

**NIIT Limited**

85, Sector 32 Institutional  
Gurgaon 122 001, India  
Tel: +91 (124) 4293000  
Fax: + 91 (124) 4293333  
Email: info@niit.com

Registered Office:  
8, Balaji Estate, First Floor  
Guru Ravi Das Marg, Kalkaji  
New Delhi 110 019, India  
CIN: L74899DL1981PLC015865

www.niit.com

July 17, 2015

**1. The Manager**  
**National Stock Exchange of India Ltd**  
Listing Department, Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Fax: 022-26598237, 26598238

**2. The Manager**  
**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
Fax: 022-22723121, 22722082

**Subject: Outcome of the Board Meeting held on July 17, 2015**

Dear Sir,

Please note that the Board of Directors of the Company in their meeting held on July 17, 2015 has inter-alia approved the following:

- Updated Annual Audited Accounts** of the Company for the financial year ended March 31, 2015 (including the financial Results for the Quarter ended March 31, 2015). The copy of the updated Annual Audited Accounts of the Company for the financial year ended March 31, 2015 in the prescribed format is attached;
- The details as required under Clause 20(b) of the Listing Agreement, the brief financials of NIIT Limited are given below:-

(Rs. In Lacs)

Sr. No.	Particulars	Standalone		Consolidated	
		For the year ended March 31, 2015	For the Year ended March 31, 2014	For the year ended March 31, 2015	For the Year ended March 31, 2014
1	Total Turnover	34,854	52,019	95,738	95,100
2	Gross Profit/Loss	25,379	37,396	58,651	61,170
3	Provision for depreciation	4,313	6,795	10,728	7,787
4	Provision for Tax	343	589	118	927
5	Net Profit	(11,610)	(778)	(16,714)	(3,568)
6	Share of profit of associates	NA	NA	2,708	5,505
7	Minority Interest	NA	NA	153	(160)
8	Net Profit/ (Loss) after taxes, minority interest and share of Profit/ (Loss) of Associates	(11,610)	(778)	(13,853)	1,777
9	Amount appropriated for the purpose of dividend from profits	Nil	2,642	Nil	2,642

You are requested to take note of the same and inform your members accordingly.

Thanking you,

Yours faithfully,  
For NIIT Limited

  
**Mukesh Kumar**  
Company Secretary

Encl: a/a 



NIIT Limited

Regd Office : 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi-110019  
Ph : 91 (11) 41675000 Fax : 91 (11) 41407120 Website : http://www.niit.com  
Corporate Identity Number : L74899DL1981PLC015865  
Email : investors@niit.com

PART I:- Statement of Audited Financial Results for the year ended March 31, 2015

(Rs. Lacs)

Particulars	Standalone				Consolidated		
	3 Months ended (31/03/2015)	Preceding 3 Months ended (31/12/2014)	Corresponding 3 months ended in the previous year (31/03/2014)	Accounting Year ended (31/03/2015)	Previous Accounting Year ended (31/03/2014)	Accounting year ended (31/03/2015)	Previous Accounting year ended (31/03/2014)
	Un-audited	Un-audited	Un-audited	Audited	Audited	Audited	Audited
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1 Income from operations							
a) Net sales/ income from operations (Refer Note 9 below)	8,491	8,579	13,406	34,854	52,019	95,738	95,100
b) Other operating income	-	-	-	-	-	-	-
<b>Total income from operations</b>	<b>8,491</b>	<b>8,579</b>	<b>13,406</b>	<b>34,854</b>	<b>52,019</b>	<b>95,738</b>	<b>95,100</b>
2 Expenses							
a) Purchase of traded goods	540	595	1,248	2,744	4,887	5,257	6,044
b) Changes in inventory of traded goods	142	15	163	201	399	106	402
c) Employee benefits expense	3,343	3,438	4,061	12,743	15,924	30,404	26,178
d) Professional & technical outsourcing expenses	1,936	1,900	2,049	6,530	9,338	31,724	27,484
e) Depreciation, amortisation and impairment expense	1,914	736	1,805	4,313	6,795	10,728	7,787
f) Other expenses	3,507	3,216	4,507	13,507	19,457	26,019	29,895
<b>Total expenses</b>	<b>11,382</b>	<b>9,900</b>	<b>13,833</b>	<b>40,038</b>	<b>56,800</b>	<b>104,238</b>	<b>97,790</b>
3 Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)	(2,891)	(1,321)	(427)	(5,184)	(4,781)	(8,500)	(2,690)
4 Other income	987	603	3,577	3,692	6,147	1,314	1,016
5 Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)	(1,904)	(718)	3,150	(1,492)	1,366	(7,186)	(1,674)
6 Finance costs	269	363	380	1,299	1,747	1,380	1,634
7 Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)	(2,173)	(1,081)	2,770	(2,791)	(381)	(8,566)	(3,308)
8 Exceptional Items (net)	(8,359)	(45)	-	(8,476)	192	(8,030)	667
9 Profit/ (Loss) from ordinary activities before tax (7+8)	(10,532)	(1,126)	2,770	(11,267)	(189)	(16,596)	(2,641)
10 Tax expense	326	(31)	240	343	589	118	927
11 Net Profit/ (Loss) from ordinary activities after tax (9-10)	(10,858)	(1,095)	2,530	(11,610)	(778)	(16,714)	(3,568)
12 Extraordinary item	-	-	-	-	-	-	-
13 Net Profit/ (Loss) for the period (11-12)	(10,858)	(1,095)	2,530	(11,610)	(778)	(16,714)	(3,568)
14 Share of Profit of Associates						2,708	5,505
15 Minority Interest						153	(160)
16 Net Profit/ (Loss) after Taxes, minority interest and share of profit/ (loss) of Associates' (13+14+15)	(10,858)	(1,095)	2,530	(11,610)	(778)	(13,853)	1,777
17 Paid-up equity share capital Face Value	3,304 Rs. 2/- each	3,304 Rs. 2/- each	3,303 Rs. 2/- each	3,304 Rs. 2/- each	3,303 Rs. 2/- each	3,304 Rs. 2/- each	3,303 Rs. 2/- each
18 Reserve excluding revaluation reserves as per Balance sheet of previous accounting year				77,858	38,654	69,668	64,119
19 Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised, in Rs.):							
- Basic	(6.56)	(0.66)	1.53	(7.03)	(0.47)	(8.39)	1.08
- Diluted	(6.56)	(0.66)	1.53	(7.03)	(0.47)	(8.39)	1.08
20 Debt Service Coverage Ratio (not annualised)				(2.00)	1.37	(0.49)	2.09
21 Interest Service Coverage Ratio (not annualised)				(4.62)	4.44	(1.26)	6.85



*Handwritten signature: Kadam*

NIIT Limited

Regd Office : 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi-110019  
 Ph. : 91 (11) 41675000 Fax : 91 (11) 41407120 Website : http://www.niit.com  
 Corporate Identity Number : L74899DL1981PLC015865  
 Email : investors@niit.com

PART II:- Select Information for the quarter and year ended March 31, 2015

A PARTICULARS OF SHAREHOLDING

Particulars	3 Months ended (31/03/2015)	Preceding 3 Months ended (31/12/2014)	Corresponding 3 months ended in the previous year (31/03/2014)	Accounting Year ended (31/03/2015)	Previous Accounting Year ended (31/03/2014)
<b>1 Public shareholding</b>					
- Number of shares	108,597,562	108,697,262	108,672,262	108,597,562	108,672,262
- Percentage of shareholding	65.75%	65.81%	65.80%	65.75%	65.80%
<b>2 Promoters and promoter group shareholding</b>					
<b>a) Pledged/Encumbered</b>					
- Number of shares	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA	NA
- Percentage of shares (as a % of the total share capital of the company)	NA	NA	NA	NA	NA
<b>b) Non-encumbered</b>					
- Number of shares	56,573,035	56,473,335	56,473,335	56,573,035	56,473,335
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%
- Percentage of shares (as a % of the total share capital of the company)	34.25%	34.19%	34.20%	34.25%	34.20%

B INVESTOR COMPLAINTS

Particulars	3 Months ended (31/03/2015)
Pending at the beginning of the quarter	-
Received during the quarter	9
Disposed off during the quarter	9
Remaining unresolved at the end of the quarter	-



*Handwritten signature in blue ink.*

**AUDITED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. Lacs)

	STANDALONE		CONSOLIDATED	
	AS AT 31/03/2015	AS AT 31/03/2014	AS AT 31/03/2015	AS AT 31/03/2014
	Audited	Audited	Audited	Audited
<b>A EQUITY AND LIABILITIES</b>				
1 Shareholders' funds				
-Share capital	3,304	3,303	3,304	3,303
-Reserves and surplus	77,858	38,654	69,668	64,119
Sub-total: Shareholders' funds	81,162	41,957	72,972	67,422
2 Minority Interest			603	760
3 Non-current liabilities				
-Long-term borrowings	10,006	8,874	11,478	10,484
-Deferred tax liabilities	-	-	293	416
-Other long-term liabilities	3	672	501	825
-Long-term provisions	39	44	41	345
Sub-total: Non-current liabilities	10,048	9,590	12,313	12,070
4 Current liabilities				
-Short-term borrowings	800	1,990	2,173	156
-Trade payables	6,012	7,285	14,473	14,409
-Other current liabilities	8,077	10,797	12,954	13,215
-Short-term provisions	1,113	3,617	1,678	4,463
Sub-total: Current liabilities	16,002	23,689	31,278	32,243
<b>TOTAL-EQUITY AND LIABILITIES</b>	<b>107,212</b>	<b>75,236</b>	<b>117,166</b>	<b>112,495</b>
<b>B ASSETS</b>				
1 Non-current assets				
-Fixed assets	6,534	15,983	11,380	19,894
-Goodwill on consolidation	-	-	32	434
-Non-current investments	74,109	18,629	52,584	28,966
-Deferred tax assets	1,038	1,038	1,389	1,166
-Long-term loans and advances	7,461	5,999	8,114	7,140
-Trade receivables	-	4,350	2,975	4,351
-Other non-current assets	1	341	123	615
Sub-total: Non-current assets	89,143	46,340	76,597	62,566
2 Current assets				
-Current investments	59	-	59	35
-Inventories	272	473	449	555
-Trade receivables	13,315	18,161	18,747	25,421
-Cash and bank balances	1,301	2,076	8,632	8,760
-Short-term loans and advances	2,434	3,920	6,727	8,544
-Other current assets	688	4,266	5,955	6,614
Sub-total: Current assets	18,069	28,896	40,569	49,929
<b>TOTAL ASSETS</b>	<b>107,212</b>	<b>75,236</b>	<b>117,166</b>	<b>112,495</b>

\* Reserves and Surplus in the Consolidated Financials, includes Currency Translation Reserve Rs. 2,983 Lacs (Previous year Rs. 6,301 Lacs)



*Handwritten signature in blue ink.*

**Notes to Standalone and Consolidated financials:**

1 The Hon'ble High Court of Delhi has sanctioned the Composite Scheme of Arrangement (the "Scheme") under the provisions of sections 391 to 394 of the Companies Act, 1956, vide the order pronounced on May 8, 2015. The Scheme has become effective from May 23, 2015 upon filing a certified copy of the High Court order with the office of the Registrar of the Companies, NCT of Delhi & Haryana and is applicable from April 1, 2014 (the "Appointed date"). Pursuant to the Scheme becoming effective, School Business Undertaking of the Company is transferred to Hole-in-the-Wall Education Limited (Subsequently name changed to Mindchampion Learning Systems Limited), the wholly owned subsidiary of the company. According to the Scheme, Scantech Evaluation Services Limited, EVOLV Services Limited and NIIT Online Learning Limited, the wholly owned subsidiaries of the Company, stand amalgamated with the Company.

The standalone financial results of the Company for the quarter ended December 31, 2014, March 31, 2015 and year ended March 31, 2015 and consolidated financial results for the year ended March 31, 2015, have been prepared after considering the accounting treatment specified under the Scheme. Accordingly, the financial results for the quarter and year ended March 31, 2015 are not comparable with the financial results of corresponding quarter of the previous year and year ended March 31, 2014.

With the Scheme coming into effect from the Appointed date i.e. April 1, 2014; the following impact has been considered in the financial results of the Company for the quarter/ year ended on March 31, 2015 and preceding quarter and period ended December 31, 2014.

Particulars	3 Months ended 31/12/2014			9 Months ended 31/12/2014			Rs. Lacs
	Amount Reported	Impact of School Business Undertaking	Restated net result	Amount Reported	Impact of School Business Undertaking	Restated net result	
	(A)	(B)	C=(A)-(B)	(D)	(E)	F=(D)-(E)	
Income from operations	11,715	3,136	8,579	36,619	10,256	26,363	
Net Profit/ (Loss)	(1,607)	(512)	(1,095)	(1,667)	(915)	(752)	

The financial impact of profit after tax for the current year amounting to Rs. 125 Lacs has been included in 3 Months period ended March 31, 2015 for entities merged with the company.

2 Exceptional items include the following:

Particulars	STANDALONE				CONSOLIDATED				Rs. Lacs
	3 Months ended (31/03/2015)	Preceding 3 Months ended (31/12/2014)	Corresponding 3 months ended in the previous year (31/03/2014)	Accounting Year ended (31/03/2015)	Previous Accounting Year ended (31/03/2014)	Accounting year ended (31/03/2015)	Previous Accounting year ended (31/03/2014)		
<b>Income:</b>									
Profit on buy back of shares by subsidiary ^	1,119	-	-	1,119	1,242	1,079	1,199		
Provision for diminution in value of investment in NIIT (USA) Inc. written back	3,984	-	-	3,984	-	-	-		
Profit on transfer of School Business Undertaking	275	-	-	275	-	-	-		
Reduction of Preference share capital	-	-	-	-	-	560	-		
Reversal of provision in connection to sale of erstwhile subsidiary	-	-	-	-	-	-	1,344		
<b>Expense:</b>									
Legal, Professional and other business restructuring expenses	(288)	(45)	-	(405)	-	(671)	(826)		
Provision for Indirect Tax under Litigation	(446)	-	-	(446)	-	(446)	-		
Provision for diminution in value of investment in wholly owned subsidiaries	(10,652)	-	-	(10,652)	-	-	-		
Provision for Doubtful Debts, Advances & others	(2,351)	-	-	(2,351)	(1,050)	(8,552)	(1,050)		
<b>Total Income / (Expense)</b>	<b>(8,359)</b>	<b>(45)</b>	<b>-</b>	<b>(8,476)</b>	<b>192</b>	<b>(8,030)</b>	<b>667</b>		

^ In respect of Consolidated Financials it represents gain on Currency Translation Reserve transferred to Consolidated Statement of Profit and Loss.

- 3 The figures of quarters ended March 31, 2015 and March 31, 2014 are the balancing figures between audited figures in respect of the financial year and the published year to date figures upto the third quarter of the relevant financial year as adjusted in column (F) of note 1 above.
- 4 Depreciation and amortisation expense for the quarter and year ended March 31, 2015 includes provision for impairment of Tangible and Intangible assets amounting to Rs. 1,177 Lacs in Standalone Financials and Rs. 4,490 Lacs in Consolidated Financials.
- 5 The Company has revised useful life of certain class of fixed assets as per the requirement of Schedule II of the Companies Act, 2013 and also revised residual value of fixed assets. As a result, the depreciation charge for the current year standalone financials is higher by Rs. 107 Lacs and opening retained earnings have reduced by Rs. 481 Lacs.
- 6 The Board of Directors have recommended nil dividend as against Rs. 1.60 per equity share in the previous year. Face value of share is Rs. 2 each.
- 7 The sub businesses are fully aligned to global learning business of the Company and the same are being viewed by the management as a single primary segment, i.e. Learning Business.
- 8 Under the Employee Stock Option Plan 2005, approved by the shareholders, during the quarter 58,820 options lapsed and 3,717,081 options remained outstanding as at the end of the year.
- 9 Revenue for the year includes Rs. 49 Lacs pertaining to the previous year.
- 10 Formulae used for calculation of Debt Service Coverage ratio and Interest Service Coverage Ratio are as follows:  
 (a) Debt Service Coverage Ratio = Profit after tax but before Interest expense and Depreciation / Loan repayments (excluding working capital and other short term loan repayments) and interest expense  
 (b) Interest Service Coverage Ratio = Profit after tax but before Interest expense and Depreciation / Interest expense
- 11 The audited consolidated and standalone financial results of the Company for the year ended March 31, 2015 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on May 27, 2015. The Scheme allowed the Board of Directors to record the amalgamation in the financial statements in accordance with the applicable accounting standards and generally accepted accounting principles in India. The Board of Directors had decided to account for the Scheme by applying the purchase method of accounting whereby the assets and liabilities of the amalgamating companies were to be recognized at fair values in the books of the Company. Given the lack of clarity on whether such treatment would be in accordance with Accounting Standard 14: Accounting for Amalgamation (AS 14) and generally accepted accounting principles in India, the Company sought to clarify the accounting treatment from the Expert Advisory Committee of the Institute of Chartered Accountants of India ('EAC') on whether the assets and liabilities of the amalgamating companies (wholly owned subsidiaries) can be recognized, by applying purchase method of accounting. The opinion from the EAC was not received within the mandatory timeline for finalization of statutory accounts for listed companies. Consequently, the Board decided out of abundant caution, that pending receipt of the EAC opinion, the assets and liabilities of the amalgamating companies to be recognized in the financial statements at book value by applying the pooling of interest method and further decided that adjustments, if any, would be made upon the receipt of the opinion from the EAC (with effect from the appointed date). Subsequent to this meeting, the EAC has issued their opinion on June 17, 2015 wherein they have opined that recording of assets and liabilities by applying the purchase method is in accordance with Accounting Standard -14 and other generally accepted accounting principles in India. Accordingly, the financial results have been updated by the Board in their meeting held on July 17, 2015 by recording the amalgamation applying the purchase method and recorded the assets and liabilities of the amalgamating companies at their respective fair values, which has resulted into increase in value of Investments and Reserves & Surplus by Rs. 50,918 Lacs respectively in standalone financials and by Rs. 22,927 Lacs respectively in consolidated financials.
- 12 The figures of the previous quarter/ year, have been regrouped/ reclassified wherever necessary to conform to current quarter/ year's classification.

Place: New Delhi  
Date : July 17, 2015



By order of the Board  
For NIIT Limited  
*Vijay K Thadani*  
Vijay K Thadani  
Vice-Chairman & Managing Director