & Transfer Agents (RTA)					
	A. Speed of Response					
	B. Solution to problems/queries					

5. Overall Rating on the quality of our services 4 - Excellent 3 - Good 2 - Average 1 - Poor

6. What in your view are the growth drivers for the Company?

7. In your opinion, what is the key area of concern for the Company?

8. Any other Comments:

NIIT LIMITED

NIIT

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
35th Annual General Meeting – Friday, September 28, 2018

Name of the Member(s): ____________________

Registered Address: ____________________

Email: ____________________

DP ID No.: | | | | | | | | |

Folio No. / Client ID No.: | | | | | | | | | | | | | | | | |

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name:____________________ Address: ____________________

____________________ E-mail Id: ____________________

Signature: ____________________

or failing him/her

2) Name:____________________ Address: ____________________

____________________ E-mail Id: ____________________

Signature: ____________________

or failing him/her

3) Name:____________________ Address: ____________________

____________________ E-mail Id: ____________________

Signature: ____________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 10.00 a.m. IST at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:

PROXY FORM (Contd.)

Resolution Number	Resolution	Vote (Optional see Note 2)		
		No. of shares	For	Against
Ordinary Business				
1	Adoption of : a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Auditors thereon.			
2	Appointment of Mr. P Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business				
3	Ratification of remuneration of Cost Auditor			
4	Re-appointment of Mr. Vijay K Thadani as Vice-Chairman and Managing Director of the Company			
5	Re-appointment of Mr. P Rajendran as Joint Managing Director of the Company			

Signed this ______________________ day of ______________________ 2018

Signature of Member __________________________________

Signature of Proxy holder(s) __________________________________

Affix Revenue Stamp not less than Re.1/-

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked.
5. The Proxy Forms which does not state the name of proxy and/or which are undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.
6. Proxy-holder shall carry his/her identity proof (Driving License, Aadhaar Card, Voter ID Card, Passport, PAN Card) in order to prove his/her identity at the Annual General Meeting.
7. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
8. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
9. For the resolutions,please refer Notice of the 35th Annual General Meeting and Statement pursuant to Section 102 of the Companies Act, 2013 and annexured thereto.

NIIT LIMITED

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ATTENDANCE SLIP

35th Annual General Meeting – Friday, September 28, 2018

DP ID:

Folio No. / Client ID No.:

No. of Shares held:

I certify that I am a member/proxy for the member of the Company.

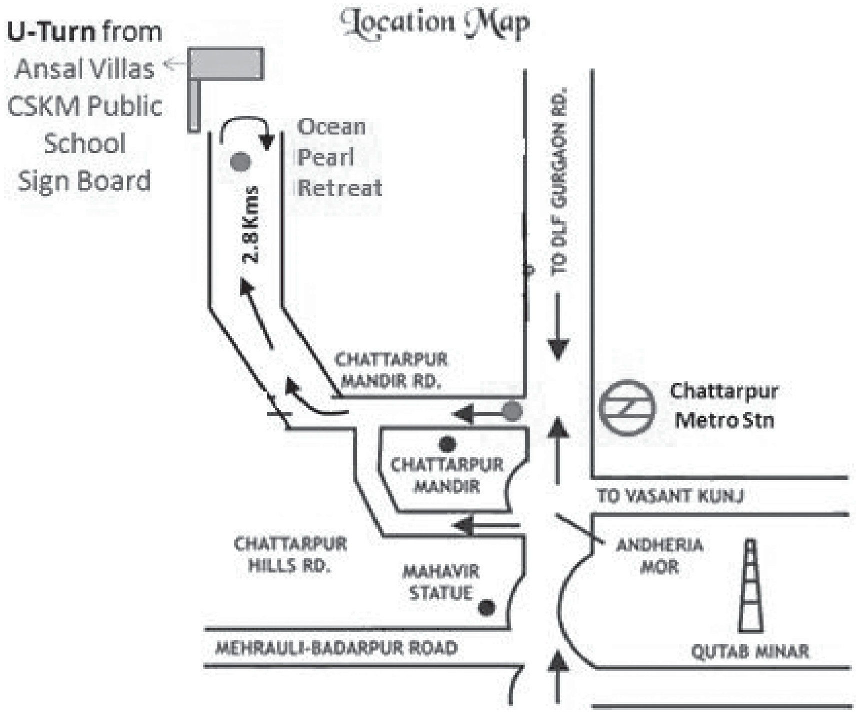
I hereby record my presence at the 35th Annual General Meeting of the Company held on Friday, September 28, 2018 at 10.00 a.m. IST at the Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074

Name of the Member : ______________________

Name of the Proxy : ______________________

Signature : ______________________

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.


Location Map
U-Turn from
Ansal Villas
CSKM Public
School
Sign Board
Ocean
Pearl
Retreat
2.8Kms
TO DLF GURGAON RD.
CHATTARPUR
MANDIR RD.
Chattarpur
Metro Stn
CHATTARPUR
MANDIR
TO VASANT KUNJ
CHATTARPUR
HILLS RD.
ANDHERIA
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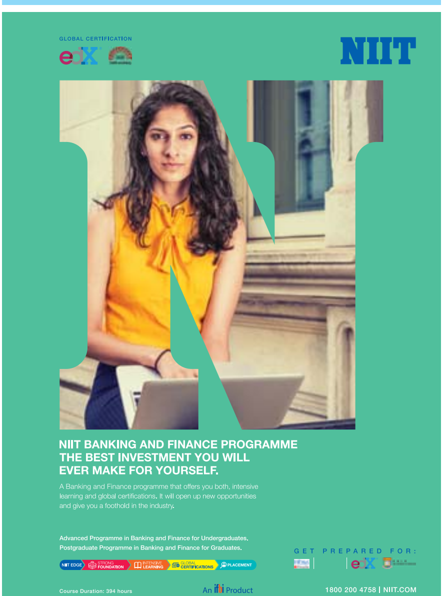
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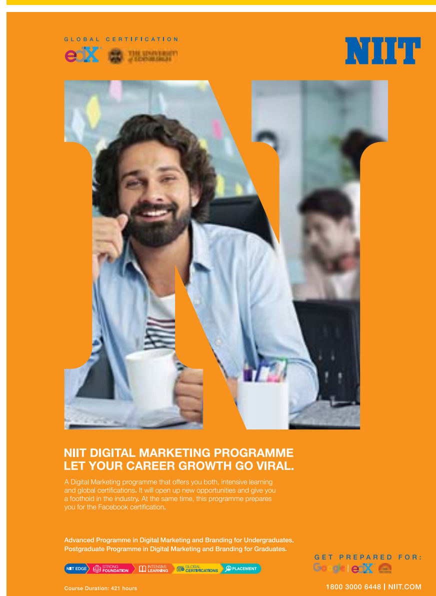
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Registered Office: NIIT Limited, 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019, India,
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