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ANNUAL REPORT
2017-18

NIIT INSTITUTE OF FINANCE BANKING AND INSURANCE TRAINING LIMITED

ifbi

CORPORATE INFORMATION

CIN: U80903DL2006PLC149721

BOARD OF DIRECTORS
Vijay K Thadani, Chairman
P Rajendran, Director
Sapnesh Kumar Lalla, Director
Saurabh Singh, ICICI Representative Director
Kumar Ashish, ICICI Representative Director
Narayanan Raja, Independent Director
Anand Sudarshan, Independent Director

AUDIT COMMITTEE
Saurabh Singh
Anand Sudarshan
Narayanan Raja

NOMINATION & REMUNERATION COMMITTEE
Saurabh Singh
P Rajendran
Anand Sudarshan
Narayanan Raja

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
Anand Sudarshan
P Rajendran
Sapnesh Kumar Lalla
Kumar Ashish

MANAGER
Porkodi Palani

CHIEF FINANCIAL OFFICER
Pankaj Mamtani

COMPANY SECRETARY
Arpita B Malhotra

AUDITORS
S R Batliboi LLP

BANKS
Citibank NA
Indian Overseas Bank
ICICI Bank Limited

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 41407 120

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Gurugram 122 001, India
TEL NOS.:+91 124 429 3000
FAX: +91 124 429 3333

WEBSITE : www.ifbi.com

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NOTICE

NOTICE is hereby given that the 12th Annual General Meeting ("AGM") of the Members of NIIT Institute of Finance Banking and Insurance Training Limited will be held on Wednesday, 11th day of July 2018 at 9.20 A.M. at its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi -110019, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Auditors and the Directors thereon.

2. To appoint a Director in place of Mr. Vijay K Thadani (DIN:00042527), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. P Rajendran (DIN:00042531), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Manish Srivastava, as Manager of the Company**

To consider, and if thought fit, to pass, with or without modification(s) following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198, 201 and 203 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), and such other approval(s)/permissions/ sanctions of the Statutory Authorities, as may be necessary, consent of the members be and is hereby accorded to appoint Mr. Manish Srivastava as Manager of the Company for a term of three years w.e.f. June 1, 2018 on the terms and remuneration as set out below:

Basic Salary	:	Rs. 80,000 p.m. (in the band of Rs. 80,000 p.m. to Rs. 160,000 p.m.)
HRA	:	Rs. 40000 p.m. (50 % of the Basic Salary)
Fixed Allowances & Perquisites (Perquisites here means car lease, fuel expenses, driver salary, mobile expenses, Medical expenses, meal vouchers & LTA and Mediclaim Insurance Premium or any other as	:	Rs. 14,66,713 p.a. (in the band of Rs. 14,00,000 p.a. to Rs.28,00,000 p.a.)

per policy of the Company)		
Variable Compensation	:	Rs. 953,300 p.a. (in the band of Rs. 9,00,000 p.a. to Rs. 18,00,000 p.a.) (Based on assessment of performance during the financial year).

Other Benefits:

a. Contribution to Provident Fund not exceeding 12% of the Basic Salary, Superannuation Fund not exceeding 13% of Basic Salary or Rs.150,000 or such amount as stipulated by Government from time to time;
b. Gratuity payable and encashment of leave at the end of the tenure, to the extent the same are not taxable under the Income Tax Act; and
c. Reimbursement of expenses incurred by him in connection with the business of the Company as per the policies of the Company.

(The Actual benefits extended to the Manager would be as per existing Rules of the Company, communicated to him and as may be amended from time to time.)

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act 2013 (as amended/re-enacted/modified from time to time) and subject to such approval as may be necessary, aforesaid remuneration as minimum remuneration be paid by the Company to Mr. Manish Srivastava, Manager, for the financial year in which there is no profit or absence of profits, during the period of three years commencing from June 1, 2018."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

By the Order of the Board
For **NIIT Institute of Finance Banking and Insurance Training Limited**

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Arpita B. Malhotra
Company Secretary
Membership No. F9670

Dated : May 11, 2018
Place : Gurugram

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   PROXY FORM DULY FILLED IN AND COMPLETED IN ALL RESPECT IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.

2. Register of Directors' Shareholding shall be open for inspection at the Registered Office of the Company during normal business hours except Saturday's and Sunday's upto and including the date of AGM.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is appended hereto and forms an integral part of this Notice.

EXPLANATORY STATEMENT
[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Item No. 4

In view of resignation of Ms. Porkodi Palani as Manager of the Company effective May 31, 2018, the Company is required to have either Managing Director or Chief Executive Offer or Manager or Whole-time Director in terms of Section 203 of the Companies Act, 2013. Pursuant to the provisions of Section 197, 198, 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, the Board of Directors in its meeting held on May 11, 2018, on the recommendations of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, has appointed Mr. Manish Srivastava as the Manager of the Company for a period of three years w.e.f. June 1, 2018.

Your Directors considered that appointment of Mr. Manish Srivastava as Manager will be in the overall interest of the Company.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

<table>
<tr><td>1</td><td>Nature of Industry</td><td>The Company is in service industry for imparting training in the field of Finance, Banking and Insurance Sector</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial Production</td><td>Not Applicable
(The Company is an existing company)</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td><table>
<tr><td rowspan="2">Particulars</td><td colspan="3">(In Rs. Million)
Financial year</td></tr>
<tr><td>2017-18</td><td>2016-17</td><td>2015-16</td></tr>
<tr><td>Total Revenue</td><td>152.49</td><td>154.97</td><td>221.36</td></tr>
<tr><td>Profit After Tax</td><td>22.13</td><td>42.95</td><td>66.64</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign investments or Collaborators, if any</td><td>NIL</td></tr>
</table>

II. INFORMATION ABOUT MANAGER

Particulars	Mr. Manish Srivastava
1. Background details	Mr. Manish Srivastava, aged 48 years, has done B.A. (economics) from L.D. Arts College, Ahmedabad. He has over 24 years of experience in the areas of mainly B2C, also B2B & B2G in Training, Sales & Marketing, Business Development, Client Servicing and People Management.
2. Past remuneration	2017-18 Rs. 35,12,055 2016-17 Rs. 34,92,193 2015-16 Rs. 27,74,487
3. Recognition or Awards	Nil
4. Job profile and his suitability	Mr. Manish Srivastava is a National Head–Source-Train-Hire. He provides strategic direction that optimizes training resources and capabilities across the Training Department. He is proactive in assessing the training and development needs and effectively aligning the programs with business objectives. He is a strategist cum implementer with recognized proficiency in spearheading operations/ business with an aim to accomplish desired plans and targeted goals successfully. He demonstrated prowess in heading diversifications, thus increasing business progressively by undertaking organisational restructuring, maximizing business profits and generating significant cost savings. He has competency in marketing plan execution, product promotion and implementation of business strategies to accomplish the decided targets in retail, institutional & govt channels. Also business partner management.
5. Remuneration proposed	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 permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended/modified from time to time, for the time being in force) and hence it is proposed to obtain approval of members by passing of Special Resolution.

6. 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 Mr. Manish Srivastava 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 11, 2018.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any

Mr. Manish Srivastava has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:
The company has two major revenue streams - Retail and Corporate. During the year revenue was impacted due to headwinds in the Banking sector, resulting in reduction in training spend. Margins of the company in the financial year were impacted due to significantly lower revenue from retail segment. Revenue from retail segment being royalty revenue (IP led revenue) has negligible costs and hence high margins.

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, which impacted business, strong steps have been taken to ensure positive growth as well as improved operating margins. The company is investing in new products such as service excellence and product for insurance & NBFCs. In the corporate segment, in addition to strengthening of Sales team, the company has introduced TPaas (Talent Pipeline as a Service) which encompasses all aspects involved in on-boarding new talent, including talent acquisition, talent orientation, on-boarding & integration.

3. Expected increase in productivity and profits in measurable terms:
The company expects to improve revenue growth and profitability over the next few years. We expect revenue from retail segment to grow in the coming year and we will gain huge traction in the new products such as service excellence and product for insurance & NBFCs. With the business environment getting increasingly competitive, companies are focusing on their core competencies and outsourcing other operations. Continuous availability of skilled talent, matching the speed and scale of business expansion, is a constant challenge for companies across sectors. To address this opportunity, Company has introduced TPaaS – Talent Pipeline as a Service, which encompasses all aspects involved in on-boarding new talent, including talent acquisition, talent orientation, on-boarding & integration.

IV. DISCLOSURES

Disclosures as required, are provided in the Board's Report of the Company for the year 2017-18.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4. The Board recommends the resolutions for your approval.

By the Order of the Board
For **NIIT Institute of Finance Banking and Insurance Training Limited**

Company Secretary
Membership No. – F 9670

Dated : May 11, 2018
Place : Gurugram

BOARD'S REPORT

To
The Members,
Your Directors take pleasure in presenting the 12th Annual Report of your Company along with the Audited Financial Statement 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 has 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.

During the year under review, your Company has recorded total income of Rs. 163.40 million and a profit after tax of Rs. 22.13 million. The summarized financial results are as under :

(Amounts in Rs. Million)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Revenue from Operations	**152.49**	154.97
Other Income	**10.91**	11.12
Total Income	**163.40**	166.09
Profit before tax	**30.13**	49.83
Tax Expense	**8.00**	6.88
Net Profit	**22.13**	42.95

Dividend and Transfer to Reserves

The Directors have not recommended any dividend for the year under review, considering the funds requirements of the Company for its operations. Your Company has not transferred any sum to the general reserve.

State of the Company's Affairs

Indian Banking Sector has witnessed major turmoil over the last few years due to Non-Performing Assets provisioning, thereafter demonetization and now finally with recapitalization of banks through capital infusion by Government of India.

The Government of India in October 2017 announced and detailed the nature of the recapitalization plan of 2.11 Lakh crore for Public Sector Banks (PSBs). Around 20 PSBs were received recapitalized benefit from Government infusing capital to improve capital adequacy norms and functioning of these PSBs. The capital will be used by the Public Sector Banks mostly to tide over provisioning and revive credit growth.

The BFSI sector has been shifting gears from a technology adoption standpoint and is witnessing an increasing advent of robotic process automation (robotic process automation/chatbots) to increase efficiency and productivity in the day-to-day processes

While hiring for operational roles have reduced in Private Banks, it remained active at the entry level sales roles in Private Banks in BFSI sector through the year. The Insurance segment did show a positive movement and traction.

Your Company used this opportunity in hiring to expand and strengthen your program portfolio, including career programs in Sales, Insurance and Financial services. Your company also increased the number of industry customers and partners, thus achieved greater diversification of its revenues. Government also issued new bank, small & payment bank licenses and the company has engaged with 5 of these for rendering training services.

During the financial year under review, 4490 individual students enrolled for the various programs offered by the Company. The Company also placed more than 4463 students during the year

Till date, your company has trained and placed over 40000 students. It has also trained over 2,00,000 BFSI professionals in the last 12 years

Further, your Company also trained over 17800 new recruits and in-service professionals from BFSI industry during the year under review, on new skills through Corporate Training programs from organizations such as ICICI Bank, IDBI Bank, United Bank of India, Scope International, Bank of Baroda, Corporation Bank, KVB, CUB, Yes Bank, Kotak bank, Federal Bank, Catholic Syrian Bank and Bank of Maharashtra

Future Outlook

The Indian economy is expected to grow at 7.4 per cent in the current fiscal and accelerate further to 7.8 per cent as it recovers from the impact of demonetization and GST roll out.

The Reserve Bank of India (RBI) has released the Vision 2018 document, aimed at encouraging greater use of electronic payments by all sections of society by bringing down paper-based transactions, increasing the usage of digital channels, and boosting the customer base for mobile banking.

The Indian economy is on the brink of a major transformation, with several policy initiatives set to be implemented shortly. Positive business sentiments, improved consumer confidence and more controlled inflation are likely to prop-up the country's economic growth.

Also, the advancements in technology have brought the mobile and internet banking services to the fore. The banking sector is laying greater emphasis on providing improved services to their clients and also upgrading their technology infrastructure, in order to enhance the customer's overall experience as well as give banks a competitive edge.

According to the FICCI- Nasscom and EY - Future of Jobs - report, by 2022, 20-25 per cent of existing jobs in banking, financial services and insurance (BFSI) sector will face existential threat, while 15-20 per cent of workforce in the sector would be deployed in new jobs that do not exist today. As per the report, some of the threatened jobs in the BFSI sector are data entry operator, data verification personnel, teller, cashier and underwriter. On the other hand, new job roles in BFSI sector will include sales, cyber security specialist, credit analyst, robot programmer, block chain architect and process modeler expert. Your company plans to help the banks in the digital transformation by coming out with the relevant product, a pilot for which was already conducted.

Your Company now has over twelve years of relevant domain training experience and has a good track record of student placement and for training industry professionals. The Company has taken several steps for business transformation including steps for cost conservation and de-risking of revenues by diversifying the customer and partner base. The

Company is venturing into new business areas like managed services, long term PO program, Service excellence program, Source-Train-Hire model thus creating annuity business and strategic partnerships. The Company plans to further enhance its product offerings by including technology platforms & solutions in line with the digital transformation initiatives of the banking industry and to increase business development efforts for reaching out to customers. Despite entry of competitors and cost pressures, the Company is confident of rebuilding its growth momentum.

Directors

In accordance with the provisions of the Section 152 of the Companies Act, 2013 ("the Act"), Mr. Vijay K Thadani and Mr. P Rajendran, Directors shall retire by rotation at the forthcoming AGM and being eligible, have offered themselves for re-appointment as Directors of the Company.

During the year under review, Mr. Rahul K Patwardhan resigned from the directorship of the Company with effect from the close of business hours on July 12, 2017 and Mr. Shyam Lal Bansal resigned from the directorship of the Company with effect from the close of business hours on February 21, 2018. Mr. Sapnesh Kumar Lalla was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 10, 2017 and approved by the Shareholders at the AGM held on July 11, 2017.

All Independent Directors of the Company have given confirmation that they meet the criteria of independence as provided in the Section 149(6) of the Act.

Key Managerial Personnel (KMP)

As on the date of this report, following are KMPs of the Company:

- Ms. Porkodi Palani, Manager
- Mr. Pankaj Mamtani, Chief Financial Officer
- Ms. Arpita B Malhotra, Company Secretary

Ms. Porkodi Palani has resigned as Manger of the Company at the Board Meeting held on May 11, 2018, w.e.f. May 31, 2018. The Board has appointed Mr. Manish Srivastava as Manager of the Company w.e.f. June 1, 2018, as recommended by Nomination & Remuneration Committee.

Meetings of the Board

The Board of Directors met Five (5) times in the financial year 2017-2018, i.e. on May 10, 2017, July 12, 2017, October 11, 2017, January 11, 2018 and March 23, 2018. The intervening gap between the Meetings was within the period prescribed under the Act.

Audit Committee

In line with the statutory provisions of the Act and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. More than two-third of the members of the Committee are Independent Directors and every Member has rich experience in the financial sector. The Company Secretary acts as Secretary to the Committee. Statutory 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.

During the year under review, Mr. S.L. Bansal, an Independent Director ceased to be member of the Audit Committee, pursuant to his resignation as Director. Currently, the Audit Committee comprises following members:

- Mr. Saurabh Singh - Chairman
- Mr. Anand Sudarshan
- Mr. Narayanan Raja

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted to identify persons who are qualified to become directors and who may be appointed in senior management and to formulate the criteria for determining qualification, 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 other director's performance. The Nomination and Remuneration Committee of the Company is also entrusted to frame policies and system for employee stock option plans and to formulate and administer the company's Employee stock option plans from time to time. The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis.

The Nomination and Remuneration Committee comprises following members:

- Mr. Saurabh Singh - Chairman
- Mr. P Rajendran
- Mr. Anand Sudarshan
- Mr. Narayanan Raja

Remuneration Policy

The remuneration policy of the Company is aimed at rewarding performance, based on review of achievements on a regular basis. The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent.

Meeting of Independent Director

During the year under review, meeting of the Independent Directors was held on March 23, 2018 in accordance to the provisions of Section 149 of the Act and rules thereto.

Corporate Social Responsibility

In line with the Section 135 of the Act and rules thereto, the Corporate Social Responsibility Committee comprises Mr. Anand Sudarshan, Mr. P Rajendran, Mr. Sapnesh Kumar Lalla and Mr. Kumar Ashish as members.

The said Committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which includes inter-alia activities to be undertaken by the Company, monitoring the implementation of the framework of the policy and recommending the amount to be spent on CSR activities.

During the period, the Company has undertaken activities as per CSR Policy of the Company and recommended by CSR Committee. A Report on CSR Activities is enclosed herewith as **"Annexure A",** forming part of this report.

Auditors

Pursuant to the provisions of Section 139 and other applicable provisions of the Act (as amended from time to time), M/s S R Batliboi & Associates LLP, Chartered Accountant, FRN 101049W/E300004 ("S R Batliboi"), were appointed by the members of the Company as Statutory Auditors of the Company from the conclusion of 11th AGM until the conclusion of 16th AGM, subject to ratification at each AGM of the Company. Pursuant to an amendment in Section 139 of the Companies Act, 2013, ratification of such appointment of Statutory Auditors is no more required at each Annual General Meeting. Accordingly, the same is not been taken up at this Annual General Meeting for shareholders approval.

Auditors' Report

The Report of the Auditors on the Annual Financial Statement of your Company for the Financial Year 2017-18 forms part of the Annual Accounts and the same is self-explanatory.

Internal Control Systems and their Adequacy

The Company has adequate system of internal control for planning, review, revenue recognition, expenses authorization, capital expenditure approval, risk management, investments etc. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statement.

Deposit

Your Company has not accepted any fixed deposit from public.

Share Capital

There is no change in the share capital of the Company during the period under review.

Particulars of loans, guarantee or investment

Details of Loan, guarantees or Investments covered under the provisions of section 186 of the Act, are given in the notes to the Financial Statement.

Related Party Transaction

All related party transactions entered into by the Company during the financial year were in the ordinary course of business and on an arm's length basis. There is 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 were also approved by the Board of Directors as a good Corporate Governance. The disclosure of related party transactions as required under Section 134(3)(h) read with Section 188 of the Act, in Form AOC 2 is annexed here with as **Annexure B.**

Information relating to Conservation of Energy, Technology Absorption, Research and Development, Foreign Exchange Earnings and Outgo and other information forming part of the Directors' Report in terms of Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder

a) **Conservation of energy**

Although the operations of the Company are not energy intensive, the management has been highly conscious of 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 rule 8 of the Companies (Account) Rules, 2014, are not applicable to the Company and hence are not provided.

b) **Technology absorption**

The Company realizes that in order to stay competitive and avoid obsolescence, it would have to invest in new technology across multiple product lines and services offered by it. Hence, the Company conscientiously making every effort to develop methods for adapting and effectively deploying new technologies.

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. During the year, no amount has been incurred on the Research & Development.

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 has its presence in India only and offers its services in India. The Company does not have any export activities. However, the Company has plans to start its operation abroad either of its own or through affiliates companies.

(ii) Expenditure and Earnings in Foreign Currency

During the financial year under review, your Company has no foreign exchange earnings or outgo (Previous Year – Nil).

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 in term of Section 92(3) of the Act is annexed herewith as "**Annexure C**" and form part of this Report.

Directors' Responsibility Statement

As required under Section 134(3)(c) of the Act, the Directors of the Company hereby state and confirm:

- that in preparation of Annual Accounts for the financial year, the applicable Accounting Standards have been followed along with the proper explanations relating to material departures;
- that they have selected such accounting policies described in the notes to accounts which have been consistently applied except where otherwise stated and made judgment 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 at March 31, 2018 and of the profit of the Company for the that period;

- that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Annual Accounts had been prepared on a going concern basis.
- that they 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 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 Institute of Company Secretaries of India have been duly followed by the Company.

Acknowledgement

Your Directors take this opportunity to place on record their appreciation for the valuable support and guidance received from ICICI Bank and other partner organizations, valued Customers, Suppliers, Banks, Employees and the holding company, NIIT Limited.

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance
Training Limited

Vijay K Thadani
Chairman
DIN: 00042527

Place: Gurugram
Date: May 11, 2018

Annexure A

NIIT INSTITUTE OF FINANCE BANKING AND INSURANCE TRAINING LIMITED
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 the Company's philosophy towards its special 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 Company's CSR.

   The CSR Policy is displayed on the website of the Company at http://www.ifbi.com/csr.aspx

2. **Composition of the CSR Committee:**

   a) Mr. Anand Sudarshan, Independent Director
   b) Mr. Parappil Rajendran, Non-executive Director
   c) Mr. Sapnesh Kumar Lalla, Non-executive Director
   d) Mr. Kumar Ashish, Non-executive Director

3. **Average net profit of the Company for last three financial years:** Rs. 20.39 million

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Rs. 0.41 million

5. **Details of CSR spend for the financial year:**
   a) Total amount spent for the financial year: Rs. 0.41 million
   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	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
1	Scholarship to students	Education	Neemrana (Rajasthan)	0.41 million	0.41 million	0.41 million	Direct

6. CSR Committee declares that the Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Anand Sudarshan
Director
CSR Committee

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Institute of Finance, Banking and Insurance

Annexure B

FORM NO. AOC 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 of Directors of NIIT Institute of Finance Banking and Insurance Training Limited

Place: Gurugram
Date: May 11, 2018

Vijay K Thadani
Chairman
DIN: 00042527

Annexure - B

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended as on March 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	U80903DL2006PLC149721
ii)	Registration Date	:	14/06/2006
iii)	Name of the Company	:	NIIT Institute of Finance Banking and Insurance Training 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-110019
vi)	Whether listed company	:	~~Yes~~ / No
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	:	No

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:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product/service	% to total turnover of the company
1	Training and Tution Fees	854	88%
2	Revenue Share – Royalty	854	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Application Section
1	NIIT Limited	L74899DL1981PLC015865	Holding Company	80.72%	2(87()ii)

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

i) Category-wise Share Holding

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	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0
b.Central Govt	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	0	0	0	0	0	0	0	0
e. Banks/FII	0	0	0	0	0	0	0	0	0
f. Others	0	0	0	0	0	0	0	0	0
Sub-total	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0
(A) (1):-									
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FIIs) Any Other	0	0	0	0	0	0	0	0	0
Sub-total	0	0	0	0	0	0	0	0	0
(A) (2):-									
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	0	49,500	49,500	0.49%	0	49,500	49,500	0.49%	0

B. **Public Shareholding**

1. **Institutions**									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	9,50,000	9,50,000	19,00,000	18.79%	9,50,000	9,50,000	19,00,000	18.79%	-
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	9,50,000	9,50,000	19,00,000	18.79%	9,50,000	9,50,000	19,00,000	18.79%	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	40,50,000	41,12,500	81,62,500	80.72%	40,50,000	41,12,500	81,62,500	80.72%	0
ii) ~~Overseas~~									
b) Individuals									
i) Individual shareholders holding nominal share capital up Rs. 1 lakh	0	500	500	0.01%	0	500	500	0.00%	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	40,50,000	41,13,000	81,63,000	80.72%	40,50,000	41,13,000	81,63,000	80.72%	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	50,00,000	50,63,000	1,00,63,000	99.51%	50,00,000	50,63,000	1,00,63,000	99.51%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	50,00,000	51,12,500	1,01,12,500	100%	50,00,000	51,12,500	1,01,12,500	100%	0

(ii) Shareholding of Promoters

Sr. No.	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			
	No. of Shares	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	% of Shares Pledged/encumbered to total shares
1	Rajendra S Pawar	16,500	0.16%	0	16,500	0.16%	0	0
2	Vijay K Thadani	16,500	0.16%	0	16,500	0.16%	0	0
3	P Rajendran	16,500	0.16%	0	16,500	0.16%	0	0
	Total	**49,500**	**0.49%**	**0**	**49,500**	**0.49%**	**0**	**0**

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

	Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
	% of total shares of the company	No. of Shares	No. of Shares	% of total shares of the company
At the beginning of the year				
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	**No Change**			
At the End of the year				

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

	Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
For Each of the Top 10 Shareholders	% of total shares of the company	No. of Shares	No. of Shares	% of total shares of the company
Bimal Jain Samarjit Dey	0.001 0.001	100 100		
At the beginning of the year				
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)			**-100** **-100**	**-0.001** **-0.001**
At the End of the year (or on the date of separation, if separated during the year				
Bimal Jain Samarjit Dey			0	0

(v) Shareholding of Directors and Key Managerial Personnel:

		Shareholding at the beginning of the year		**Cumulative Shareholding during the year**	
	For Each of the Director and KMP	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	**Mr. Vijay K Thadani - Director**				
	At the beginning of the year	**16,500**	**0.16%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			16,500	0.16%
2	**Mr. P Rajendran - Director**				
	At the beginning of the year	**16,500**	**0.16%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			16,500	0.16%
3	**Mr. Pankaj Mamtani - Chief Financial Officer**				
	At the beginning of the year	**200**	**0.00%**		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus / sweat equity etc)	Nil movement during the year			
	At the End of the year			200	0.00%

(V) INDEBTEDNESS

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

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year - Addition - Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	**Particulars of Remuneration#**	**Name of ~~MD/WTD/~~Manager**	**Total Amount**
		Porkodi Palani (01.4.2017 - 31.3.2018)	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29,01,588	29,01,588
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option*	1,29,375	1,29,375
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify…	-	-
5	Others, please specify	2,30,835	2,30,835
	Total (A)	32,61,798	32,61,798
	Ceiling as per the Act	In accordance to Section 197 read with Schedule V of the Companies Act 2013	

* Remuneration includes only the perquisite value of Stock options exercised during the period, determined in accordance with the provisions of the Income tax Act 1961.

B. Remuneration to other directors:

Sr. No.	**Particulars of Remuneration**	**Name of Directors**			**Total Amount**
		Narayanan Raja	S.L. Bansal	Anand Sudarshan	
1	Independent Directors				
	- Fee for attending board committee meetings	2,80,000	1,00,000	1,20,000	5,00,000
	- Commission	0	0	0	0
	-Others, please specify	0	0	0	0
	Total (1)	2,80,000	1,00,000	1,20,000	5,00,000
2	Other Non-Executive Directors - Fee for attending board committee meetings - Commission Others, pleae specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	2,80,000	1,00,000	1,20,000	5,00,000
	Total Managerial Remuneration	NA	NA	NA	NA
	Overall Ceiling as per the Act	NA			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration#	Key Managerial Personnel			
		CEO	Arpita B Malhotra (Company Secretary)	Pankaj Mamtani (CFO)	Total
			(01.4.2017 - 31.3.2018)	(01.4.2017 - 31.3.2018)	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	13,79,423	28,77,837	42,57,260
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	0	1,850	32,400	34,250
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, sepcify...	0	0	0	0
5	Others, please specify	0	43,956	97,626	1,41,582
	Total	0	**14,25,229**	**30,07,863**	**44,33,092**

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				

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INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Institute of Finance Banking and Insurance Training Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of NIIT Institute of Finance Banking and Insurance Training 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 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 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) Rules, 2016, as amended. 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 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 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 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 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 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 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 Ind AS financial statements.

S.R. Batliboi & Associates LLP
Gurugram

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 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 12, 2017 and May 9, 2016 respectively expressed an unmodified opinion on those 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 Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(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 Ind AS financial statements – Refer Note 20 to the 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 were no amounts which were 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 Sanjay Bachchani
Partner
Membership Number: 400419

Place: Gurugram
Date: May 11, 2018

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

Re: NIIT Institute of Finance Banking and Insurance Training 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, there are no immovable properties, included in property, plant and equipment of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) (a) The Company has granted loans to a Company covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest.

(b) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated for the loans granted and the repayments/receipts are regular.

(c) There are no amounts of loan granted to Company listed in the register maintained under section 189 of the Companies Act, 2013 which are overdue for more than ninety days.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(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) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to sales-tax, duty of custom, duty of excise and value added tax 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, service 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 service tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	Rs.32,352,344	June 2008 to February 2010	Commissioner of Service Tax, Delhi-II
Finance Act, 1994	Service Tax	Rs.6,356,770	Financial Year 2010-11 & 2011-12	Commissioner of Service Tax, Delhi-II

(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments/term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(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 no 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 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) 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.

S.R. Batliboi & Associates LLP Gurugram

(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 Sanjay Bachchani
Partner
Membership Number: 400419

Place: Gurugram
Date: May 11, 2018

ANNEXURE-2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS STANDALONE FINANCIAL STATEMENTS OF NIIT INSTITUTE OF FINANCE BANKING AND INSURANCE TRAINING 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 Institute of Finance Banking and Insurance Training Limited ("the Company") as of 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 and, 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

S.R. Batliboi & Associates LLP
Gurugram

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

S.R. Batliboi & Associates LLP Gurugram

per Sanjay Bachchani
Partner
Membership Number: 400419

Place: Gurugram
Date: May 11, 2018

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Balance Sheet

(All amounts are in Rs. thousand, unless otherwise stated)

Particulars	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	66.83	163.49	317.89
Other intangible assets	4	114.36	606.72	1,849.65
Financial assets	5			
Other financial assets	5 (i)	9,573.51	2,038.91	391.67
Deferred tax assets (net)	6	13,336.40	13,834.69	9,399.62
Other non-current assets	7	4,475.64	9,776.05	32,711.32
Total non-current assets		**27,566.74**	**26,419.86**	**44,670.15**
Current assets				
Financial assets	5			
Trade receivables	5 (ii)	16,335.71	34,862.20	11,540.51
Cash and cash equivalent	5 (iii)	14,126.95	13,686.05	24,518.61
Bank balances other than above	5 (iv)	750.00	7,650.00	5,000.00
Other financial assets	5 (i)	99,903.70	44,372.77	3,942.11
Other current assets	7	7,074.35	9,049.93	4,389.19
Total current assets		**138,190.71**	**109,620.95**	**49,390.42**
TOTAL ASSETS		**165,757.45**	**136,040.81**	**94,060.57**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	8	101,125.00	101,125.00	101,125.00
Other equity	9	29,948.76	8,195.80	(34,986.66)
TOTAL EQUITY		**131,073.76**	**109,320.80**	**66,138.34**
LIABILITIES				
Current liabilities				
Financial liabilities				
Trade payables	10 (i)	19,986.51	12,234.99	21,826.95
Other financial liabilities	10 (ii)	2,694.78	2,249.87	2,826.42
Provisions	11	1,925.26	1,256.85	1,794.75
Other current liabilities	12	10,077.14	10,978.30	1,474.11
TOTAL LIABILITIES		34,683.69	26,720.01	27,922.23
TOTAL EQUITY AND LIABILITIES		**165,757.45**	**136,040.81**	**94,060.57**

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

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2018

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
DIN - 00042527

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 11, 2018

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Statement of Profit and Loss for the year ended

(All amounts are in Rs. thousand, unless otherwise stated)

Particulars	Notes	March 31, 2018	March 31, 2017
INCOME			
Revenue from operations	13	152,485.50	154,968.01
Other income	14	10,910.39	11,118.97
Total income		**163,395.89**	**166,086.98**
EXPENSES			
Employee benefits expense	15	11,740.51	9,294.16
Professional & technical outsourcing expense		56,523.56	16,700.12
Course execution expenses		52,056.24	77,457.19
Depreciation and amortization expense	3 & 4	592.71	1,475.83
Other expenses	16	12,348.07	11,324.98
Total expenses		**133,261.09**	**116,252.28**
Profit before tax		**30,134.80**	**49,834.70**
Income tax expense:			
-Current tax	17 (i)	7,363.55	11,400.31
-Deferred tax	17 (i)	641.56	(4,521.31)
Total tax expense		**8,005.11**	**6,879.00**
Profit for the year		**22,129.69**	**42,955.70**
Other comprehensive income / (expense)			
Items that will not be reclassified to profit or loss			
- Remeasurement of post-employment benefit obligations		(520.00)	313.00
- Income tax charge / (credit) relating to these items	17 (ii)	143.27	(86.24)
Other comprehensive income for the year, net of tax		**(376.73)**	**226.76**
Total comprehensive income for the year		**21,752.96**	**43,182.46**
Earnings per equity share (face value Rs. 10 each):			
-Basic and Diluted	21	2.19	4.25

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

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2018

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
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DIN - 00042531

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Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 11, 2018

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Statement of changes in equity for the year ended

a) Equity share capital

(All amounts are in Rs. thousand, unless otherwise stated)

Particulars	Notes	Number	Amount
Equity share of Rs 10 each issued, subscribed and fully paid			
As at April 1, 2016	8	10,112,500	101,125.00
Changes in equity share capital during the year		-	-
As at March 31, 2017	8	10,112,500	101,125.00
Changes in equity share capital during the year		-	-
As at March 31, 2018		10,112,500	101,125.00

b) Other equity	Notes	Retained Earnings	Total
As at April 1, 2016	9	(34,986.66)	(34,986.66)
Profit for the year		42,955.70	42,955.70
Other comprehensive income (net of tax)		226.76	226.76
As at March 31, 2017	9	8,195.80	8,195.80
Profit for the year		22,129.69	22,129.69
Other comprehensive income/ (expense) (net of tax)		(376.73)	(376.73)
As at March 31, 2018		29,948.76	29,948.76

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

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2018

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
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DIN - 00042531

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Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 11, 2018

NIIT Institute of Finance Banking and Insurance Training Limited

CIN: U80903DL2006PLC149721

Cash Flow Statement for the year ended

(All amounts are in Rs. thousand, unless otherwise stated)

Particulars	March 31, 2018	March 31, 2017
OPERATING ACTIVITIES:		
Profit before tax	**30,134.80**	**49,834.70**
Add/ (Less) :		
Depreciation and amortization	592.71	1,475.83
Interest income	(7,025.92)	(5,648.99)
Profit on sale of current investment	(1,765.99)	-
Provision for doubtful debts	-	2,320.19
Provision for doubtful advances and deposits	1,778.00	-
Advances written off	-	403.21
Liabilities/ provisions no longer required written back	(1,725.49)	(4,271.45)
Operating profit before working capital changes	**21,988.11**	**44,113.49**
Changes in operating assets and liabilities		
Increase/ (decrease) trade payables	7,751.52	(5,322.98)
(Decrease)/ increase other current liabilities	(901.16)	9,504.19
Increase/ (decrease) other financial liabilities current	2,170.40	(576.55)
Increase/ (decrease) short-term provisions	291.68	(311.14)
Decrease/ (increase) current trade receivables	18,526.49	(25,639.41)
Decrease/ (increase) other current assets	1,975.58	(4,660.74)
Decrease/ (increase) other bank balances	6,900.00	(2,650.00)
Decrease other financial assets current	226.74	1,134.06
(Increase) other financial assets non-current	(9,312.60)	(2,050.45)
Cash generated from operations	**49,616.76**	**13,540.47**
Direct tax (paid) / refund received (net)	(2,206.41)	11,621.20
Net cash from operating activities (A)	**47,410.35**	**25,161.67**
INVESTING ACTIVITIES:		
Purchase of fixed assets	(3.70)	(78.50)
Sale of mutual funds	81,265.99	-
Purchase of mutual funds	(79,500.00)	-
Loans given to Holding Company	(95,000.00)	(40,000.00)
Loans given to Holding Company received back	40,000.00	-
Interest received	6,268.26	4,084.27
Net cash used in investing activities (B)	**(46,969.45)**	**(35,994.23)**
FINANCING ACTIVITIES:		
	-	-
Net cash from/ (used in) financing activities (C)	-	-
Net increase/ (decrease) in cash & cash equivalents (A) + (B) + (C)	**440.90**	**(10,832.56)**
Cash and cash equivalents as at the beginning of the year	13,686.05	24,518.61
Cash and cash equivalents as at the end of the year	**14,126.95**	**13,686.05**
Cash and cash equivalents		
Balance with banks		
Current accounts	7,454.50	13,686.05
Bank deposits with original maturity of 3 months or less	6,672.45	-
	14,126.95	**13,686.05**

The accompanying notes form an integral part of the these financial statement.

As per our report of even date

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2018

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

Vijay K Thadani
Director
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Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 11, 2018

NIIT Institute of Finance Banking and Insurance Training Limited
CIN: U80903DL2006PLC149721
Notes to the financial statements for the year ended March 31, 2018

1 Company information
NIIT Institute of Finance, Banking and Insurance Training Limited ('the Company') is domiciled and incorporated in India as on June 14, 2006 with equity participation from NIIT Limited and ICICI Bank Limited. The main object of the Company is to provide training and training content in banking, finance & insurance sectors. 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 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

The financial statements of the Company has been prepared to comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 (the Act) read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amended Rule, 2016 issued by the Ministry of Corporates 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 25 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 Rs. thousand ('Rupees' or 'Rs.') and are rounded to the nearest thousand with two decimals, except per share data and unless stated otherwise.

ii) Basis of measurement

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

b) 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 realized 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 realized 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 realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization 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.

c) 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 unit of account 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.

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Institute of Finance Banking & Insurance Training Ltd. NIIT ★ Gurgaon

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Revenue from the training services is recognized over the period of the course programs. For fixed-price contracts, revenue is recognized based on the actual service provided till the end of the reporting period as a proportion of the total services to be provided (percentage of completion method). Revenue from time and material contracts is recognized as the related services are performed.

(ii) Revenue from royalty is accrued on a monthly basis as and when the training is delivered.

d) **Other income**

Interest income from debt instruments is recognized 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.

e) **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Manager and CFO of the Company are considered as chief operating decision makers who assesse the financial performance and position of the Company, and make strategic decisions.

f) **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 realized or the deferred income tax liability is settled.

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

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized 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 recognized 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 recognized 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.

g) **Leases**

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.

h) **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 amortized cost.

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

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value. Any subsequent change in the fair value is charged to profit or loss.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. 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 under Ind AS 109 "Financial Instruments", which requires expected lifetime losses to be recognized from initial recognition of the receivables.

S.R. Batliboi & Associates LLP Gurugram

NIIT Institute of Finance Banking & Insurance Training Ltd. ★ Gurgaon

i) **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, 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.

j) **Trade receivables**

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

k) **Property, plant and equipment**

All 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 recognized 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-recognized 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 recognized 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**
Plant and equipment's including:	
- Computers, printers and related accessories	3 years
- Computers servers and networks	5 years
- Electronic equipment's	8 years
- Air conditioners	10 years
All other assets (including vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lifes 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 asset's 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 gains/ (losses).

l) **Intangible assets**

Computer software - acquired

Shown at acquistion cost and are subsequently carried at cost less accumulated amortization and impairment losses.

Educational content / products - internally generated

Development costs that are directly attributable to the design, development and testing of identifiable and unique educational content / products controlled by the Company are recognized 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,
- there is an ability to use or sell content / products,
- it can be demonstrated how the content / product will generate probable future economic benefits,
- adequate technical, financial and other resources to complete the development and to use or sell the content / product are available, and
- the expenditure attributable to the content / product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

Amortization methods and periods

Intangible assets are amortized on a straight line basis over their estimated useful lives which are as follows:

Particular	**Useful life**
Internally generated (content / products)	3-5 years
Acquired (software)	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 recognized as at April 1, 2016 measured as per the previous GAAP and use that net carrying value as the deemed cost of intangible assets.

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NIIT Institute of Finance Banking & Insurance Training Ltd. Gurgaon

m) **Impairment of 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 recognized 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.

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 amortization, if no impairment loss had been recognized.

n) **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 recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

o) **Provisions**

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. The increase in the provision due to the passage of time is recognized as interest expense.

p) **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 recognized 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 earned leave and sick leave 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 recognized 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 liability or asset recognized 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 defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation 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 recognized 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 are recognized 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 recognized 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 unutilized entitlement at the year end.

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Provident fund

The Company's contribution towards Provident Fund is charged to Statement of Profit and Loss.

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 Statement of Profit and Loss.

Superannuation fund

The Company makes defined contribution, to the Trust established for the purpose by the Holding Company. Contribution made 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.

q) **Share capital**

Equity shares capital

Issuance of ordinary shares are recognized as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

r) **Earning 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 on 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.

s) **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 categorized 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 recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (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.

2.1 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 recognized 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:

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- Measurement of defined benefit obligations: key actuarial assumptions - refer note 2 (p)
- Measurement of useful life and residual values of property, plant and equipment and intangibles assets - refer note 2 (k) and 2 (l).
- Fair value measurement of financial instruments - refer note 2 (s).
- Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 (f).

There are no major assumptions and estimation that have a significant risk of resulting in a material adjustment within the next financial year.

2.2 Recent accounting pronouncements

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 recognized 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 recognized 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 recognized 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 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 recognized 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.

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3 Property, Plant and equipment

(All amounts are in Rs. thousand, unless otherwise stated)

Particulars	Plant and Machinery - Computers and peripherals	Vehicles	Total
Deemed cost as at April 1, 2016*	217.57	100.32	317.89
Additions	78.50	-	78.50
Closing gross carrying as at March 31, 2017 (A)	**296.07**	**100.32**	**396.39**
Accumulated depreciation			
Depreciation charge for the year	132.58	100.32	232.90
Closing depreciation as at March 31, 2017 (B)	**132.58**	**100.32**	**232.90**
Net carrying amount as at March 31, 2017 (A-B)	**163.49**	**0.00**	**163.49**
Opening gross carrying amount as at April 1, 2017	296.07	100.32	396.39
Additions	3.70	-	3.70
Disposals	81.75	-	81.75
Closing gross carrying amount as at March 31, 2018 (A)	**218.02**	**100.32**	**318.34**
Accumulated depreciation			
Opening accumulated depreciation as at April 1, 2017	132.58	100.32	232.90
Depreciation charge for the year	100.35	-	100.35
Disposals	81.74	-	81.74
Closing accumulated depreciation as at March 31, 2018 (B)	**151.19**	**100.32**	**251.51**
Net carrying amount as at March 31, 2018 (A-B)	**66.83**	**0.00**	**66.83**

* The Company has availed deemed cost exemption and used the previous GAAP net carrying amount of Property, Plant and Equipment as deemed cost.

4 Other Intangible assets

Particulars	Educational Content / Products Internally Generated	Software Acquired	Total
Deemed cost as at April 1, 2016**	750.56	1,099.09	1,849.65
Additions	-	-	-
Closing gross carrying as at March 31, 2017 (A)	**750.56**	**1,099.09**	**1,849.65**
Accumulated amortization			
Amortization	750.56	492.37	1,242.93
Closing amortization as at March 31, 2017 (B)	**750.56**	**492.37**	**1,242.93**
Net carrying amount as at March 31, 2017 (A-B)	**0.00**	**606.72**	**606.72**
Opening gross carrying amount as at April 1, 2017	750.56	1,099.09	1,849.65
Additions	-	-	-
Closing gross carrying as at March 31, 2018 (A)	**750.56**	**1,099.09**	**1,849.65**
Accumulated amortization			
Opening amortization as at April 1, 2017	750.56	492.37	1,242.93
Amortization	-	492.36	492.36
Closing amortization as at March 31, 2018 (B)	**750.56**	**984.73**	**1,735.29**
Net Carrying Amount as at March 31, 2018 (A-B)	**0.00**	**114.36**	**114.36**

** The Company has availed deemed cost exemption and used the previous GAAP net carrying amount of Other intangible assets as deemed cost.

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5 Financial Assets

Particulars	As at March 31, 2018 (Non Current)	March 31, 2017 (Non Current)	April 1, 2016 (Non Current)	March 31, 2018 (Current)	March 31, 2017 (Current)	April 1, 2016 (Current)
5 (i) Other Financial Assets						
a) Security deposits receivable						
Unsecured, considered good	-	1,878.50	242.38	2,385.62	2,590.45	3,160.76
Unsecured, considered doubtful	1,778.00	-	-	-	-	-
Less: Provision for doubtful deposits	(1,778.00)	-	-	-	-	-
	-	**1,878.50**	**242.38**	**2,385.62**	**2,590.45**	**3,160.76**
b) Interest receivable	-	-	-	2,518.08	1,760.41	195.69
	-		-	**2,518.08**	**1,760.41**	**195.69**
c) Other receivables	-	-	-	-	21.91	585.66
	-	-	-	-	**21.91**	**585.66**
d) Long-term deposits with bank:						
With original maturity of more than 12 months	9,573.51	160.41	149.29	-	-	-
	9,573.51	**160.41**	**149.29**	-	-	-
e) Loans to related parties (Refer note 24)						
Unsecured, considered good	-	-	-	95,000.00	40,000.00	-
	-	-	-	**95,000.00**	**40,000.00**	-
	9,573.51	**2,038.91**	**391.67**	**99,903.70**	**44,372.77**	**3,942.11**

5 (ii) Trade Receivables (Refer note 24)	As at March 31, 2018	March 31, 2017 (Current)	April 1, 2016
Unsecured, considered good	16,335.71	34,862.20	11,540.51
Unsecured, considered doubtful	11,039.65	11,039.65	8,719.46
Less: Allowance for doubtful debts	(11,039.65)	(11,039.65)	(8,719.46)
	16,335.71	**34,862.20**	**11,540.51**

5 (iii) Cash and Cash Equivalent	As at March 31, 2018	March 31, 2017	April 1, 2016
Balance with banks			
Current Accounts	7,454.50	13,686.05	11,518.61
Deposits with original maturity of less than 3 months	6,672.45	-	13,000.00
	14,126.95	**13,686.05**	**24,518.61**
5 (iv) Bank balances other than above:			
Bank deposits			
With original maturity of more than 3 months and upto 12 months	750.00	7,650.00	5,000.00
	750.00	**7,650.00**	**5,000.00**

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6 Deferred Tax Assets (Net)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
	As at	Non-current	
(i) The balance comprises temporary differences attributable to:			
Provisions	3,531.58	2,384.60	2,515.20
Defined benefit obligations	644.48	430.32	687.04
Fair valuation of financial assets	6,044.90	7,186.24	10,073.24
Other items			
MAT credit entitlement	3,115.44	3,833.53	9,399.62
Total deferred tax asset	**13,336.40**	**13,834.69**	**22,675.10**
Less: Deferred tax assets not recognized in absence of probability of utilization against future taxable income	-	-	**(13,275.48)**
Deferred tax asset (net)	**13,336.40**	**13,834.69**	**9,399.62**

Deferred tax assets on timing differences have been recognized as at March 31, 2018 owing to probability of future taxable income based on business plans of the Company

(ii) Movement in deferred tax asset	Financial assets	Employee benefit	Provisions	Minimum Alternate Tax	Deferred tax asset (net)
At April 1, 2016	-	-	-	9,399.62	**9,399.62**
(charged)/credited:					
to profit or loss	7,186.24	516.56	2,384.60	(5,566.09)	4,521.31
to OCI		(86.24)			(86.24)
At March 31, 2017	**7,186.24**	**430.32**	**2,384.60**	**3,833.53**	**13,834.69**
(charged)/credited:					
to profit or loss	(1,141.34)	70.89	1,146.98	(718.09)	(641.56)
to OCI	-	143.27	-	-	143.27
At March 31, 2018	**6,044.90**	**644.48**	**3,531.58**	**3,115.44**	**13,336.40**

7 Other Assets

Particulars		March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
			Non-current	As at		Current	
i) Advances recoverable in cash or in kind							
Unsecured, considered good		-	-	-	7,074.35	9,049.93	4,389.19
	(A)	-	-	-	7,074.35	9,049.93	4,389.19
ii) Taxes recoverable							
a) Advance payment of fringe benefit tax		-	-	2,320.28	-	-	-
Less: Provision for fringe benefit tax		-	-	(2,149.98)	-	-	-
		-	-	170.30	-	-	-
b) Advance income tax		21,949.36	25,579.26	46,463.43	-	-	-
Less : Provision for income tax		(17,473.72)	(15,803.21)	(13,922.41)	-	-	-
		4,475.64	9,776.05	32,541.02	-	-	-
	(B)	4,475.64	9,776.05	32,711.32	-	-	-
Total (A+B)		4,475.64	9,776.05	32,711.32	7,074.35	9,049.93	4,389.19

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8 Equity share capital

a) Authorized equity share capital

Particulars	Equity shares Number	Equity shares Amount
At April 1, 2016 (Face value)	**11,000,000**	**110,000.00**
Increase during the year ended March 31, 2017	-	-
At March 31, 2017	**11,000,000**	**110,000.00**
Increase during the year ended March 31, 2018	-	-
At March 31, 2018	**11,000,000**	**110,000.00**

b) Issued share capital

Particulars	Equity shares Number	Equity shares Amount
At April 1, 2016 (Face value)	**10,112,500**	**101,125.00**
Issue during the year ended March 31, 2017	-	-
At March 31, 2017	**10,112,500**	**101,125.00**
Issue during the year ended March 31, 2018	-	-
At March 31, 2018	**10,112,500**	**101,125.00**

c) Detail of class of shares held by the Company

	Name of the Company	Class of shares Equity/ Preference	March 31, 2018 No. of Shares	March 31, 2017 No. of Shares	April 1, 2016 No. of Shares
Holding Company	NIIT Limited	Equity	8,162,500	8,162,500	8,157,500

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2018 No. of shares	March 31, 2018 % of holding	March 31, 2017 No. of shares	March 31, 2017 % of holding	April 1, 2016 No. of shares	April 1, 2016 % of holding
NIIT Limited	8,162,500	80.72%	8,162,500	80.72%	8,157,500	80.67%
ICICI Bank Limited	1,900,000	18.79%	1,900,000	18.79%	1,900,000	18.79%
Total	**10,062,500**	**99.51%**	**10,062,500**	**99.51%**	**10,057,500**	**99.46%**

e) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their holding.

9 Other Equity

Particulars	As at March 31, 2018	March 31, 2017	April 1, 2016
Surplus in statement of profit and loss	29,948.76	8,195.80	(34,986.66)
	29,948.76	**8,195.80**	**(34,986.66)**

9.1 Details of Other Equity

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Surplus in statement of profit and loss			
Balance brought forward from previous year	8,195.80	(34,986.66)	(100,363.25)
Add: Current year profit attributable to shareholders	22,129.69	42,955.70	66,641.47
Less: Impact on account of expected credit loss (Refer note 25)	-	-	(1,112.16)
Less: Impact on account of fair valuation of ESOP (Refer note 25)	-	-	(152.72)
Items of other comprehensive income recognized directly in retained earning			
Remeasurement of post employment benefit obligation (net of tax)	(376.73)	226.76	-
	29,948.76	**8,195.80**	**(34,986.66)**

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10 Financial Liability

10 (i) Trade Payables

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
		Current	
Trade payables*	8,194.34	5,270.47	13,304.27
Trade payables to related parties	11,792.17	6,964.52	8,522.68
	19,986.51	**12,234.99**	**21,826.95**

* Based on information available with the Company, there is no vendor covered under the Micro, Small and Medium Enterprises Development Act, 2006.

10 (ii) Other Financial Liabilities

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
		Current	
Security deposits payable	775.00	850.00	850.00
Other payables	1,919.78	1,399.87	1,976.42
	2,694.78	**2,249.87**	**2,826.42**

11 Provisions

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
		Current	
Provision for employee benefits (Refer note 15.1)			
Provision for gratuity	975.26	470.85	636.75
Provision for compensated absences*	950.00	786.00	1,158.00
	1,925.26	**1,256.85**	**1,794.75**

* During the year expense charged / (credited) on account of compensated absences Rs. 164.00 thousand [March 31, 2017 Rs. (372.00) thousand]

12 Other Liabilities

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
		Current	
Deferred revenue	-	2,800.00	212.22
Advances from customers	5,402.74	7,218.27	4.05
Statutory dues	4,674.40	960.03	1,257.84
	10,077.14	**10,978.30**	**1,474.11**

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13 Revenue From Operations	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Sale of services	134,336.69	119,689.86
Royalty (Refer note 24)	18,148.81	35,278.15
	152,485.50	**154,968.01**

14 Other Income	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Interest income	7,025.92	5,648.99
Profit from sale of current investment	1,765.99	-
Provision/ other liabilities written back	1,725.49	4,271.45
Other non-operating income	392.99	1,198.53
	10,910.39	**11,118.97**

15 Employee Benefits Expense	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Salaries, wages and bonus	10,861.44	8,649.13
Contribution to provident and other funds (Refer note 15.1)	422.83	418.79
Employees share-based payment expenses	389.51	136.44
Staff welfare expenses	66.73	89.80
	11,740.51	**9,294.16**

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15.1 **Employee Benefits**

A) Defined contribution plans

Company makes contribution towards provident fund and pension scheme to the defined contribution plans for eligible employees
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	250.60	150.28
Employers' contribution to employees pension scheme	69.11	56.25
Total	**319.71**	**206.53**

Contribution towards provident fund and pension scheme 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	178.76	114.25
Employers' contribution to employees pension scheme	30.00	30.00
Total	**208.76**	**144.25**

B) Defined benefit plans

I. Gratuity fund

Funded

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
i) Change in present value of obligation:			
Present value of obligation as at beginning of the year	664.88	810.63	3,077.00
Interest cost	46.00	63.25	227.85
Current service cost	75.12	165.00	629.26
Transfer to Holding Company*	-	-	(2,039.19)
Acquisitions cost	-	(61.00)	(810.29)
Actuarial (gain)/ loss on obligations	518.00	(313.00)	(274.00)
Present value of obligation as at the year end	**1,304.00**	**664.88**	**810.63**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ii) Change in plan assets:			
Fair value of plan assets as at the beginning of the year	194.03	173.88	1,067.44
Expected return on plan assets	-	15.99	86.90
Contributions	118.71	65.16	71.44
Interest income	18.00	-	-
Transfer of employees to Holding Company*	-	-	(777.42)
Acquisitions cost	-	(61.00)	(0.48)
Actuarial (loss)/ gain on plan assets	(2.00)	-	(274.00)
Fair value of plan assets as at the end of the year	**328.74**	**194.03**	**173.88**

Actuary's estimates of contributions for the next financial year is Rs.975.00 thousand (March 31, 2017 Rs.471.00 thousand; April 01, 2016 Rs.802.00 thousand)

The Holding Company initiated steps to consolidation of role and responsibilities across people organization. As a result of these activities people were transferred to the Holding Company effectively July 01, 2015, pursuant to the arrangements entered by the Company with the Holding Company. Consequently, the following balances as at June 30, 2015, have been transferred to the Holding Company.

iii) Amount of asset/ (obligation) recognized 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) recognized in Balance Sheet*
As at March 31, 2018	328.74	1,304.00	(975.26)
As at March 31, 2017	194.03	664.88	(470.85)
As at March 31, 2016	173.88	810.63	(636.75)
As at March 31, 2015	1,067.44	3,077.00	(2,009.56)
As at March 31, 2014	785.19	2,026.86	(1,241.67)
As at March 31, 2013	1,056.22	1,836.00	(779.78)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
iv) Net gratuity cost recognized in statement of profit and loss:		
Current service cost	75.12	165.00
Interest cost	28.00	63.25
Expected return on plan assets	-	(15.99)
Expense recognized in statement of profit and loss*	**103.12**	**212.26**
Actual return on plan assets	**15.89**	**15.49**

*Includes Rs.119.70 thousand (previous year Rs.105.00 thousand) towards key managerial personnel

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Particulars	Year ended March 31, 2018	Year ended March 31, 2017
v) Gratuity cost recognized in other comprehensive income:		
Net actuarial (gain) / loss recognized during the year	518.00	(313.00)
Return on plan asset (greater) / less than discount rate	2.00	-
Expense / (income) recognized in other comprehensive income	**520.00**	**(313.00)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
vi) Assumptions used in accounting for gratuity plan:			
Discount rate (per annum)	7.50%	7.00%	7.75%
Future salary increase	11.00% for first 2 years and 8.00% 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.

viii) Sensitivity analysis:

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumptions		Impact on defined benefit obligations: Increase in assumption		Impact on defined benefit obligations: Decrease in assumption	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Discount rate	50 basis points	50 basis points	(65)	(33)	69	36
Salary growth rate	50 basis points	50 basis points	68	36	(65)	(34)
Attrition rate	50 basis points	50 basis points	(27)	15	23	(13)

The above sensitivity analysis is based on a change in 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 recognized in the balance sheet.

ix) The major categories of plan assets are as follows:

	March 31, 2018			March 31, 2017		
	Quoted	Total	in %	Quoted	Total	in %
Insurance policy and cash	328	328	100%	193	193	100%

x) 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.

xi) Expected maturity analysis of defined benefit obligations:

	In 1 year	In 2 years	In 3 years	In 4 years	In 5 years	Above 5 years and upto 9 years
March 31, 2018	40	46	53	72	83	475
March 31, 2017	23	26	31	35	47	394

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		Year ended	
16	**Other Expenses**	**March 31, 2018**	**March 31, 2017**
	Equipment hiring	5.85	223.16
	Rent (net of recoveries) (Refer note 23)	429.87	754.33
	Rates and taxes	4.19	4.19
	Power & fuel	42.35	61.25
	Communication	71.24	84.83
	Legal and professional fees	2,363.94	2,913.86
	Management cost recovery by Holding Company	5,639.44	1,923.41
	Travelling and conveyance	1,372.01	1,186.96
	Provision for doubtful debts	-	2,320.19
	Provision for doubtful advances and deposits	1,778.00	-
	Advances written off	-	403.21
	Insurance	40.54	61.82
	Repairs and maintenance		
	Plant and Machinery	16.78	53.08
	Buildings	7.16	17.62
	Others	59.91	172.72
	Security and administration services	15.85	43.74
	Bank charges	52.66	111.32
	Marketing & advertising expenses	27.87	95.51
	Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 16(ii))	407.75	760.00
	Miscellaneous expenses	12.66	133.78
		12,348.07	**11,324.98**

		Year ended	
16 (i)	**Payment to auditors**	**March 31, 2018**	**March 31, 2017**
	As auditor		
	- Audit fee	820.00	1,000.00
	- Reimbursement of expenses (excluding taxes)	57.40	207.50
		877.40	**1,207.50**

		Year ended	
16 (ii)	**Corporate social responsibility expenditure**	**March 31, 2018**	**March 31, 2017**
	Contribution to NIIT Institute of Information Technology (Refer note 24)	407.75	760.00
		407.75	**760.00**
	Amount required to be spent as per Section 135 of the Act	407.75	756.10
	Amount spent during the year for promoting education activity	**407.75**	**760.00**

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		Year ended	
		March 31, 2018	March 31, 2017
17	**Income Tax Expense**		
17 (i)	**Tax expense recognized in statement of profit and loss**		
	Current tax	7,363.55	11,400.31
	Deferred tax	641.56	(4,521.31)
		8,005.11	**6,879.00**

		Year ended	
		March 31, 2018	March 31, 2017
17 (ii)	**Tax expense recognized in OCI**		
	Arising on reimbursement of net defined benefit liability	143.27	(86.24)
		143.27	**(86.24)**

(iii) Effective tax reconciliation

This note provides an analysis of the company's income tax expense, show amounts that are recognized directly in in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

	Year ended	
	March 31, 2018	March 31, 2017
(a) Income tax expense		
Current tax		
Current tax on operating profits of the year	6,177.41	11,296.30
Adjustment for current tax of prior periods	1,186.14	104.01
Total current tax expense	**7,363.55**	**11,400.31**
Deferred tax		
(Increase) in deferred tax assets	(76.53)	(4,521.31)
MAT credit utilized	718.09	-
Total deferred tax expense/(benefit)	**641.56**	**(4,521.31)**
Income tax expense	**8,005.11**	**6,879.00**

(b) Reconciliation of tax expense and the accounting profit multiplied by Indian tax rate:

	Year ended	
	March 31, 2018	March 31, 2017
Profit from continuing operations before income tax expense	30,134.80	49,834.70
Tax at the Indian tax rate of (FY 2016-17 33.06%) (FY 2017-18 27.55%)	8,302.89	16,475.35
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenditure towards CSR to the extent disallowable	56.17	251.26
Deferred tax assets created on temporary differences	(745.47)	(11,929.02)
Deferred tax adjustment due to change in tax rates	(76.53)	1,977.40
Adjustment for taxes relating to earlier years	1,186.14	104.01
MAT credit utilized during the year against tax liability	(718.09)	-
Total	**8,005.11**	**6,879.00**

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18 Fair value measurements

(i) Fair value hierarchy

To provide indication about the reliability of the inputs 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 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.

(ii) Valuation technique used to determine fair value

Valuation technique used to value financial instruments include use of market prices.

Financial instruments by category and hierarchy of measurement

	As at		
	March 31, 2018 Carrying value Amortized cost	March 31, 2017 Carrying value Amortized cost	April 1, 2016 Carrying value Amortized cost
Financial assets			
Trade receivables	16,335.71	34,862.20	11,540.51
Loans	95,000.00	40,000.00	-
Cash and bank balances	14,876.95	21,336.05	29,518.61
Other financial assets	14,477.21	6,411.68	4,333.78
Total financial assets	**140,689.87**	**102,609.93**	**45,392.90**
Financial liabilities			
Trade payables	19,986.51	12,234.99	21,826.95
Security deposit payable	775.00	850.00	850.00
Other financial Liabilities	1,919.78	1,399.87	1,976.42
Total financial liabilities	**22,681.29**	**14,484.86**	**24,653.37**

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 amortized cost, the carrying amounts approximate the fair value.

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19 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 financial risk 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.

(i) 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.16,335.71 thousand and Rs.34,862.20 thousand as of March 31, 2018 and March 31, 2017 respectively.

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	**8,719.46**
Changes in loss allowance	2,320.19
Loss allowance on March 31, 2017	**11,039.65**
Changes in loss allowance	-
Loss allowance on March 31, 2018	**11,039.65**

(ii) 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 no outstanding borrowings as on March 31, 2018.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Less than 1 year	Total
As at March 31, 2018		
Trade payables	19,986.51	19,986.51
Other financial liabilities	2,694.78	2,694.78
	22,681.29	**22,681.29**
As at March 31, 2017		
Trade payables	12,234.99	12,234.99
Other financial liabilities	2,249.87	2,249.87
	14,484.86	**14,484.86**
As at April 1, 2016		
Trade payables	21,826.95	21,826.95
Other financial liabilities	2,826.42	2,826.42
	24,653.37	**24,653.37**

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20 Contingent Liabilities

Claims against the Company not acknowledged as debts:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Service tax	38,709.11	38,709.11	38,709.11
Others*	630.00	630.00	630.00

*Towards student claims not acknowledged as debts.

Management does not foresee any cash outflow in respect of the above based on advise of legal counsel.

21 Earning Per Share

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit attributable to equity shareholders (A)	22,129.69	42,955.70
Weighted average number of equity shares outstanding during the year (Nos.) – (B)	10,112,500	10,112,500
Nominal value of equity shares	10.00	10.00
Basic and diluted earnings per share (A/B)	2.19	4.25

As there are no dilutive securities at the year end, the basic and diluted earning per share are same.

22 Segmental Reporting

The Company is engaged in imparting education and training services in the field of finance, banking and insurance sector which is viewed by the management as a single segment, i.e. learning solutions in accordance with 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'.

The Company operates in a single geography (India) and accordingly, secondary segment reporting is not applicable.

23 Leases

Operating Leases:

The Company has entered into leases for office premises, employee accommodations and vehicles which are cancellable at the option of the Company by giving requisite notice.

Aggregate payments during the year under operating leases are as shown hereunder:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
In respect of premises	175.65	554.13
In respect of vehicles	254.22	200.20
	429.87	**754.33**

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24 Related Party Disclosures

A. Related party relationship where control exists

Holding Company - NIIT Limited

Fellow subsidiaries

1 Mindchampion Learning Systems Limited
2 NIIT Yuva Jyoti Limited
3 NIIT Institute of Process Excellence Limited
4 NIIT USA Inc, USA
5 NIIT Limited, UK
6 NIIT Malaysia Sdn. Bhd, Malaysia
7 NIIT West Africa Limited
8 NIIT GC Limited, Mauritius
9 NIIT (Ireland) Limited
10 NIIT Learning Solutions (Canada) Limited
11 Eagle International Institute Inc. USA (w.e.f January 3, 2018)
12 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 11)
13 NIIT Antilles NV, Netherlands Antilles (liquidated w.e.f. November 23, 2017)
14 PT NIIT Indonesia, Indonesia (under liquidation)
15 NIIT China (Shanghai) Limited, Shanghai
16 NIIT Wuxi Service Outsourcing Training School, China (Memorandum of Understanding was executed to sell on April 1, 2017)
17 Wuxi NIIT Information Technology Consulting Limited, China (agreement to sell entered on March 31, 2018)
18 Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 17)
19 Changzhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 17)
20 Zhangjiagang NIIT Information Services Limited, China
21 Qingdao NIIT Information Technology Company Limited, China (closed w.e.f. January 31, 2018)
22 Chengmai NIIT Information Technology Company Limited, China
23 Chongqing An Dao Education Consulting Limited, China
24 Chongqing NIIT Education Consulting Limited, China
25 NIIT (NingXia) Education Technology Company Limited, China (incorporated w.e.f. May 19, 2017)
26 Dafeng NIIT information technology Co., Limited, China (closed w.e.f. October 25, 2017)
27 Guizhou NIIT information technology consulting Co., Limited, China
28 NIIT (Guizhou) Education Technology Co., Limited, China

B. Other related parties with whom Company has transacted

a. Key managerial personnel:

Porkodi Palani - Manager
Pankaj Mamtani - Chief Financial Officer

b. Others

1. NIIT University (a body corporate in which two Non-Executive Directors of the Company are members of its governing body).

2. NIIT Institute of Information Technology (a body corporate in which two Non-Executive Directors of the Company are members of its governing body).

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C. Detail of significant transactions with related parties carried out in ordinary course of business.

Nature of Transactions*	Holding Company	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Service received	52,056.24 (77,457.19)	- -	56,930.50 (22,982.40)	108,986.74 (100,439.59)
Service rendered	18,148.81 (35,278.15)	- -	- (1,235.28)	18,148.81 (36,513.43)
Management Cost Recovery	5,637.54 (1,914.34)	- -	- -	5,637.54 (1,914.34)
Recovery of expenses by	2,261.40 (1,044.26)	- -	- -	2,261.40 (1,044.26)
Loan given	95,000.00 (40,000.00)	- -	- -	95,000.00 (40,000.00)
Loan received back	40,000.00 -	- -	- -	40,000.00 -
Interest on loan	5,146.27 (1,544.80)	- -	- -	5,146.27 (1,544.80)
Contribution towards CSR	- -	- -	407.75 (760.00)	407.75 (760.00)
Remuneration	- -	6,811.79 (5,824.75)	- -	6,811.79 (5,824.75)

* Excluding taxes
Figures in parenthesis represent previous year figures

D. Key management personnel compensation

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Short-term employee benefits	6,353.95	5,575.49
Post employment benefit expenses	328.46	249.26
Remuneration paid	**6,682.41**	**5,824.75**
Share based payment	129.38	-
Total of compensation	**6,811.79**	**5,824.75**

E. Details of outstanding balances with related parties

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Receivables			
NIIT Limited	4,984.67	3,722.39	3,151.06
NIIT University	891.98	6,236.16	759.00
NIIT Antilles NV	-	-	136.44
Total	**5,876.65**	**9,958.55**	**4,046.50**
Payables			
NIIT Limited	11,276.61	6,964.52	8,522.68
NIIT University	515.56	-	-
Key Managerial Personnel*	321.77	144.56	86.85
Total	**12,113.94**	**7,109.08**	**8,609.53**

* Included in other payables

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25 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 recognized 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 and intangible assets at their previous GAAP carrying value.

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.

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25.1 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.

Reconciliation of equity as at date of transition April 1, 2016

Particulars	Notes	Previous GAAP*	Adjustment	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		317.89	-	317.89
Other intangible assets		1,849.65	-	1,849.65
Financial assets				
Other financial assets		391.67	-	391.67
Deferred tax assets		9,399.62	-	9,399.62
Other non-current assets		32,711.32	-	32,711.32
Total non-current assets		**44,670.15**	**-**	**44,670.15**
Current assets				
Financial assets				
Trade receivables	(c)	12,652.67	(1,112.16)	11,540.51
Cash and cash equivalent		24,518.61	-	24,518.61
Cash balances other than above		5,000.00	-	5,000.00
Other financial assets		3,942.11	-	3,942.11
Other current assets		4,389.19	-	4,389.19
Total current assets		**50,502.58**	**(1,112.16)**	**49,390.42**
TOTAL ASSETS		**95,172.73**	**(1,112.16)**	**94,060.57**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		101,125.00	-	101,125.00
Other equity	(g)	(33,721.78)	(1,264.88)	(34,986.66)
TOTAL EQUITY		**67,403.22**	**(1,264.88)**	**66,138.34**
LIABILITIES				
Current liabilities				
Financial liabilities				
Trade payables		21,826.95	-	21,826.95
Other financial liabilities	(f)	2,673.70	152.72	2,826.42
Provisions		1,794.75	-	1,794.75
Other current liabilities		1,474.11	-	1,474.11
TOTAL LIABILITIES		**27,769.51**	**152.72**	**27,922.23**
TOTAL EQUITY AND LIABILITIES		**95,172.73**	**(1,112.16)**	**94,060.57**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this Note.

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(All amount are in Rs. thousand, unless otherwise stated)

25.2 Reconciliation of equity as at March 31, 2017

Particulars	Notes	Previous GAAP*	Adjustment	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		163.49	-	163.49
Other intangible assets		606.72	-	606.72
Financial assets				
Other financial assets		2,038.91	-	2,038.91
Deferred tax assets		13,834.69	-	13,834.69
Other non-current assets		9,776.05	-	9,776.05
Total non-current assets		**26,419.86**	-	**26,419.86**
Current assets				
Financial assets				
Trade receivables	(c)	37,247.12	(2,384.92)	34,862.20
Cash and cash equivalent		13,686.05	-	13,686.05
Cash balances other than above		7,650.00	-	7,650.00
Other financial assets		44,372.77	-	44,372.77
Other current assets		9,049.93	-	9,049.93
Total current assets		**112,005.87**	**(2,384.92)**	**109,620.95**
TOTAL ASSETS		**138,425.73**	**(2,384.92)**	**136,040.81**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		101,125.00	-	101,125.00
Other equity	(g)	13,669.88	(5,474.08)	8,195.80
TOTAL EQUITY		**114,794.88**	**(5,474.08)**	**109,320.80**
LIABILITIES				
Current liabilities				
Financial liabilities				
Trade payables		12,234.99	-	12,234.99
Other financial liabilities	(f)	1,960.71	289.16	2,249.87
Provisions		1,256.85	-	1,256.85
Other current liabilities	(d)	8,178.30	2,800.00	10,978.30
TOTAL LIABILITIES		**23,630.85**	**3,089.16**	**26,720.01**
TOTAL EQUITY AND LIABILITIES		**138,425.73**	**(2,384.92)**	**136,040.81**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this Note.

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25.3 Reconciliation of total comprehensive income for the year ended March 31, 2017*

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
INCOME				
Revenue from operations	(d)	157,768.01	(2,800.00)	154,968.01
Other income		11,118.97	-	11,118.97
Total income		**168,886.98**	**(2,800.00)**	**166,086.98**
EXPENSES				
Employee benefits expense	(a) & (f)	8,844.72	449.44	9,294.16
Professional outsourced faculty		16,700.12	-	16,700.12
Course execution expenses		77,457.19	-	77,457.19
Depreciation and amortization expense		1,475.83	-	1,475.83
Other expenses	(c)	10,052.22	1,272.76	11,324.98
Total expenses		**114,530.08**	**1,722.20**	**116,252.28**
Profit before tax		**54,356.90**	**(4,522.20)**	**49,834.70**
Tax expense:				
Current tax		11,400.31	-	11,400.31
Deferred tax	(b)	(4,435.07)	(86.24)	(4,521.31)
Profit for the year		**47,391.66**	**(4,435.96)**	**42,955.70**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of post-employment benefit obligations	(a) & (e)	0.00	313.00	313.00
Income tax (expense) / income relating to these items	(b)	0.00	(86.24)	(86.24)
Other comprehensive income for the year, net of tax		**0.00**	**226.76**	**226.76**
Total comprehensive income for the year		**47,391.66**	**(4,209.20)**	**43,182.46**

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this Note.

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NIIT Institute of Finance Banking & Insurance Training Ltd. Gurgaon

NIIT Institute of Finance Banking and Insurance Training Limited

CIN: U80903DL2006PLC149721

Notes to the financial statements for the year ended March 31, 2018

(All amount are in Rs. thousand, unless otherwise stated)

Note: First-time adoption of Indian AS (cont.)

25.4 B: Reconciliation between previous GAAP and Ind AS (cont.)

Reconciliation of total equity as at March 31, 2017 and April 1, 2016

Particulars	Notes	March 31, 2017	April 1, 2016
Total equity (shareholder's funds) as per previous GAAP		**114,794.88**	**67,403.22**
Adjustments:			
Expense due to expected credit loss	(c)	2,384.92	1,112.16
Remeasurement of deferred revenue	(d)	2,800.00	-
Employees stock option expense	(f)	289.16	152.72
Total adjustments		**5,474.08**	**1,264.88**
Total equity as per Ind AS		**109,320.80**	**66,138.34**

25.5 Reconciliation of total comprehensive income for the year ended March 31, 2017

Particulars	Notes	March 31, 2017
Profit after tax as per previous GAAP		**47,391.66**
Adjustments:		
Remeasurement of employee benefit obligation (net of tax)	(a)	226.76
Expense due to expected credit loss	(c)	1,272.76
Revenue deferred due to Ind AS	(d)	2,800.00
Employees stock option expense	(f)	136.44
Total adjustments		**4,435.96**
Profit after tax as per Ind AS		**42,955.70**
Other comprehensive income	(e)	(226.76)
Profit after tax as per Ind AS		**43,182.46**

Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017

Particulars	Previous GAAP	Ind AS	Adjustment
Net cash flow from operating activities	25,161.67	25,161.67	-
Net cash flow from investing activities	(35,994.23)	(35,994.23)	-
Net cash flow from financing activities	-	-	-
Net (decrease) in cash and cash equivalents	**(10,832.56)**	**(10,832.56)**	-
Cash and cash equivalents as at April 1, 2016	**24,518.61**	**24,518.61**	-
Cash and cash equivalents as at March 31, 2017	**13,686.05**	**13,686.05**	-

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NIIT Institute of Finance Banking & Insurance Training Ltd. Gurgaon

25.6 Note: First-time adoption of Indian AS (Cont.)

C: Notes to first-time adoption:

a) Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements 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 recognized in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2017 has been decreased by Rs.313.00 thousand and the same has been recognized in other comprehensive income. There is no impact on the total equity as at March 31, 2017.

b) 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 differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or a separate component of equity.

c) Provision recognized on trade receivables as per expected credit loss

Under the previous GAAP, provisions for impairment of receivables consisted only of specific amount of incurred losses. As per Ind AS 109, impairment allowances to be determined as per expected credit loss model (ECL). Retained earnings as at March 31, 2017 and April 1, 2016 have been adjusted consequent to the above.

d) Deferred revenue

Unearned revenue included in other current liabilities represents amount billed in excess of the value of worth performed in accordance with the terms of the contracts with customers. After adopting Ind AS, amount of deferred revenue as on March 31, 2017 was revalued. Retained earnings as at March 31, 2017 have been adjusted consequent to the above.

e) Other comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in profit and loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit and loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurement of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

f) 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. Consequently, profit before tax for the year ended March 31, 2017 has decreased by Rs. 289.16 thousand and Rs 152.72 thousand the impact on the total equity as at April 1, 2016. The Holding Company grants shares to the employees of the Group Company.

g) Retained earnings

Retained earnings as at March 31, 2017 and April 1, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

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Notes to the financial statements for the year ended March 31, 2018

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The comparative financial information of the Company 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 Company on transition to the Ind AS.

27 The financial statements were approved for issue by the board of directors on May 11, 2018.

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

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2018

For and on behalf of the Board of Directors of
NIIT Institute of Finance Banking and Insurance Training Limited

P. Rajendran
Director
DIN - 00042531

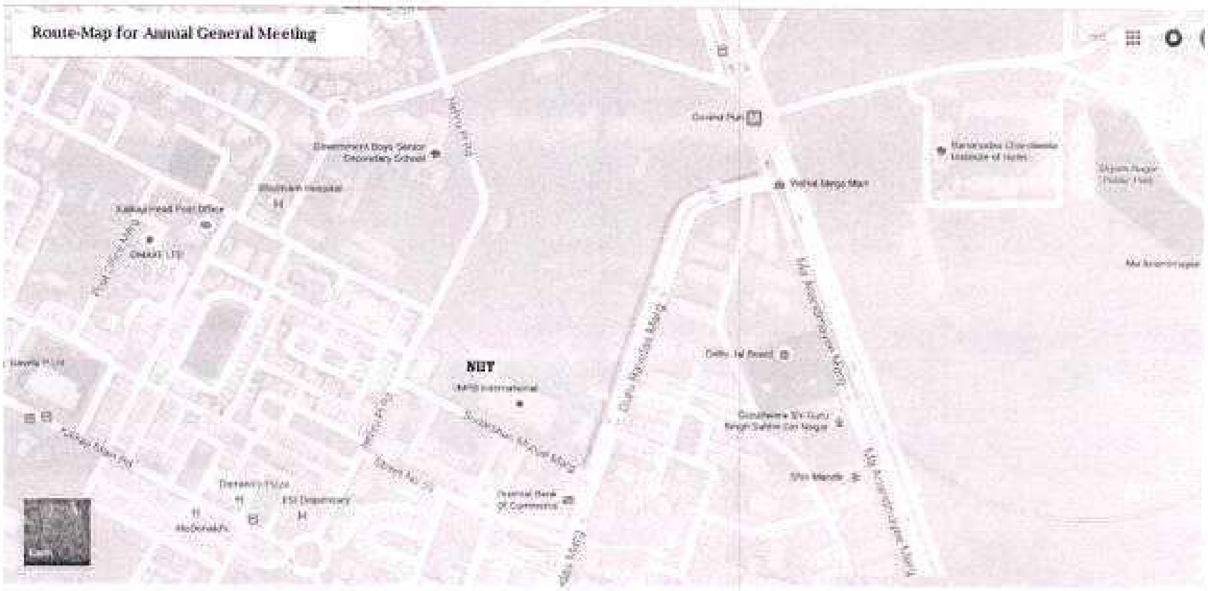
Vijay K Thadani
Director
DIN - 00042527

Pankaj Mamtani
Chief Financial Officer

Arpita B. Malhotra
Company Secretary

Place: Gurugram
Date: May 11, 2018

Route-Map for the Annual General Meeting



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

12th Annual General Meeting – July 11, 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 12th Annual General Meeting of the Company, to be held on Wednesday, July 11, 2018 at 9.20 A.M. IST. at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number.	Resolution	No. of Shares	Vote (Optional see Note 3)	
			For	Against
Ordinary Business				
1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Auditors and Directors thereon.			
2	Appoint a Director in place of Mr. Vijay K Thadani (DIN:00042527), who retires by rotation and being eligible, offers himself for re-appointment.			
3	Appoint a Director in place of Mr. P Rajendran (DIN:00042531), who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appointment of Mr. Manish Srivastava, as Manager of the Company			

Signed this .... day of 2018

Signature of Member ....

Affix Revenue Stamp not less than Re.1

Signature of Proxy holder(s) ....

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 is person or through post, not later than 48 hours before the commencement of the Annual General Meeting.
2. 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.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. For the resolution and notes, please refer Notice of the Annual General Meeting.

ifbi
Institute of Finance, Banking and Insurance

ATTENDANCE SLIP
12th Annual General Meeting – July 11, 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 12th Annual General Meeting of the Company held on Wednesday, July 11, 2018 at 9.20 A.M. IST. at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019

Name of the Member : ________________

Name of the Proxy : ________________

Signature : ________________

Note: Please complete this Attendance Slip and hand it over at the meeting venue.