

**NIIT Limited**

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Email: info@niit.com

**Registered Office:**

8, Balaji Estate, First Floor  
Guru Ravi Das Marg, Kalkaji  
New Delhi 110 018, India  
CIN: L74899DLI981PLC015865

www.niit.com

August 12, 2017

**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

**The Manager  
National Stock Exchange of India Limited**

Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**Subject: Intimation under Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Issue of Notice of the Meeting of the Unsecured Creditors of NIIT Limited to be held on Saturday, September 16, 2017 convened by The National Company Law Tribunal (NCLT)**

**Scrip Code: BSE – 500304; NSE – NIITLTD**

Dear Sir,

This is with reference to the observation letter dated June 28, 2017 and June 29, 2017 received respectively from National Stock Exchange Limited and BSE Limited, conveying no-objection to the Scheme of Arrangement between PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited and NIIT Limited and their respective shareholders and creditors ("Scheme").

In this regard, we wish to inform you that Hon'ble National Company Law Tribunal, Principal Bench at New Delhi vide its Order dated July 28, 2017 has convened a Meeting of the Unsecured Creditors of the Company, scheduled to be held on Saturday, September 16, 2017 at 02:30 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi-110074 for obtaining their approval on the Scheme.



A copy of Notice of the said meeting is attached herewith.

Kindly take the same in your records.

Thanking you,

Yours truly,  
For **NIIT Limited**

**Deepak Bansal**  
**Company Secretary &**  
**Compliance Officer**

Encls : a/a

**NIIT Limited**  
**MEETING OF UNSECURED CREDITORS OF NIIT LIMITED**

Day	:	Saturday
Date:	:	September 16, 2017
Time	:	2:30 p.m.
Venue	:	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA (CAA)-85(ND) OF 2017

IN THE MATTER OF:

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013  
READ WITH RULES FRAMED THEREUNDER

AND IN THE MATTER OF:

NIIT LIMITED [CIN NO. L74899DL1981PLC015865], A COMPANY INCORPORATED UNDER THE  
PROVISIONS OF THE COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT 8, BALAJI ESTATE,  
FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI, NEW DELHI-110019 PAN AAACN0085D  
EMAIL: INVESTORS@NIIT.COM, WEBSITE: WWW.NIIT.COM, Tel No. 011-41675000, Fax No. 011-41407120

AND IN THE MATTER OF:

SCHEME OF AMALGAMATION BETWEEN PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE  
LIMITED (AMALGAMATING COMPANY 1) AND GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED  
(AMALGAMATING COMPANY 2) AND NIIT LIMITED (AMALGAMATED COMPANY) AND THEIR RESPECTIVE  
SHAREHOLDERS AND CREDITORS.

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF NIIT LIMITED.

To

The Unsecured Creditors of NIIT Limited (the "Company")

NOTICE is hereby given that by an order dated July 28, 2017 (the "Order"), the National Company Law Tribunal, Principal Bench at New Delhi has directed a meeting to be held of the Unsecured Creditors of the Company ("Meeting") for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited (Amalgamating Company 1) and Global Consultancy and Investment Private Limited (Amalgamating Company 2) and NIIT Limited (Amalgamated Company) and their respective Shareholders and Creditors (the "Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Company will be held on Saturday, the 16<sup>th</sup> day of September 2017 at 2:30 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, at which time and place the said Unsecured Creditors are requested to attend.

**TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Company situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110 019, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting.

The National Company Law Tribunal, Principal Bench at New Delhi, has appointed Ms. Manisha Gandhi, Senior Advocate, failing whom Mr. Siddharth Mittal, Advocate to be the Chairperson of the said meeting.

The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval by the National Company Law Tribunal, Principal Bench at New Delhi.

In terms of the provisions of Section 230 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, an explanatory statement pertaining

to the said resolution setting out material facts and reason thereof along with copy of the Scheme and other annexures including Proxy Form and Attendance Slip (as indicated in the index) are enclosed herewith. Copies of the same can also be obtained free of charge from the registered office of the Company situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110 019.

Sd/-

Manisha Gandhi  
(Chairperson)

Dated this 4<sup>th</sup> day of August 2017

Place: Chandigarh

#### Notes:

1. Only Unsecured Creditors of the Company may attend and vote (either in person or by proxy or by authorized representative under Section 113 of the Companies Act, 2013) at the Unsecured Creditors meeting. The representative of a body corporate which is an Unsecured Creditor of the Company may attend and vote at the Unsecured Creditors meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the meeting authorizing such a representative to attend and vote at the Unsecured Creditors meeting.
2. The Proxy form is attached to this Notice. An additional proxy form can also be obtained from the registered office of the Company situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019.
3. All alterations in the Form of Proxy should be initialed.
4. An Unsecured Creditor or his proxy or authorized representative, as the case may be, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
5. The notice convening the meeting will be published through advertisement in Financial Express in English language and Jansatta in Hindi language.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection, from August 16, 2017 to September 15, 2017 between 10:00 a.m. and 1.00 p.m. by the Unsecured Creditors at the registered office of the Company on all working day (except Saturdays, Sundays and public holiday)
7. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the Unsecured Creditors of the Company, voting in person or by proxy, agree to the Scheme.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA (CAA)-85(ND) OF 2017

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013  
READ WITH RULES FRAMED THEREUNDER

**AND IN THE MATTER OF:**

NIIT LIMITED [CIN NO. L74899DL1981PLC015865], A COMPANY INCORPORATED UNDER THE PROVISIONS OF THE COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT 8, BALAJI ESTATE, FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI, NEW DELHI-110019, PAN AAACN0085D, EMAIL: INVESTORS@NIIT.COM, WEBSITE: WWW.NIIT.COM, Tel No. 011-41675000, Fax No. 011-41407120

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED (“AMALGAMATING COMPANY 1”) AND GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED (“AMALGAMATING COMPANY 2”) AND NIIT LIMITED (“Applicant/ Amalgamated Company”) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

EXPLANATORY STATEMENT UNDER SECTION 230, SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. The National Company Law Tribunal, Principal Bench at New Delhi, by Order dated July 28, 2017 (“Order”) in the Company Application referred to above, with respect to the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited and NIIT Limited and their respective Shareholders and Creditors (the “Scheme”) has directed the convening of the meeting of the Equity Shareholders of NIIT Limited (“Applicant/ Amalgamated Company”) to be held on Saturday, the 16<sup>th</sup> day of September 2017 at 11:30 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074. The National Company Law Tribunal, Principal Bench at New Delhi by the said Order further dispensed with the convening of the meetings of the Equity Shareholders of the Amalgamating Company 1 and Amalgamating Company 2 and the Secured Creditors of the Applicant/ Amalgamated Company.
2. The Order further directs the convening of the meeting of the Unsecured Creditors of the Applicant/ Amalgamated Company to be held on Saturday, the 16<sup>th</sup> day of September 2017 at 2:30 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, to consider the Scheme.
3. PIPL Management Consultancy and Investment Private Limited (“Amalgamating Company 1”) having CIN U74999DL2016PTC191905, a Private Limited Company, having PAN- AAICP5044N, was incorporated in the NCT of Delhi under the Companies Act, 2013 (“2013 Act”) on March 1, 2016 under its present name vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The registered office of the Amalgamating Company 1 is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019. Email: mail@paceindia.com. The shares of the Amalgamating Company 1 are not listed on any stock exchange in India. Amalgamating Company 1 is holding 2,53,66,521 equity shares aggregating to 15.30% of the total equity share capital of Amalgamated Company.

4. The main objects for which the Amalgamating Company 1 has been incorporated are set out in its Memorandum of Association. The main objects of the Amalgamating Company 1 are as follows:
- 1) *To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.*
  - 2) *To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.*
  - 3) *To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above.*
5. The share capital structure of the Amalgamating Company 1 as on March 20, 2017 is as follows:

Share Capital	Amount in Rupees
Authorized Capital	
18,00,000 equity shares of Rs.10/- each	1,80,00,000
Total	1,80,00,000
Issued, Subscribed and fully paid up	
91,000 equity shares of Rs.10/- each	9,10,000
Total	9,10,000

6. Global Consultancy and Investment Private Limited [Amalgamating Company 2] having CIN U74900DL2016PTC291957, a Private Limited Company having PAN - AAGCG3023N, was incorporated in the NCT of Delhi under the provisions of the 2013 Act on March 1, 2016 under its present name vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The registered office of the Amalgamating Company 2 is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019. Email: mail@paceindia.com. The shares of the Amalgamating Company 2 are not listed on any stock exchange in India. Amalgamating Company 2 is currently holding 2,59,15,838 equity shares aggregating to 15.64% of the total equity share capital of the Amalgamated Company.
7. The main objects for which the Amalgamating Company 2 has been incorporated are set out in its Memorandum of Association. The main objects of the Amalgamating Company 2 are as follows:
- 1) *To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.*
  - 2) *To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.*
  - 3) *To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above.*

8. The share capital structure of the Amalgamating Company 2 as on March 20, 2017 is as follows:

Share Capital	Amount in Rupees
Authorized Capital	
18,00,000 equity shares of Rs.10/- each	1,80,00,000
Total	18,00,00,000
Issued, Subscribed and fully paid up	
91,000 equity shares of Rs.10/- each	9,10,000
Total	9,10,000

9. NIIT Limited [Applicant/ Amalgamated Company] having CIN L74899DL1981PLC015865 having PAN – AAACN0085D, was incorporated in the State of Punjab under the provisions of the Companies Act, 1956 (“1956 Act”) on 2 December 1981 as a private company under the name of Pace Education Private Limited vide Certificate of Incorporation issued by the Registrar of Companies, Punjab, H.P. and Chandigarh. The registered office of the Applicant/ Amalgamated Company was changed from the State of Punjab to New Delhi vide Certificate of Registration dated June 4, 1983 issued by the Assistant Registrar of Companies, Delhi and Haryana. The name of the Applicant/ Amalgamated Company was changed to its present name vide fresh certificate of incorporation dated November 16, 1990 issued by the Registrar of Companies, Delhi and Haryana. The registered office of the Applicant/Amalgamated Company is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019 w.e.f. January 1, 2013 (earlier at B-234, Okhla Phase-I New Delhi 110020). Email: investors@niit.com. The shares of the Applicant/ Amalgamated Company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
10. The main objects for which the Applicant/Amalgamated Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/ Amalgamated Company are as follows:
- 1) *To carry on the business of rendering management services like staff and management recruitment, skill development, training and placements, technical analysis of data, electronic data processing and to establish and render all consultancy and other professional services of professional and technical nature.*
  - 2) *To run and conduct bureau for computer services and in particular to develop, design, programme, conduct feasibility studies and also to acquire and agency for computers, their repair, maintenance and installation.*
  - 3) *To print, publish, distribute, import, export, sell, buy or otherwise deal in research reports, newsletters, books, pamphlets and other related publications relating to computers and electronics in general.*
  - 4) *To carry on the business of providing and supply of end-to-end Information Technology Solutions, including turnkey solutions, including systems integration of software, computers, peripherals, networking and communication components, cabling, power supply equipment, appropriate fixtures, metering and monitoring devices, conventional and broad-band wireless, wireline and optical communications equipment and to undertake all other related activities.*
  - 5) *To carry on the business of providing solutions and services related to Web-technologies, the Internet and e-Commerce, including but not limited to hosting and application services.*



11. The share capital structure of the Applicant/Amalgamated Company as on March 20, 2017 is as follows:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
<i>39,30,00,000 equity shares of Rs. 2/- each</i>	78,60,00,000
<i>25,00,00,000 Redeemable Preference Shares of Rs.100/- each</i>	25,00,00,000
<i>35,00,00,000, 8.5% Cumulative Redeemable Preference Shares of Re.1/- each</i>	35,00,00,000
<b>Total</b>	<i>1,38,60,00,000</i>
<b>Issued</b>	
<i>16,57,55,886 equity shares of Rs.2/- each</i>	33,15,11,772
<b>Subscribed and fully paid up</b>	
<i>16,57,49,886 equity shares of Rs.2/- each</i>	33,14,99,772
<i>Add: forfeited equity shares (amount originally paid-up)</i>	6,000
<b>Total</b>	<b>33,15,05,772</b>

12. The Scheme provides for the transfer and vesting of the Amalgamating Company 1 and the Amalgamating Company 2 into and with the Applicant/Amalgamated Company pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any of the 2013 Act and the consequent dissolution without winding-up of the Amalgamating Company 1 and the Amalgamating Company 2.

13. Both the Amalgamating Company 1 and Amalgamating Company 2 are presently engaged in the business of consultancy services.

The Applicant/Amalgamated Company is presently engaged in three main lines of business across the globe- Corporate Learning Group, Skills and Careers Group, and School Learning Group.

- a) **Corporate Learning Group (CLG)** offers Managed Training Services (MTS) to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of MTS includes custom curriculum design and content development, learning administration, learning delivery, strategic sourcing, learning technology, and advisory services.
- b) **Skills and Careers Group (SNC)** delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including banking, finance & insurance, retail sales enablement, management education, multi-sectoral vocational skills, digital media marketing, and programs in digital transformation technologies. These programs are delivered through a hybrid combination of the ‘Cloud Campus’ online platform, satellite-based ‘Synchronous Learning Technology’ and a physical network of hundreds of learning centers in India, China, and select markets in Asia & Africa. The flagship multi-disciplinary course offerings include the industry-endorsed GNIIT – Digital Transformation program and a set of DigiNxt Programs for students from different streams, apart from a wide range of specialist short duration programs. The Training.com learning platform, is an Applicant/ Amalgamated Company initiative for advanced career programs, which are delivered live by industry experts in an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. Applicant/Amalgamated Company has also introduced - StackRoute™, an initiative to produce the world’s best full stack programmers.

- c) **School Learning Group (SLG)**, for its K-12 school learning initiative, is providing technology based learning to around 2,000 private schools across India, reaching out to more than a million students. The futuristic NIIT (Applicant/Amalgamated Company) nGuru range of learning solutions for schools comprises Interactive Classrooms with digital content, technology-driven math lab, IT wizard programs and quick school - an education resource planning software.
14. The proposed amalgamation of the Amalgamating Company 1 and the Amalgamating Company 2 ("**Amalgamating Company 1**" and "**Amalgamating Company 2**" will hereinafter collectively referred to as the "Amalgamating Companies") with the Applicant/ **Amalgamated Company** pursuant to this Scheme shall be in the interest of the Amalgamating Companies and the Applicant/ Amalgamated Company and all their concerned stakeholders including Shareholders, creditors, employees, and general public in the following ways:
- i the amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the Promoters' direct engagement with the Amalgamated Company.
  - ii the amalgamation is being undertaken pursuant to a succession planning of the Promoters intended to streamline the Promoters' shareholding in the Applicant/Amalgamated Company, inter-alia held through Amalgamating Company 1 and Amalgamating Company 2.
  - iii there would be no charges in the aggregate promoters' shareholding in the Amalgamated Company. All the costs and changes arising out of this Scheme shall be borne by the Promoters.
15. The salient features of the Scheme are as follows:
- A. The Appointed Date under the Scheme means closing hours of March 31, 2017.
  - B. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Companies shall stand transferred to and be vested in the Amalgamated Company as a going concern.
  - C. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-
    - (i) All assets and properties of the Amalgamating Company 1 and the Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company;
    - (ii) All immovable and moveable assets including sundry debtors, outstanding loans and advances, if any of the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company;
    - (iii) All registrations, goodwill, licenses relating to the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be vested in and/or be deemed to be transferred to and vested in the Applicant/Amalgamated Company;
    - (iv) All contracts, deeds, bonds, agreements, etc. to which the Amalgamating Company 1 and Amalgamating Company 2 are a party shall stand transferred to and vested in the Applicant/ Amalgamated Company.
    - (v) All pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and be deemed to be the proceedings by or against the Applicant/ Amalgamated Company.

- D. It is provided in the Scheme that all employees of the Amalgamating Company 1 and Amalgamating Company 2 as on the Effective Date shall become the employees of the Applicant/Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Companies without any interruption of service.
- E. The Scheme further provides that in terms of Clause 5.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 with the Applicant/ Amalgamated Company, the Applicant/ Amalgamated Company shall issue equal number of shares i.e. 2,53,66,521 Equity Shares of Rs.2 each to the Shareholders of Amalgamating Company 1 in the proportion of the number of equity shares held by the Shareholders in the Amalgamating Company 1.
- F. The Scheme further provides that in terms of Clause 5.2 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 2 with the Applicant/ Amalgamated Company, the Applicant/ Amalgamated Company shall issue equal number of shares i.e. 2,59,15,838 Equity Shares of Rs.2 each to the Shareholders of Amalgamating Company 2 in the proportion of the number of equity shares held by the Shareholders in the Amalgamating Company 2.
- G. The Scheme further provides that in terms of Clause 7.1 of Part IV of the Scheme and upon the Scheme becoming effective, all the Equity Shares held by the Amalgamating Company 1 and Amalgamating Company 2 in the Share Capital of the Applicant/Amalgamated Company as on the Effective date, shall stand cancelled.
- H. Upon the Scheme becoming effective and with effect from the Appointed Date the entire Authorized Share Capital of the Amalgamating Companies shall stand transferred to the Applicant/Amalgamated Company.
- I. Upon this Scheme becoming effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable.
- J. The amalgamation would lead to simplification of the Shareholding structure and reduction of shareholding tiers and also provides transparency to the promoters' direct engagement with the Amalgamated Company;
- K. The amalgamation is undertaken pursuant to a succession planning of the promoters' intended to streamline the promoters' shareholding in the Amalgamated Company, inter alia held through Amalgamating Company 1 and Amalgamating Company 2
- L. There would be no change in the aggregate promoters' shareholding in the Amalgamated Company and all the cost and charges arising out of the Scheme shall be borne by the Promoters.

**The aforesaid are only the salient features of the Scheme. You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.**

- 16. The Scheme has no adverse effect on any directors, key management personnel, promoters, non-promoter members, creditors and employees of the Amalgamating Companies. The Scheme would be in the best interest of all stakeholders of the Amalgamating Company 1 and Amalgamating Company 2.
- 17. The Scheme has no adverse effect on any directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/Amalgamated Company. The Scheme would be in the best interest of all stakeholders of the Applicant/ Amalgamated Company.
- 18. No investigation proceedings have been instituted or are pending in relation to the Amalgamating Companies and Applicant/ Amalgamated Company under the 1956 Act or the 2013 Act.
- 19. There is no petition pending for winding up of the Amalgamating Companies or the Applicant/Amalgamated Company.

20. The details of the promoter and promoter group of the Applicant/ Amalgamated Company (as per shareholding pattern on June 30, 2017) are as under :

S. No	Name of the promoter/promoter group & their Address	No. of Equity Shares
1.	Rajendra Singh Pawar HUF N-3, Panchsheel Park, New Delhi - 110017	2,527
2.	Neeti Pawar & Rajendra Singh Pawar N-3, Panchsheel Park, New Delhi - 110017	4,27,326
3.	Rajendra Singh Pawar & Neeti Pawar N-3, Panchsheel Park, New Delhi - 110017	1,55,000
4.	Udai Pawar N-3, Panchsheel Park, New Delhi - 110017	7,500
5.	Urvashi Pawar N-3, Panchsheel Park, New Delhi - 110017	56,250
6.	Unnati Pawar N-3, Panchsheel Park, New Delhi - 110017	56,242
7.	PIPL Management Consultancy and Investment Private Limited Plot No. 8, 1 <sup>st</sup> Floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	2,53,66,521
8.	Pawar Family Trust Plot No. 8, 1 <sup>st</sup> Floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	-
9.	Pace Industries Private Limited L-2A, Hauz Khas Enclave, New Delhi-110016	-
10.	Vijay Kumar Thadani HUF 10, Padmini Enclave, Hauz Khaz, New Delhi-110016	2,527
11.	Renuka Vijay Thadani & Vijay Kumar Thadani 10, Padmini Enclave, Hauz Khaz, New Delhi-110016	1,000
12.	Vijay Kumar Thadani & Renuka Vijay Thadani 10, Padmini Enclave, Hauz Khaz, New Delhi-110016	1,55,000
13.	Global Consultancy and Investment Private Limited Plot No. 8, 1 <sup>st</sup> Floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	2,59,15,838
14.	Thadani Family Trust Plot No. 8, 1 <sup>st</sup> Floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	-
15.	Global Solutions Private Limited L-2A, Hauz Khas Enclave, New Delhi-110016	-
16.	Arvind Thakur 504, V Floor, Kings Block, Royal Retreat, Charmwood Village, Faridabad - 121009	6,59,242
17.	A K M Systems Private Limited 143 Golf Links, New Delhi - 110003	38,91,862

21. The Board of Directors of the Applicant/Amalgamated Company, had at its Meeting held on March 24, 2017, approved the Scheme and filing thereof.

The details of the Directors of the Applicant/Amalgamated Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

S. No.	Name of Director & Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1	Rajendra Singh Pawar N-3, Panchsheel Park New Delhi - 110017	-	-	Yes*
2	Vijay Kumar Thadani 10, Padmini Enclave, Hauz Khas, New Delhi - 110016	-	-	Yes*
3	P Rajendran 103, Anand Lok, New Delhi - 110019	Yes	-	-
4	Geeta Mathur B-1/8, Vasant Vihar New Delhi - 110057	Yes	-	-
5	Surendra Singh E-87, Pashchimi Marg, 3rd Floor, Vasant Vihar, New Delhi - 110057	Yes	-	-

\*Did not participate/vote, being interested directors.

Mr. Sanjay Khosla and Mr. Anand Sudarshan had sought and were given leave of absence from the above mentioned meeting and they did not attend the meeting.

22. The details of the promoter and promoter group of the Amalgamating Company 1 are as under :

S. No	Name of the Promoter/Promoter Group & Address	No. of Equity Shares
1	Pawar Family Trust (through its trustee Mr. Rajendra Singh Pawar) Plot No 8, 1 <sup>st</sup> floor, Balaji Estate Guru Ravidass Marg, Kalkaji, New Delhi - 110019	90,999
2	Rajendra Singh Pawar HUF N 3, Panchsheel Park, New Delhi - 110017	-
3	Neeti Pawar (as a nominee of Pawar Family Trust) N 3, Panchsheel Park, New Delhi - 110017	1
4	Rajendra Singh Pawar N 3, Panchsheel Park, New Delhi - 110017	-
5	Pace Industries Private Limited L2A, Hauz Khas Enclave, New Delhi-110016	-

23. The Board of Directors of the Amalgamating Company 1 had at its Meeting held on March 24, 2017 to approve the Scheme and filing thereof.

The details of the Directors of the Amalgamating Company 1 who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

Sl. No.	Name of Director & Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1	Kawaljit Singh 257, FF, A 1 Block, Janak Puri, New Delhi – 110058	Yes	-	-
2	Sanjiv Kataria 1293, Sector C 1, Vasant Kunj, New Delhi - 110070	Yes	-	-

All Directors were present at the above mentioned meeting

24. The details of the promoter and promoter group of the Amalgamating Company 2 are as under :

S. No	Name of the Promoter/Promoter Group & Address	No. of Equity Shares
1	Thadani Family Trust through its Trustee Mr. Vijay Kumar Thadani Plot No 8, 1 <sup>st</sup> floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	90,999
2	Vijay Kumar Thadani HUF 10, Padmini Enclave, Hauz Khas, New Delhi - 110016	-
3	Renuka Vijay Thadani (as a nominee of Thadani family Trust) 10, Padmini Enclave, Hauz Khas, New Delhi - 110016	1
4	Vijay Kumar Thadani 10, Padmini Enclave, Hauz Khas, New Delhi - 110016	-
5	Global Solutions Private Limited Plot No 8, 1 <sup>st</sup> floor, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	-

25. The Board of Directors of the Amalgamating Company 2 had at its Meeting held on March 24, 2017 approved the Scheme and filing thereof.

The details of the Directors of the Amalgamating Company 2 who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

S. No.	Name of Director	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1	Kawaljit Singh 257, FF, A 1 Block, Janak Puri, New Delhi – 110058	Yes	-	-
2	Sanjiv Kataria 1293, Sector C 1, Vasant Kunj, New Delhi - 110070	Yes	-	-

All Directors were present at the above mentioned meeting

26. The details of the directors of the Amalgamating Company 1 and their shareholding in the Amalgamating Company 1 ("A"), Amalgamating Company 2 ("B") and the Applicant/ Amalgamated Company ("C") either singly or jointly are as follows:

S. N.	Name of Director & Address	Age (Yr)	Position	Equity Shares Held		
				A	B	C
1.	Kawaljit Singh 257, FF, A 1 Block, Janak Puri, New Delhi – 110058	57	Director	NIL	NIL	NIL
2.	Sanjiv Kataria 1293, Sector C 1, Vasant Kunj, New Delhi - 110070	62	Director	NIL	NIL	NIL

27. The details of the directors of the Amalgamating Company 2 and their shareholding in the Amalgamating Company 1 ("A"), Amalgamating Company 2 ("B") and the Applicant/ Amalgamated Company ("C") either singly or jointly are as follows:

S. N.	Name of Director & Address	Age (Yr)	Position	Equity Shares Held		
				A	B	C
1.	Kawaljit Singh 257, FF, A 1 Block, Janak Puri, New Delhi – 110058	57	Director	NIL	NIL	NIL
2.	Sanjiv Kataria 1293, Sector C 1, Vasant Kunj, New Delhi - 110070	62	Director	NIL	NIL	NIL

28. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Amalgamating Company 1 ("A"), Amalgamating Company 2 ("B") and the Applicant/ Amalgamated Company ("C") either singly or jointly are as follows:

S. N.	Name of Director & Address	Age (Yr)	Position	Equity Shares Held		
				A	B	C
1.	Rajendra Singh Pawar N-3, Panchsheel Park, New Delhi - 110017	66	Non-executive Chairman	90,999# Equity Shares as trustee of Pawar Family Trust	NIL	584,853 Equity Shares in the Company (including 155,000 Equity Shares as first holder with spouse, 427,326 Equity Shares as second holder with spouse and 2527 Equity Shares as Karta of HUF)

2.	Vijay Kumar Thadani 10, Padmini Enclave, Hauz Khas, New Delhi - 110016	66	Vice-Chairman & Managing Director	NIL	90,999* Equity Shares as trustee of Thadani Family Trust	158527 Equity Shares (including 155000 shares with spouse as first holder, 1000 shares as second holder with spouse and 2527 shares as Karta)
3.	P Rajendran 103, Anand Lok, New Delhi - 110019	64	Joint Managing Director	NIL	NIL	458654 Equity Shares (Including 7537 shares as first holder and 1117 shares as second holder with spouse)
4.	Geeta Mathur B-1/8, Vasant Vihar, New Delhi - 110057	50	Non-executive Director	NIL	NIL	NIL
5.	Surendra Singh E-87, Pashchimi Marg, 3rd Floor Vasant Vihar New Delhi - 110057	80	Non-executive Director	NIL	NIL	NIL
6.	Sanjay Khosla 135, St. Stephens Avenue, Parnell Auckland	65	Non-executive Director	NIL	NIL	56,250
7.	Anand Sudarshan No. 604, Embassy Tranquil 22, 8th Main Road Koramangala, 3rd Block Bangalore - 560034	57	Non-executive Director	NIL	NIL	NIL

# Refer note number 30

\* Refer note number 31

29. Both Directors of Amalgamating Company 1 are Directors in Amalgamating Company 2. However, none of the Directors of Amalgamating Company 1 and Amalgamating Company 2 is director in Amalgamated Company.
30. Pawar Family Trust, through Mr. Rajendra S Pawar as trustee, holds entire equity share capital of the Amalgamating Company 1. Amalgamating Company 1 holds 2,53,66,521 equity shares in Amalgamated Company. Mr. Rajendra S Pawar is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Pawar Family Trust shall become direct Shareholder of Amalgamated Company.
31. Thadani Family Trust, through Mr. Vijay K Thadani as trustee, holds entire equity share capital of the Amalgamating Company 2. Amalgamating Company 2 holds 2,59,15,838 equity shares in Amalgamated Company. Mr. Vijay K Thadani is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Thadani Family Trust shall become direct Shareholder of Amalgamated Company.
32. Save as otherwise disclosed above, none of the directors or KMPs or their relatives, except being Shareholder of the companies involved in the Scheme, is concerned or interested financially or otherwise in the Scheme.
33. The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial



Persons (as defined under the 2013 Act) or directors of the Amalgamating Companies or the Applicant/Amalgamated Company. The Scheme also does not propose any compromise or arrangement with the creditors of the Amalgamating Companies or the Applicant/Amalgamated Company.

34. Pre-Amalgamation and post Amalgamation shareholding pattern of the Amalgamated Company (as per shareholding pattern on June 30, 2017) based on the agreed share entitlement ratio is reproduced below:

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	Shareholding in %	Total No. of shares held	Shareholding in %
Promoter & Promoter Group	5,66,96,835	34.18	5,66,96,835	34.18
Public	10,91,93,016	65.82	10,91,93,016	65.82
Total	16,58,89,851	100.00	16,58,89,851	100.00

35. As on April 30, 2017, the Amalgamating Companies have no Secured Creditors or Unsecured Creditors. The Applicant/ Amalgamated Company has 1 (one) Secured Creditor as on April 30, 2017 who has given written consent and approval to the Scheme.

36. The National Company Law Tribunal, Principal Bench at New Delhi by the Order has dispensed with the requirement of convening the meetings of the Equity Shareholders of the Amalgamating Companies and the Secured Creditors of the Applicant/Amalgamated Company.

37. As on April 30, 2017, the Applicant/Amalgamated Company has 692 Unsecured Creditors for an amount of Rs. 25,66,91,946/- whose meeting is being convened in terms of the Order.

38. The Scheme is conditional upon and subject to :-

- (a) The approval by the requisite majority of the classes of persons, including shareholders, creditors of the Amalgamating Companies and Amalgamated Company as may be directed by the National Company Law Tribunal under Section 230 to 232 of the 2013 Act;
- (b) The Scheme being approved by the shareholders of the Amalgamated Company through resolution passed in terms of Para 9 (a) & (b) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as may be amended from time to time, provided that the same shall be acted upon only if the votes cast by the Public Shareholders in favour of the Scheme are more than the votes cast by the public Shareholders against it;
- (c) The sanctioning of this Scheme by the NCLT, whether with any modifications or amendments as NCLT may deem fit or otherwise;
- (d) The filing of the certified copies of the orders of the NCLT with the Registrar of Companies, National Capital Territory of Delhi and Haryana, by the Amalgamating Companies and Amalgamated Company, as the case may be;
- (e) Any other sanctions and orders as may be directed by the NCLT in respect of the Scheme.

39. An Equity Shareholder entitled to attend and vote at the meeting of the Equity Shareholders of the Applicant/ Amalgamated Company being convened on Saturday, 16<sup>th</sup> the day of September 2017 at 11:30 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 is entitled to appoint a proxy

to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/ Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the meeting.

40. Corporate Equity Shareholders intending to send their authorized representative to attend the meeting are requested to lodge a certified true copy of the Board Resolution/Power of Attorney not later than 48 (forty eight) hours before the time of commencement of the meeting at the registered office of the Applicant/ Amalgamated Company, authorizing such person to attend and vote on its behalf.
41. An Unsecured Creditor entitled to attend and vote at the meeting of the Unsecured Creditors of the Applicant/ Amalgamated Company being convened on Saturday, the 16<sup>th</sup> day of July 2017 at 2:30 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/ Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the meeting.
42. Corporate Unsecured Creditors intending to send their authorized representative to attend the meeting are requested to lodge a certified true copy of the Board Resolution/Power of Attorney not later than 48 (forty eight) hours before the time of commencement of the meeting at the registered office of the Applicant/ Amalgamated Company, authorizing such person to attend and vote on its behalf.
43. In the present matter, SSPA & Co. Chartered Accountants, has provided the Share Entitlement Report dated March 22, 2017 and Fairness Opinion dated March 23, 2017 has been provided by Fortress Capital Management Services Private Limited.
44. The Applicant/Amalgamated Company has not accepted any deposit nor has issued debentures.
45. Copy of the notice issued to the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamated Company, the Scheme of Amalgamation and Explanatory Statement under Section 230 of the 2013 Act have been placed on the website of the Applicant/Amalgamated Company at [www.niit.com](http://www.niit.com)
46. The following documents will be open for inspection by the Equity Shareholders and Unsecured Creditors of the Applicant/ Amalgamated Company and also for obtaining extracts from or making or obtaining copies of at the registered office of the Applicant/ Amalgamated Company from August 16, 2017 to September 15, 2017 between 10:00 a.m. and 1:00 p.m. on all working days (except Saturdays, Sundays and Public Holiday)"
  - (a) Copy of the Company Application No.CA (CAA)-85(ND) OF 2017;
  - (b) Copy of the Order dated July 28, 2017 of the National Company Law Tribunal, Principal Bench at New Delhi passed in the above Company Application;
  - (c) Copy of the Memorandum and Articles of Association of the Amalgamating Companies and the Applicant/ Amalgamated Company;
  - (d) Audited Financial Statement of the Amalgamated Company for the period ended March 31, 2017 duly approved by the Board of Directors at its meeting held on May 17, 2017
  - (e) Audited Financial Statement of the Amalgamating Company 1 for the period ended March 31, 2017
  - (f) Audited Financial Statement of the Amalgamating Company 2 for the period ended March 31, 2017
  - (g) Copy Of Scheme of Amalgamation Between PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited and NIIT Limited and their respective Shareholders and Creditors
  - (h) Copy of the extracts of the Board Resolutions dated 24 March 2017 of the Amalgamating Companies

and the Applicant/ Amalgamated Company approving the Scheme;

- (i) Copy of the Share Entitlement Report dated March 22, 2017 issued by SSPA & Co., Chartered Accountants;
- (j) Copy of the Fairness Opinion dated March 23, 2017 issued by Fortress Capital Management Services Private Limited;
- (k) Copy of the Report adopted by the Board of Directors of the Applicant/Amalgamated Company at its meeting held on July 28, 2017, pursuant to Section 232 (2) (c) of the 2013 Act;
- (l) Report under Section 232(2)(c) of the Companies Act, 2013 adopted by the Board of Directors of the Amalgamating Company 1 in its meeting held on July 28, 2017.
- (m) Report under Section 232(2)(c) of the Companies Act, 2013 adopted by the Board of Directors of the Amalgamating Company 2 in its meeting held on July 28, 2017.
- (n) Copy of the observation letters of National Stock Exchange of India Limited dated June 28, 2017 and BSE Limited dated June 29, 2017 ;
- (o) Complaint Reports dated April 19, 2017 submitted by the Company to the National Stock Exchange Limited and BSE Limited.
- (p) Certificate issued by the auditor of the Company to the effect that the accounting treatment, if any proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of 2013 Act;
- (q) List of Equity Shareholders of the Applicant/ Amalgamated Company as on June 23, 2017.

SCHEME OF AMALGAMATION

UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

BETWEEN

PIPL MANAGEMENT CONSULTANCY AND INVESTMENT  
PRIVATE LIMITED : AMALGAMATING COMPANY 1

AND

GLOBAL CONSULTANCY AND INVESTMENT  
PRIVATE LIMITED: AMALGAMATING COMPANY 2

AND

NIIT LIMITED : AMALGAMATED COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS

AND

THEIR RESPECTIVE CREDITORS

## PART I

### INTRODUCTION, DEFINITIONS AND INTERPRETATION

#### 1. INTRODUCTION, DEFINITIONS AND INTERPRETATION

##### 1.1 Introduction

###### 1.1.1 NIIT LIMITED

- (i) NIIT Limited (hereinafter referred to as the “NIIT” or “Amalgamated Company”) having CIN L74899DL1981PLC015865, was initially incorporated as a private company under the Companies Act, 1956 on December 2, 1981 and was changed to public limited company vide fresh certificate of incorporation dated November 16, 1990 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Amalgamated Company has its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi.
- (ii) The shares of the Amalgamated Company are, at present, listed on the Stock Exchanges.
- (iii) The main objects of the Amalgamated Company as per its memorandum of association are as follows:
  - 1) To carry on the business of rendering management services like staff and management recruitment, skill development, training and placements, technical analysis of data, electronic data processing and to establish and render all consultancy and other professional services of professional and technical nature.
  - 2) To run and conduct bureau for computer services and in particular to develop, design, programme, conduct feasibility studies and also to acquire and agency for computers, their repair, maintenance and installation.
  - 3) To print, publish, distribute, import, export, sell, buy or otherwise deal in research reports, newsletters, books, pamphlets and other related publications relating to computers and electronics in general.
  - 4) To carry on the business of providing and supply of end-to-end Information Technology Solutions, including turnkey solutions, including systems integration of software, computers, peripherals, networking and communication components, cabling, power supply equipment, appropriate fixtures, metering and monitoring devices, conventional and broad-band wireless, wireline and optical communications equipment and to undertake all other related activities.
  - 5) To carry on the business of providing solutions and services related to Web-technologies, the Internet and e-Commerce, including but not limited to hosting and application services.
- (iv) The Amalgamated Company is a global leader in skills and talent development, offers multi-disciplinary learning management and training delivery solutions to corporations, institutions, and individuals in over 40 countries. Amalgamated Company has three main lines of business across the globe- Corporate Learning Group, Skills and Careers Group, and School Learning Group.
  - a) **Corporate Learning Group (CLG)** offers Managed Training Services (MTS) to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of MTS includes custom curriculum design and content development, learning administration, learning delivery, strategic sourcing, learning technology, and advisory services.

- b) **Skills and Careers Group (SNC)** delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including banking, finance & insurance, retail sales enablement, management education, multi-sectoral vocational skills, digital media marketing, and programs in digital transformation technologies. These programs are delivered through a hybrid combination of the 'Cloud Campus' online platform, satellite-based 'Synchronous Learning Technology' and a physical network of hundreds of learning centers in India, China, and select markets in Asia & Africa. The flagship multi-disciplinary course offerings include the industry-endorsed GNIIT-Digital Transformation program and a set of **DigiNxt** Programs for students from different streams, apart from a wide range of specialist short duration programs. The **Training.com** learning platform, is an NIIT initiative for advanced career programs, which are delivered live by industry experts in an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. NIIT has also introduced - **StackRoute™**, an initiative to produce the world's best full stack programmers.
- c) **School Learning Group (SLG)**, for its K-12 school learning initiative, is providing technology based learning to around 2,000 private schools across India, reaching out to more than a million students. The futuristic NIIT nGuru range of learning solutions for schools comprises Interactive Classrooms with digital content, technology-driven math lab, IT wizard programs and quick school - an education resource planning software.

#### 1.1.2 PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED

- (i) PIPL Management Consultancy and Investment Private Limited (hereinafter referred to as "PMPL" or "Amalgamating Company 1") having CIN U74999DL2016PTC291905 is a company incorporated as private limited company under the Companies Act, 2013 on March 1, 2016 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Amalgamating Company 1 has its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi.
- (ii) The main objects of the Amalgamating Company 1 as per its memorandum of association are as follows:
- 1) To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.
  - 2) To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.
  - 3) To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above.
- (iii) The Amalgamating Company 1 is presently engaged in the business of consultancy services.
- (iv) Amalgamating Company 1 is currently holding 2,53,66,521 equity shares aggregating to 15.30% of equity share capital of the Amalgamated Company.

#### 1.1.3 GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED

- (i) Global Consultancy and Investment Private Limited (hereinafter referred to as "GCPL" or "Amalgamating Company 2") having CIN U74900DL2016PTC291957, was incorporated as a private limited company

under the Companies Act, 2013 on March 1, 2016 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Amalgamating Company 2 has its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi.

- (ii) The main objects of the Amalgamating Company 2 as per its memorandum of association are as follows:
  - 1) To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.
  - 2) To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.
  - 3) To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above.
- (iii) The Amalgamating Company 2 is presently engaged in the business of consultancy services.
- (iv) Amalgamating Company 2 is currently holding 2,59,15,838 equity shares aggregating to 15.64% of equity share capital of the Amalgamated Company.

#### 1.1.4 RATIONALE OF THE SCHEME

- (i) This amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the Promoters' direct engagement with the Amalgamated Company.
- (ii) This amalgamation is undertaken pursuant to a succession planning of the Promoters intended to streamline the Promoters' shareholding in the Amalgamated Company, inter-alia held through Amalgamating Company 1 and Amalgamating Company 2.
- (iii) There would be no change in the aggregate promoters' shareholding in the Amalgamated Company. All the costs and charges arising out of this Scheme shall be borne by the Promoters.

#### 1.1.5 The Scheme is divided into five parts:

- (i) **Part I** sets-forth the Introduction, Definitions and Interpretation;
- (ii) **Part II** sets-forth the capital structure of the Amalgamated Company and Amalgamating Companies;
- (iii) **Part III** deals with the amalgamation of the Amalgamating Companies into and with the Amalgamated Company, in accordance with sections 230 to 232 of the 2013 Act;
  - (a) **Section A** – The transfer by way of amalgamation of Amalgamating Company 1 with Amalgamated Company;
  - (b) **Section B** – The transfer by way of amalgamation of Amalgamating Company 2 with Amalgamated Company;
- (iv) **Part IV** deals with consideration, accounting and tax treatments in the Financial Statements of the Amalgamated Company pursuant to the amalgamation of the Amalgamating Companies in the Amalgamated Company and in terms of this Scheme; and
- (v) **Part V** deals with general/residuary terms and conditions.

## DEFINITIONS

## 1.2 DEFINITIONS

- 1.2.1 **“2013 Act”** means the Companies Act, 2013 and the rules made thereunder, and includes any alterations, modifications and amendments made thereto and/or any re-enactment thereof;
- 1.2.2 **“Amalgamating Company 1”** shall mean PIPL Management Consultancy and Investment Private Limited, as defined in Clause 1.1.2 of Part I, and includes:
- (i) any and all of its assets, whether movable or immovable, whether present or future, whether tangible or intangible, leasehold or freehold, all rights, title, interests, covenants, undertakings, liabilities, together with all present and future liabilities including contingent liabilities and debts appertaining thereto;
  - (ii) any and all loans and advances (including inter-corporate loans), including accrued interest thereon, receivables, funds, cash, bank balances, investments, accounts, and all other rights, benefits of all agreements, subsidies, grants, incentives, bills of exchange, letters of intent;
  - (iii) without prejudice to generality of the foregoing, Amalgamating Company 1 shall include all investments in the capital of other companies, inter-alia including 2,53,66,521 equity shares in the Amalgamated Company, whether as shares, scrips, stocks, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates including dividends declared and other accrued benefits thereto;
  - (iv) any and all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses, certificates, tenancies, municipal permissions, balances with Governmental Authorities, intellectual property rights including trade names, trademarks, service marks, copyrights, domain names, income tax credit, advance tax, applications for trade names, trademarks, service marks, copyrights, powers and facilities of every kind and description whatsoever, pertaining to the Amalgamating Company 1;
  - (v) any and all secured and unsecured debts, borrowings and liabilities (including contingent liabilities), present or future, undertakings and obligations of the Amalgamating Company 1;
  - (vi) any and all employees, who are on the pay roll of the Amalgamating Company 1, including those engaged at its offices at their current terms and conditions, including all employee benefits such as provident fund, employees’ state insurance, gratuity fund, superannuation fund;
  - (vii) any and all advance monies, earnest monies and/or security deposits, trade payables, payment against warrants or other entitlements, in connection with or relating to the Amalgamating Company 1; and
  - (viii) all records, files, papers, information, computer programs, relating to Amalgamating Company 1.
- 1.2.3 **“Amalgamating Company 2”** shall mean Global Consultancy and Investment Private Limited, as defined in Clause 1.1.3 of Part I, and includes:
- (i) any and all of its assets, whether movable or immovable, whether present or future, whether tangible or intangible, leasehold or freehold, all rights, title, interests, covenants, undertakings, liabilities, together with all present and future liabilities including contingent liabilities and debts appertaining thereto;
  - (ii) any and all loans and advances (including inter-corporate loans), including accrued interest thereon, receivables, funds, cash, bank balances, investments, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives, bills of exchange, letters of intent;
  - (iii) without prejudice to generality of the foregoing, Amalgamating Company 2 shall include all investments in the capital of other companies, inter-alia including 2,59,15,838 equity shares in the Amalgamated



Company, whether as shares, scrips, stocks, including without limitation, shares, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates including dividends declared and other accrued benefits thereto;

- (iv) any and all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses, certificates, tenancies, municipal permissions, balances with Governmental Authorities, intellectual property rights including trade names, trademarks, service marks, copyrights, domain names, income tax credit, advance tax, applications for trade names, trademarks, service marks, copyrights, privileges and benefits of all contracts, agreements and powers and facilities of every kind and description whatsoever, pertaining to the Amalgamating Company 2;
  - (v) any and all secured and unsecured debts, borrowings and liabilities (including contingent liabilities), present or future, undertakings and obligations of the Amalgamating Company 2;
  - (vi) any and all employees, who are on the pay roll of the Amalgamating Company 2, including those engaged at its offices at their current terms and conditions, including all employee benefits such as provident fund, employees' state insurance, gratuity fund, superannuation fund;
  - (vii) any and all advance monies, earnest monies and/or security deposits, trade payables, payment against warrants or other entitlements, in connection with or relating to the Amalgamating Company 2; and
  - (viii) all records, files, papers, information, computer programs, relating to Amalgamating Company 2.
- 1.2.4 **"Amalgamating Companies"** shall mean both Amalgamating Company 1 and Amalgamating Company 2;
- 1.2.5 **"Amalgamated Company"** means NIIT, as defined in Clause 1.1.1 of Part I above;
- 1.2.6 **"Applicable Law(s)"** means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Governmental Authority resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question;
- 1.2.7 **"Appointed Date"** means closing hours of March 31, 2017 or such other date as may be approved by NCLT;
- 1.2.8 **"Board of Directors"/ "Board"** in relation to the Amalgamating Companies and/or the Amalgamated Company, as the case may be, shall, unless it be repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee as may be constituted by the board of directors;
- 1.2.9 **"Clause" and "sub-Clause"** means the relevant clauses and sub-clauses set out in this Scheme;
- 1.2.10 **"Effective Date"** means the date on which the Scheme shall become effective pursuant to Clause 13 of Part V of this Scheme. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" or "after this Scheme becomes effective" means and refers to the Effective Date;
- 1.2.11 **"Financial Statements"** would include stand alone and consolidated accounts;
- 1.2.12 **"Governmental Authority"** means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof;

- 1.2.13 “NCLT” means the National Company Law Tribunal, New Delhi Bench, to which this scheme of amalgamation in its present form is submitted for its sanctioning under sections 230 to 232 of the 2013 Act;
- 1.2.14 “New Equity Shares” shall mean the equity shares to be issued to members of Amalgamating Company 1 and Company 2 under Clause 5.1 and 5.2 respectively;
- 1.2.15 “Promoters” shall mean Mr. Rajendra Singh Pawar, Mr. Vijay Kumar Thadani and their respective family trusts. The said promoters are inter-alia included in the category of promoter and promoter group as defined under the SEBI (Issue of Capital and Disclosure requirements), Regulations, 2009;
- 1.2.16 “Record Date” shall mean the date to be fixed by the Board of Directors of the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company for the purpose of determining the members of the Amalgamating Company 1 and Amalgamating Company 2 to whom shares will be allotted pursuant to Clause 5.1 and Clause 5.2 of this Scheme;
- 1.2.17 “SEBI” shall mean Securities And Exchange Board of India;
- 1.2.18 “Scheme” or “the Scheme” or “this Scheme” means this Scheme of Amalgamation in its present form (along with any annexures, schedules, etc., annexed/attached hereto), with such modifications and amendments as may be made from time to time, and with appropriate approvals and sanctions of the NCLT and other relevant regulatory authorities, as may be required under the 2013 Act, as applicable, and under all other applicable laws;
- 1.2.19 “Share Entitlement Report” shall mean the valuer report on the share entitlement ratio dated March 22, 2017 issued by SSPA & CO, Chartered Accountants; and
- 1.2.20 “Stock Exchanges” means National Stock Exchange of India Limited and BSE Limited.

### 1.3 INTERPRETATION

- 1.3.1 The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.
- 1.3.2 The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the 2013 Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the regulations made there under), the Depositories Act, 1996 and other applicable laws, rules, regulations, guidelines, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the NCLT in this Scheme.

### 1.4 DATE OF TAKING EFFECT AND OPERATIVE DATE

- 1.4.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT shall be deemed to be effective from the Appointed Date but shall be operative only from the Effective Date.

**PART II**  
**SHARE CAPITAL STRUCTURE**

**2. CAPITAL STRUCTURE**

2.1 The share capital of Amalgamated Company as on March 31, 2016 was as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
393,000,000 equity shares of Rs. 2/- each	786,000,000
2,500,000 Redeemable Preference Shares of Rs.100/- each	250,000,000
350,000,000, 8.5% Cumulative Redeemable Preference Shares of Re.1/- each	350,000,000
<b>Total</b>	<b>1,386,000,000</b>
<b>Issued</b>	
165,507,233 equity shares of Rs. 2/- each	331,014,466
<b>Subscribed and fully paid up</b>	<b>331,014,466</b>
165,501,233 equity shares of Rs. 2/- each	331,002,466
Add: forfeited equity shares (amount originally paid-up)	6,000
<b>Total</b>	<b>331,008,466</b>

As on the March 20, 2017, the share capital of the Amalgamated Company is as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
393,000,000 equity shares of Rs. 2/- each	786,000,000
2,500,000 Redeemable Preference Shares of Rs.100/- each	250,000,000
350,000,000, 8.5% Cumulative Redeemable Preference Shares of Re.1/- each	350,000,000
<b>Total</b>	<b>1,386,000,000</b>
<b>Issued</b>	
165,755,886 equity shares of Rs.2/- each	331,511,772
<b>Subscribed and fully paid up</b>	
165,749,886 equity shares of Rs.2/- each	331,499,772
Add: forfeited equity shares (amount originally paid-up)	6,000
<b>Total</b>	<b>331,505,772</b>

The change in the share capital structure of the Amalgamated Company is on account of issue and allotment of 2,48,653 equity shares of Rs.2/- each pursuant to NIIT Employee Stock Option Scheme- 2005.

2.2 The share capital of Amalgamating Company 1 as on March 31, 2016 was as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
100,000 equity shares of Rs.10/- each	1,000,000
<b>Total</b>	<b>1,000,000</b>
<b>Issued, Subscribed and fully paid-up</b>	
1,000 equity shares of Rs. 10/- each	10,000
<b>Total</b>	<b>10,000</b>

As on the March 20, 2017, the share capital of the Amalgamating Company 1 is as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
18,00,000 equity shares of Rs.10/- each	18,000,000
<b>Total</b>	<b>1,80,00,000</b>
<b>Issued, Subscribed and fully paid up</b>	
91,000 equity shares of Rs.10/- each	910,000
<b>Total</b>	<b>910,000</b>

2.3 The share capital of Amalgamating Company 2 as on March 31, 2016 was as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
1,00,000 equity shares of Rs 10/- each	1,000,000
<b>Total</b>	<b>1,000,000</b>
<b>Issued, Subscribed and fully paid-up</b>	
1,000 equity shares of Rs. 10/- each	10,000
<b>Total</b>	<b>10,000</b>

As on the March 20, 2017, the share capital of the Amalgamating Company 2 is as under:

Share Capital	Amount in Rupees
<b>Authorized Capital</b>	
1,800,000 equity shares of Rs.10/- each	18,000,000
<b>Total</b>	<b>18,000,000</b>
<b>Issued, Subscribed and fully paid up</b>	
91,000 equity shares of Rs.10/- each	910,000
<b>Total</b>	<b>910,000</b>

PART-III

AMALGAMATION OF AMALGAMATING COMPANIES WITH AMALGAMATED COMPANY

SECTION A

**3. THE TRANSFER BY WAY OF AMALGAMATION OF AMALGAMATING COMPANY 1 WITH AMALGAMATED COMPANY**

- 3.1 With effect from the Appointed Date, and upon the Scheme becoming effective, the Amalgamating Company 1 shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein.
- 3.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company 1 shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above, and in particular, the Amalgamating Company 1 shall stand transferred to and be vested in the Amalgamated Company in the manner described in sub-clauses (i) to (xi) below:
- (i) all assets of the Amalgamating Company 1, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly. No stamp duty is payable on the transfer of such movable properties, being vested in the Amalgamated Company;
  - (ii) all movable properties of the Amalgamating Company 1, other than those specified in sub-clause (i) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company;
  - (iii) all immovable properties of the Amalgamating Company 1, if any, whether freehold or leasehold, and all documents of title, rights and easements in relation thereto, shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company 1 and/or the Amalgamated Company;
  - (iv) all investments including the investments made by Amalgamating Company 1 in the capital of other companies whether as shares, scrips, stocks, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates and other accrued benefits thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company 1 and/or the Amalgamated Company;
  - (v) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Company 1, shall, be deemed to be the debts, liabilities, contingent liabilities, duties and obligations

of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause;

- (vi) all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 1 or to the benefit of which, the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligee thereto;
- (vii) any pending suit/appeal or other proceedings of whatsoever nature relating to the Amalgamating Company 1, whether by or against the Amalgamating Company 1, shall not abate or be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company 1 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 1, as if this Scheme had not been made. The Amalgamated Company shall file necessary application for transfer of all pending suit/appeal or other proceedings of whatsoever nature relating to Amalgamating Company 1;
- (viii) all employees of the Amalgamating Company 1, who are on its pay roll shall be engaged by the Amalgamated Company, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company 1, without any interruption of service as a result of this amalgamation and transfer. With regard to provident fund, gratuity, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 1, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 1 for all purposes whatsoever, in accordance with the provisions of applicable laws and in terms of this Scheme. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Amalgamating Company 1 for such purpose, shall be treated as having been continuous;
- (ix) all statutory licenses, permissions or approvals or consents held by the Amalgamating Company 1 required to carry on its operations shall stand transferred to and be vested in the Amalgamated Company without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of the Amalgamated Company. The benefit of all statutory and regulatory permissions, approvals and consents of the Amalgamating Company 1 shall vest in and become available to the Amalgamated Company pursuant to the Scheme;
- (x) any and all registrations, goodwill, licenses appertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company; and
- (xi) all taxes payable by the Amalgamating Company 1, if any, including all or any refunds of claims shall be treated as the tax liability or refunds/claims as the case may be of the Amalgamated Company.

### 3.3 Procedural Formalities Post Sanction of the Scheme

- 3.3.1 The Amalgamated Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or novation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 1 has been a party, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company 1 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 1.
- 3.3.2 Upon the Scheme becoming effective, for statistical purposes only and without any separate deed, instrument or writing, the Amalgamating Company 1 and/or the Amalgamated Company shall, if required, simultaneously with the amendment in the register of charge file particulars of the modified charge with the concerned Registrar of Companies. Any documentation subsequently entered into with the term lenders or the working capital lenders of the Amalgamating Company 1 and the Amalgamated Company, shall be for the sake of convenience and record only and to reflect the changes in the security pursuant to the Scheme and there shall be no break in the continuity of such charge and the same shall relate back to the date of its creation thereof in the Amalgamating Company 1.
- 3.3.3 Upon the Scheme becoming effective, all statutory permissions, licenses, approvals, consents, privileges, benefits and benefits of filings and all other incorporeal rights emanating from such licenses (together the "Licenses", for the purpose of this Clause 3.3.3) relating to the Amalgamating Company 1, shall stand transferred to and vested in the Amalgamated Company without any further act, instrument or deed, as more particularly provided hereinabove. Notwithstanding such transfer/ vesting of the Licenses, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the Licenses, as provided hereinabove, the Amalgamated Company shall facilitate the statutory authorities by filing such applications, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the NCLT.
- 3.3.4 Upon the Scheme becoming effective, the Amalgamated Company is expressly entitled to revise its direct or indirect tax returns and related withholding certificates and shall be entitled to claim refund, advance tax credits, pertaining to the Amalgamating Company 1, if any.
- 3.3.5 From the Effective Date, all bank accounts of the Amalgamating Company 1 shall be permitted to be continued with the same balances as of the Effective Date in the name of the Amalgamated Company and for statistical record the Amalgamated Company shall be permitted to file names and particulars of the new authorized signatories for withdrawals and/ or deposits/ credits in such bank accounts and the relevant bank accounts shall be reconstituted accordingly.

### 3.4 Conduct of Business

- 3.4.1 With effect from the Appointed Date and until occurrence of the Effective Date:
- (i) the Amalgamating Company 1 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of its properties and assets, for and on account of and in trust for the Amalgamated Company; and
  - (ii) all profits accruing to the Amalgamating Company 1 and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Amalgamated Company; and
  - (iii) the Amalgamating Company 1 shall carry on its business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and shall not undertake any additional

financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/assets, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in the NCLT; or (c) when a prior written consent of the Amalgamated Company has been obtained in this regard; and

- (iv) except by mutual consent of the Board of Directors of the Amalgamating Company 1 and the Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by the NCLT, the Amalgamating Company 1 shall not make any change in its capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of reorganisation of capital of the Amalgamating Company 1; and
  - (v) the Amalgamating Company 1 shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of the Amalgamating Company 1, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of the Amalgamated Company; and
  - (vi) the Amalgamating Company 1 shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company; and
  - (vii) the Amalgamating Company 1 shall not amend its memorandum of association and / or its articles of association, except with the written concurrence of the Amalgamated Company.
- 3.5 Notwithstanding anything contained in this Scheme, subject to the Applicable Laws, the Board of Directors of the Amalgamated Company shall be entitled to consider, pursue, manage, undertake and conduct business of Amalgamated Company inter-alia including, any corporate actions, issue of securities and bonus shares, buy back of securities, reorganization, restructuring of its businesses, strategic acquisition or sale of any business, joint ventures, business combinations etc., as it may deem prudent and necessary in the interest of the Amalgamated Company.
- 3.6 With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Company 1 as on the Appointed Date, whether or not provided in their books, and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Amalgamated Company.
- 3.7 With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the business of the Amalgamating Company 1.
- 3.8 Upon this Scheme becoming effective, the Amalgamating Company 1 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable.
- 3.9 For the purpose of giving effect to the amalgamation order passed under sections 230 to 232 and other applicable provisions of the 2013 Act in respect of the Scheme by NCLT, the Amalgamated Company shall, at any time pursuant to the order on the Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company 1, in accordance with the provisions of sections 230 to 232 of the 2013 Act.



## SECTION B

4. THE TRANSFER BY WAY OF AMALGAMATION OF AMALGAMATING COMPANY 2 WITH AMALGAMATED COMPANY
- 4.1 With effect from the Appointed Date, and upon the Scheme becoming effective, the Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein.
- 4.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company 2 shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the NCLT. Without prejudice to the generality of the above, and in particular, the Amalgamating Company 2 shall stand transferred to and be vested in the Amalgamated Company in the manner described in sub-clauses (i) to (xi) below:
- (i) all assets of the Amalgamating Company 2, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly. No stamp duty is payable on the transfer of such movable properties, being vested in the Amalgamated Company;
  - (ii) all movable properties of the Amalgamating Company 2, other than those specified in sub-clause (i) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, shall without any further act, instrument or deed, become the property of the Amalgamated Company;
  - (iii) all immovable properties of the Amalgamating Company 2, if any, whether freehold or leasehold, and all documents of title, rights and easements in relation thereto, shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company 2 and/or the Amalgamated Company;
  - (iv) all investments including the investments made by Amalgamating Company 2 in the capital of other companies whether as shares, scrips, stocks, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates and other accrued benefits thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company 2 and/or the Amalgamated Company;
  - (v) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Company 2, shall, be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause;

- (vi) all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 2, or to the benefit of which, the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligee thereto;
- (vii) any pending suit/appeal or other proceedings of whatsoever nature relating to the Amalgamating Company 2, whether by or against the Amalgamating Company 2, shall not abate or be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company 2 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 2, as if this Scheme had not been made. The Amalgamated Company shall file necessary application for transfer of all pending suit/appeal or other proceedings of whatsoever nature relating to Amalgamating Company 2;
- (viii) all employees of the Amalgamating Company 2, who are on its pay roll shall be engaged by the Amalgamated Company, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company 2, without any interruption of service as a result of this amalgamation and transfer. With regard to provident fund, gratuity, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 2, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 2 for all purposes whatsoever, in accordance with the provisions of applicable laws and in terms of this Scheme. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Amalgamating Company 2 for such purpose, shall be treated as having been continuous;
- (ix) all statutory licenses, permissions or approvals or consents held by the Amalgamating Company 2 required to carry on its operations shall stand transferred to and be vested in the Amalgamated Company without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of the Amalgamated Company. The benefit of all statutory and regulatory permissions, approvals and consents of the Amalgamating Company 2 shall vest in and become available to the Amalgamated Company pursuant to the Scheme;
- (x) any and all registrations, goodwill, licenses appertaining to the Amalgamating Company 2 shall stand transferred to and vested in the Amalgamated Company; and
- (xi) all taxes payable by the Amalgamating Company 2, if any, including all or any refunds of claims shall be treated as the tax liability or refunds/claims as the case may be of the Amalgamated Company.

#### 4.3 Procedural Formalities Post Sanction of the Scheme

- 4.3.1 The Amalgamated Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or novation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 2 has been a party, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company 2 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 2.
- 4.3.2 Upon the Scheme becoming effective, for statistical purposes only and without any separate deed, instrument or writing, the Amalgamating Company 2 and/or the Amalgamated Company shall, if required, simultaneously with the amendment in the register of charges, file particulars of the modified charge with the concerned Registrar of Companies. Any documentation subsequently entered into with the term lenders or the working capital lenders of the Amalgamating Company 2 and the Amalgamated Company, shall be for the sake of convenience and record only and to reflect the changes in the security pursuant to the Scheme and there shall be no break in the continuity of such charge and the same shall relate back to the date of its creation thereof in the Amalgamating Company 2.
- 4.3.3 Upon the Scheme becoming effective, all statutory permissions, licenses, approvals, consents, privileges, benefits and benefits of filings and all other incorporeal rights emanating from such licenses (together the "Licenses", for the purpose of this Clause 4.3.3) relating to the Amalgamating Company 2, shall stand transferred to and vested in the Amalgamated Company without any further act, instrument or deed, as more particularly provided hereinabove. Notwithstanding such transfer/ vesting of the Licenses, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the Licenses, as provided hereinabove, the Amalgamated Company shall facilitate the statutory authorities by filing such applications, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by NCLT.
- 4.3.4 Upon the Scheme becoming effective, the Amalgamated Company is expressly entitled to revise its direct or indirect tax returns and related withholding certificates and shall be entitled to claim refund, advance tax credits pertaining to Amalgamating Company 2, if any.
- 4.3.5 From the Effective Date, all bank accounts of the Amalgamating Company 2 shall be permitted to be continued with the same balances as of the Effective Date in the name of the Amalgamated Company and for statistical record the Amalgamated Company shall be permitted to file names and particulars of the new authorized signatories for withdrawals and/ or deposits/ credits in such bank accounts and the relevant bank accounts shall be reconstituted accordingly.

#### 4.4 Conduct of Business

4.4.1 With effect from the Appointed Date and until occurrence of the Effective Date:

- (i) the Amalgamating Company 2 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of its properties and assets, for and on account of and in trust for the Amalgamated Company; and
- (ii) all profits accruing to the Amalgamating Company 2 and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Amalgamated Company; and
- (iii) the Amalgamating Company 2 shall carry on its business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and shall not undertake any additional

financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/assets, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in NCLT; or (c) when a prior written consent of the Amalgamated Company has been obtained in this regard; and

- (iv) except by mutual consent of the Board of Directors of the Amalgamating Company 2 and the Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by NCLT, the Amalgamating Company 2 shall not make any change in its capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of reorganisation of capital of the Amalgamating Company 2; and
  - (v) the Amalgamating Company 2 shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of the Amalgamating Company 2, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of the Amalgamated Company; and
  - (vi) the Amalgamating Company 2 shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company; and
  - (vii) the Amalgamating Company 2 shall not amend its Memorandum of Association and / or its Articles of Association, except with the written concurrence of the Amalgamated Company.
- 4.5 Notwithstanding anything contained in this Scheme, subject to the Applicable Laws, the Board of Directors of the Amalgamated Company shall be entitled to consider, pursue, manage, undertake and conduct business of Amalgamated Company inter-alia including, any corporate actions, issue of securities and bonus shares, buy back of securities, reorganization, restructuring of its businesses, strategic acquisition or sale of any business, joint ventures, business combinations etc., as it may deem prudent and necessary in the interest of the Amalgamated Company.
- 4.6 With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Company 2 as on the Appointed Date, whether or not provided in their books, and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Amalgamated Company.
- 4.7 With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the business of the Amalgamating Company 2.
- 4.8 Upon this Scheme becoming effective, the Amalgamating Company 2 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable.
- 4.9 For the purpose of giving effect to the amalgamation order passed under sections 230 to 232 and other applicable provisions of the 2013 Act, as applicable, in respect of the Scheme by NCLT, the Amalgamated Company shall, at any time pursuant to the order on the Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company 2, in accordance with the provisions of sections 230 to 232 of the 2013 Act.

## PART-IV

## CONSIDERATION, ACCOUNTING TREATMENT AND TAX TREATMENT OF AMALGAMATED COMPANY

## 5. CONSIDERATION

5.1. Upon the coming into effect of the Scheme, and in consideration of the amalgamation of the Amalgamating Company 1 with the Amalgamated Company pursuant to Part III – Section A of the Scheme, the Amalgamated Company shall, without any further act or deed and without any further payment, basis the Share Entitlement Report, issue and allot to the shareholders of Amalgamating Company 1 (whose name is recorded in the register of members of the Amalgamating Company 1 as holding equity shares on the Record Date) equal number of equity shares as held by the Amalgamating Company 1 in the Amalgamated Company in the following manner:

“2,53,66,521 (Two Crore, Fifty Three Lakh, Sixty Six Thousand Five Hundred and Twenty One) fully paid up equity shares of the face value of Rs. 2/- (Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 1”.

5.2. Upon the coming into effect of the Scheme, and in consideration of the amalgamation of the Amalgamating Company 2 with the Amalgamated Company pursuant to Part III – Section B of the Scheme, the Amalgamated Company shall, without any further act or deed and without any further payment, basis the Share Entitlement Report, issue and allot to the shareholders of Amalgamating Company 2 (whose name is recorded in the register of members of the Amalgamating Company 2 as holding equity shares on the Record Date) equal number of equity shares as held by the Amalgamating Company 2 in the Amalgamated Company in the following manner:

“2,59,15,838 (Two Crore, Fifty Nine Lakh, Fifteen Thousand Eight Hundred and Thirty Eight) fully paid up equity shares of the face value of Rs. 2/- (Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 2”.

5.3. In the event that the New Equity Shares entitled to be issued result in fractional entitlements, the Board of Directors of the Amalgamated Company shall be empowered to consolidate and/or round off such fractional entitlements into whole number of equity shares to an integer in a manner to ensure that only 5,12,82,359 (Five Crore, Twelve Lakh, Eighty Two Thousand, Three Hundred and Fifty Nine) number of fully paid equity shares of Rs. 2/- each to be issued to the shareholders of the Amalgamating Companies.

5.4. Pursuant to issuance of New Equity Shares as aforesaid to the shareholders of the Amalgamating Companies, the shareholders of the Amalgamating Companies shall become the shareholders of the Amalgamated Company.

5.5. Since the equity shares of the Amalgamated Company are in dematerialized form, the shareholders of the Amalgamating Companies shall be issued New Equity Shares in dematerialized form.

5.6. Upon New Equity Shares being issued and allotted by the Amalgamated Company to the members of the Amalgamating Companies, in accordance with Clause 5.1 and 5.2, the share certificates in relation to the shares held by the said members in the Amalgamating Companies shall stand cancelled and extinguished and be of no effect on and from the date of such issue and allotment.

New Equity Shares of the Amalgamated Company issued in terms of Clause 5.1 and 5.2 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges where the shares of the Amalgamated Company are listed and/or admitted to trading subject to necessary approvals under SEBI regulations and from the Stock Exchanges and all necessary applications and compliances being made in this respect by the Amalgamated Company.

- 5.7. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Amalgamating Companies, the Board of Directors of the Amalgamated Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on Record Date, in order to remove any difficulties, after the effectiveness of this Scheme.
- 5.8. Subject to Clause 6 below, the New Equity Shares to be issued to the members of Amalgamating Companies under Clause 5.1 and 5.2 above shall be subject to the Memorandum and Articles of Association of Amalgamated Company and shall rank pari passu with the existing equity shares of Amalgamated Company in all respects for the financial year starting from the Appointed Date in terms of the Scheme with the existing equity shares of Amalgamated Company.
- 5.9. For the purpose of stamp duty to be levied, if any, on the issue of New Equity Shares, Appointed Date shall be deemed as relevant date.
- 5.10. For the purpose of issue of New Equity Shares to the shareholders of the Amalgamating Companies, the Amalgamated Company shall be deemed to be in compliance with necessary compliances under relevant provisions of 2013 Act for the issue and allotment by the Amalgamated Company of New Equity Shares to the members of the Amalgamating Companies under the Scheme.

#### **6. DIVIDEND PAYABLE BETWEEN APPOINTED DATE AND EFFECTIVE DATE**

- 6.1. Notwithstanding anything provided in this Scheme, in case dividend (including interim dividend), is declared either by Amalgamated Company or Amalgamating Companies prior to the Effective Date, it shall be payable to their respective shareholders whose name is recorded in the register of members of the Amalgamated Company and/ or Amalgamating Companies as holding equity shares on the date of declaration of such dividend or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of Amalgamated Company and/ or Amalgamating Companies.
- 6.2. It is clarified that the aforesaid provision in respect of declaration of dividends is an enabling provision only and shall not be deemed to confer any right on any member of the Amalgamated Company and Amalgamating Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Amalgamated Company and Amalgamating Companies and subject to the approval of the shareholders of the Amalgamated Company and Amalgamating Companies.

#### **7. CANCELLATION OF EXISTING SHARES OF AMALGAMATED COMPANY**

- 7.1 All equity shares held by the Amalgamating Company 1 (i.e. 2,53,66,521 equity shares) and Amalgamating Company 2 (i.e. 2,59,15,838 equity shares) in the share capital of the Amalgamated Company as on the Effective Date, shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.
- 7.2 The reduction in the share capital of the Amalgamated Company as contemplated in Clause 7.1 above shall be effected as an integral part of this Scheme in accordance with the provisions of section 230- 232 of the 2013 Act, and any other applicable provisions of the 2013 Act. The order of NCLT sanctioning this Scheme shall also include approval and confirmation of the reduction of share capital of the Amalgamated Company.

## 8. CHANGE IN AUTHORISED SHARE CAPITAL

- 8.1 Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Companies in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Companies shall stand transferred from the authorized share capital of the respective Amalgamating Companies to the authorized share capital of the Amalgamated Company.
- 8.2 By virtue of Clause 8.1 above, the authorized share capital of the Amalgamated Company shall stand increased by an amount of Rs. 3,60,00,000 and Clause V in the memorandum of association of the Amalgamated Company shall stand substituted to read as follows:
- “V. The Authorized Share Capital of the Company is Rs. 142,20,00,000/- (Rupees One Hundred and Forty Two Crore and Twenty Lakhs only) divided into 41,10,00,000 Equity Shares of Rs. 2/- each, 35,00,00,000 8.5% cumulative redeemable preference shares of Rs. 1/- each and 25,00,000 redeemable Preference shares of Rs. 100/- each with the rights, privileges and conditions attaching thereto as provided by the requisitions of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the Capital for the time being into several classes to attach thereto or in accordance with the Articles of the Company for the time being in force, and to modify, enlarge or abrogate any such right, privilege or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being force.”
- 8.3. The stamp duty or filing fees paid on the authorized share capital of the Amalgamating Companies are permitted to be utilized and applied towards the increase in the authorized share capital of the Amalgamated Company in accordance with this Clause 8.1 and 8.2 above, and no further demand of additional stamp duty or fee shall be raised or made upon the Amalgamated Company by any regulatory authorities in relation to such increase in the authorized share capital of the Amalgamated Company, including by the Registrar of Companies, National Capital Territory of Delhi and Haryana.
- 8.4. It is hereby clarified that for the purposes of increasing the authorized share capital of the Amalgamated Company in accordance with Clause 8.1 and 8.2 above, the consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and that no further resolution under section 13, section 61 or any other applicable provisions of the 2013 Act, would be required to be separately passed.

## 9. ACCOUNTING TREATMENT

With effect from the Appointed Date and upon the Scheme becoming effective, Amalgamated Company shall account for the amalgamation of Amalgamating Companies in its books of account with effect from the Appointed Date as per the “Pooling of Interest Method”, as described under Accounting Standard (AS) 14 “Accounting for Amalgamations” as notified by Central Government under Section 133 of 2013 Act, which is the applicable accounting standard for the period upto March 31, 2017, with the Appointed Date being closing hours of March 31, 2017 or such other date as may be approved by NCLT, such that:

- 9.1 All the assets, liabilities and reserves of Amalgamating Companies, are transferred to and vested in Amalgamated Company pursuant to the Scheme and shall be recorded by Amalgamated Company at their book values as on the Appointed Date.
- 9.2 The investments of Amalgamating Companies in the equity share capital of Amalgamated Company shall stand cancelled and accordingly the issued and paid up equity share capital of Amalgamated Company

shall stand reduced to the extent of face value of equity shares held by Amalgamating Companies in the Amalgamated Company.

- 9.3 Amalgamated Company shall credit the aggregate face value of New Equity Shares issued by it to the shareholders of Amalgamating Companies pursuant to Clause 5.1 and Clause 5.2 of this Scheme to the Share Capital Account in its books of accounts.
- 9.4 The difference of net assets of Amalgamating Companies as per Clause 9.1 above over the amount credited by Amalgamated Company to the Share Capital Account as per Clause 9.3 above after adjustment of the cancellation of the investments in the equity share capital of the Amalgamated Company as per Clause 9.2 above would be added to or adjusted from (as the case may be) against the reserves of the Amalgamated Company.
- 9.5 In case of any difference in the accounting policies between Amalgamating Companies and Amalgamated Company, the accounting policies followed by the Amalgamated Company will prevail and the difference, if any, till the Appointed Date will be quantified and will be adjusted in the Statement of Profit & Loss in accordance with Accounting Standard (AS) 5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies" to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

## 10. TAX

- 10.1 Any tax liabilities under the Income Tax Act, 1961 or other applicable laws/regulations dealing with taxes/ duties/ levies allocable or related to the business of Amalgamating Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Amalgamated Company.
- 10.2 Any surplus in the provision for taxation/ duties/ levies account including but not limited to the advance tax, tax deducted at source by the customers and MAT credit, CENVAT credit, as on the date immediately preceding the Appointed Date will also be transferred to Amalgamated Company. Any refund under the Income Tax Act, 1961 or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business of Amalgamating Companies or due to Amalgamating Companies, consequent to the assessment made in respect of Amalgamating Companies, for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date, shall also belong to and be received by Amalgamated Company.
- 10.3 The tax payments (including without limitation income tax, tax on distribution of dividends, service tax, excise duty, central sales tax, applicable state value added tax or any other taxes as may be applicable from time to time) whether by way of tax deducted at source by the customers, advance tax or otherwise howsoever, by Amalgamating Companies after the Appointed Date, shall be deemed to be paid by Amalgamated Company and shall, in all proceedings, be dealt with accordingly. Notwithstanding the above, any tax deducted at source by either the Amalgamating Companies or the Amalgamated Company on account of intercompany transactions between Amalgamated Company and Amalgamating Companies post the Appointed Date, shall be deemed to be advance tax paid by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly.
- 10.4 Upon the Scheme becoming Effective, with effect from the Appointed Date, Amalgamating Companies and Amalgamated Company are expressly permitted to prepare and/or revise, as the case may be, their



financial statements and returns along with the prescribed forms, filings and annexure under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax laws and other tax laws, if required, to give effects to provisions of the Scheme.

- 10.5 All tax assessment proceedings/appeals of whatsoever nature by or against the Amalgamating Companies pending and/or arising at the Appointed Date and relating to Amalgamating Companies shall be continued and/or enforced until the Effective Date as desired by Amalgamated Company. As and from the Effective Date, the tax proceedings/ appeals shall be continued and enforced by or against Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against Amalgamating Companies. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of Amalgamating Companies with Amalgamated Company or anything contained in the Scheme.

Upon the Scheme coming into effect, any obligation for deduction of tax at source on any payment made by or to be made by Amalgamating Companies shall be made or deemed to have been made and duly complied with by the Amalgamated Company.

- 10.6 The provisions of this Scheme as they relate to the amalgamation of Amalgamating Companies into and with Amalgamated Company have been drawn up to comply with the conditions relating to "amalgamation" as defined under section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

## PART-V

## GENERAL / RESIDUARY TERMS AND CONDITIONS

**11 APPLICATION TO NCLT**

The Amalgamated Company and the Amalgamating Companies shall, with all reasonable dispatch, make respective applications to the NCLT and or applicable authority, under sections 230 to 232 of 2013 Act, seeking order for dispensing with or for convening, holding and/or conducting of the meetings of the classes of their respective members and creditors (secured and unsecured) as per the requirements of the 2013 Act.

12. Fortress Capital Management Services Pvt. Ltd., a SEBI registered Category I merchant banker, pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, under its fairness opinion dated March 23, 2017, has certified that the Share Entitlement Report in reference to the Scheme, is fair and reasonable.

**13. CONDITIONALITY OF THE SCHEME**

**This Scheme is and shall be conditional upon and subject to:**

- (a) The approval by the requisite majorities of the classes of persons, including shareholders, creditors of the Amalgamating Companies and Amalgamated Company as may be directed by the NCLT under Section 230- 232 of the 2013 Act;
- (b) The Scheme being approved by the shareholders of the Amalgamated Company through resolution passed in terms of Para 9 (a) & (b) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as may be amended from time to time, provided that the same shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the votes cast by the public shareholders against it;
- (c) The sanctioning of this Scheme by the NCLT, whether with any modifications or amendments as NCLT may deem fit or otherwise;
- (d) The filing of the certified copies of the orders of the NCLT with the Registrar of Companies, National Capital Territory of Delhi and Haryana, by the Amalgamating Companies and Amalgamated Company, as the case may be;
- (e) Any other sanctions and orders as may be directed by the NCLT in respect of the Scheme.

**14. MODIFICATION OR AMENDMENTS TO THE SCHEME**

14.1 Each of the Amalgamating Companies and the Amalgamated Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. Each of the Amalgamating Companies and the Amalgamated Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any order of the NCLT or of any directive or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

14.2 In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Amalgamating Companies and Amalgamated Company may find unacceptable for any reason, then the Amalgamating Companies and/or Amalgamated Company are at liberty to withdraw the Scheme. The Board of Directors of Amalgamated Company and Amalgamating Companies shall be entitled, in a mutually agreeable manner, to revoke, cancel and declare the Scheme of no effect if they are of view that the coming into effect of the Scheme could have adverse implications on Amalgamated Company and/or

Amalgamating Companies.

14.3 If any issue arises as whether any asset, liability, employee pertains to the Amalgamating Companies and/or Amalgamated Company, or not under this Scheme, the same shall be decided by the Board of Directors of the Amalgamating Companies and/or Amalgamated Company, as relevant, on the basis of relevant books of account and other evidence that they may deem relevant for said purposes.

#### **15. EFFECT OF NON-RECEIPT OF APPROVALS**

15.1. In the event that the Scheme is not sanctioned by the NCLT or in the event any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, the Promoters shall bear the cost, charges and expenses in connection with the Scheme unless otherwise mutually agreed.

15.2. The non – receipt of any sanctions or approvals for a particular asset or liability forming part of the Amalgamating Companies getting transferred pursuant to this Scheme, shall not affect the effectiveness of the respective section of the Scheme, if the Boards of Directors of the Amalgamating Companies and/or Amalgamated Company so decide. In the event of non – receipt of approval of any lender / creditor for the transfer of any liability, then at the option of the Boards of Directors of the Amalgamating Companies, it may issue a security / recognize a liability in favour of Amalgamated Company on the same terms. The transfer of such asset or liability shall become effective from the Appointed Date as and when the said requisite approvals are received or aforesaid liability being recognized / security being issued and the provisions of the Scheme shall apply appropriately to the said transfer / issue / recognition.

#### **16. COSTS, CHARGES & EXPENSES**

16.1. Except as otherwise expressly provided in the Scheme, the Promoters shall pay the costs, charges and expenses in connection with the Scheme, including the stamp duty, if any, in relation to the Scheme within 30 (thirty) days.

16.2. Upon the Scheme becoming effective all taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Amalgamating Companies and Amalgamated Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Promoters.

#### **17. INDEMNIFICATION**

The Promoters shall indemnify the Amalgamated Company and keep Amalgamated Company indemnified for any and all contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be made or instituted by any third party (ies) including Governmental Authorities on Amalgamated Company and are directly relatable to Amalgamating Company 1 and Amalgamating Company 2 or which may devolve on Amalgamated Company on account of this amalgamation. The Promoters shall secure, deposit or pay, as the case may be, any legal demand raised by the Governmental Authority within the time frame provided therein.

#### **18 MISCELLANEOUS**

If any part of this Scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Amalgamating Companies and Amalgamated Company that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to Amalgamating Companies and/or Amalgamated Company, in which case the Amalgamating Companies and Amalgamated Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Amalgamating Companies and Amalgamated Company the benefits and obligations of the Scheme, including but not limited to such Part.

**SSPA & CO.**

*Chartered Accountants*

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**STRICTLY PRIVATE & CONFIDENTIAL**

Date: March 22, 2017

**The Board of Directors**

**NIIT Limited**

1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,

Guru Ravidas Marg, Kalkaji,

New Delhi 110019.

**The Board of Directors**

**Global Consultancy and Investment Private Limited**

1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,

Guru Ravidas Marg, Kalkaji,

New Delhi 110019.

**The Board of Directors**

**PIPL Management Consultancy and Investment Private Limited**

1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,

Guru Ravidas Marg, Kalkaji,

New Delhi 110019.

**Re: Valuer's Report on Share Entitlement Ratio for the purpose of proposed amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited into NIIT Limited.**

Dear Sirs,

We have been requested by the management of NIIT Limited (hereinafter referred to as "NIIT"), PIPL Management Consultancy and Investment Private Limited (hereinafter referred to as "PMPL") and Global Consultancy and Investment Private Limited (hereinafter referred to as "GCPL") to recommend a share entitlement ratio for the proposed amalgamation of PMPL and GCPL into NIIT. NIIT, PMPL and GCPL are hereinafter collectively referred to as the "Companies".

**1. SCOPE AND PURPOSE OF THIS REPORT**

- 1.1. We have been given to understand that in order to inter alia simplify the shareholding structure and reduce shareholding tiers for the promoters of NIIT, it is proposed that PMPL and GCPL will amalgamate into NIIT (hereinafter referred to as the "Amalgamation") in accordance with the provisions of sections 230 to 232 and other applicable provisions of the



Companies Act, 2013 (hereinafter referred to as the "Scheme"). Subject to necessary approvals, PMPL and GCPL would be merged with NIIT, with effect from closing hours of March 31, 2017 (hereinafter referred to as the "Appointed Date").

- 1.2. In this regard, we have been requested to recommend a share entitlement ratio for the proposed amalgamation of PMPL and GCPL into NIIT.

## 2. BRIEF BACKGROUND OF THE COMPANIES

### 2.1. NIIT LIMITED

2.1.1. NIIT, established in 1981, is one of the global leader in skills and talent development, offers multi-disciplinary learning management and training delivery solutions to corporations, institutions, and individuals in over 40 countries. NIIT has three main lines of business across the globe - Corporate Learning Group, Skills and Careers Group and School Learning Group.

- **Corporate Learning Group (CLG)** offers Managed Training Services (MTS) to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of MTS includes custom curriculum design and content development, learning administration, learning delivery, strategic sourcing, learning technology, and advisory services.
- **Skills and Careers Group (SNC)** delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including banking, finance & insurance, retail sales enablement, management education, multi-sectoral vocational skills, digital media marketing, and programs in digital transformation technologies. These programs are delivered through a hybrid combination of the 'Cloud Campus' online platform, satellite-based 'Synchronous Learning Technology' and a physical network of hundreds of learning centers in India, China, and select markets in Asia & Africa. The flagship multi-disciplinary course offerings include the industry-endorsed GNIIT – Digital Transformation program and a set of DigiNxt Programs for students from different streams, apart from a wide range of specialist short duration programs. The Training.com learning platform, is an NIIT initiative for advanced career programs, which are delivered live by industry experts in



an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. NIIT has also introduced - **StackRoute™**, an initiative to produce the world's best full stack programmers.

- **School Learning Group (SLG)**, for its K-12 school learning initiative, is providing technology based learning to around 2,000 private schools across India, reaching out to more than a million students. The futuristic NIIT nGuru range of learning solutions for schools comprises Interactive Classrooms with digital content, technology-driven math lab, it wizard programs and quick school - an education resource planning software.

2.1.2. The equity shares of NIIT are listed on BSE Limited and National Stock Exchange of India Limited.

2.1.3. We have been informed that the promoters hold approximately 34.18% of equity share capital of NIIT as on March 20, 2017.

## 2.2. PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED

2.2.1. PMPL is a private limited company and was incorporated on March 31, 2016. PMPL is a promoter group company of NIIT. Apart from holding shares of NIIT, PMPL is also engaged in the business of providing consultancy services.

2.2.2. PMPL holds 2,53,66,521 equity shares of INR 2 each fully paid up being approximately 15.30% of the total share capital of NIIT.

## 2.3. GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED

2.3.1. GCPL is a private limited company and was incorporated on March 1, 2016. GCPL is a promoter group company of NIIT. Apart from holding shares of NIIT, GCPL is also engaged in the business of providing consultancy services.

2.3.2. GCPL holds 2,59,15,838 equity shares of INR 2 each fully paid up being approximately 15.64% of the total share capital of NIIT.

## 3. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Projected balance sheet of PMPL and GCPL as on March 31, 2017 as provided by the management of PMPL and GCPL respectively.



- (b) Draft Scheme of Amalgamation between NIIT, PMPL and GCPL under section 230 to 232 and other applicable provisions of the Companies Act 2013.
- (c) Such other information and explanations as we required and which have been provided by the management of the Companies.

#### 4. LIMITATIONS

- 4.1. Our recommendation is dependent upon the information furnished to us being complete in all material respects.
- 4.2. This report has been prepared for the Board of Directors of the Companies solely for the purpose of recommending a share entitlement ratio for the proposed Amalgamation of PMPL and GCPL into NIIT.
- 4.3. The information contained herein and our report is absolutely confidential. It is intended only for the sole use and information of the Companies, and only in connection with the proposed Amalgamation as aforesaid including for the purpose of obtaining requisite approvals. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed Amalgamation as aforesaid, can be done only with our prior permission in writing.

#### 5. BASIS FOR DETERMINATION OF RATIO

- 5.1. As informed earlier, PMPL and GCPL hold 2,53,66,521 and 2,59,15,838 equity shares in NIIT respectively. As per the Scheme, upon Amalgamation of PMPL and GCPL into NIIT, the shareholders of PMPL and GCPL would be entitled to the same number of shares of NIIT which they own on the effective date of the proposed merger indirectly through their holding in PMPL and GCPL respectively. Pursuant to the Amalgamation, there would be no change in the paid-up capital of NIIT. Considering that same number of shares are being issued and there would be no impact on shareholding of other shareholders of NIIT, we have thought fit not to undertake valuation of shares of the Companies.
- 5.2. We have been further informed that the promoters of NIIT shall pay all costs, charges, taxes including stamp duties, levies and all other expenses arising out of or incurred in connection



**SSPA & CO.**  
*Chartered Accountants*

with implementation the Scheme and matters incidental thereto shall be borne by the promoters of NIIT. Thus NIIT will not bear any expenses pursuant to the Amalgamation.

**6. RECOMMENDED RATIO**

6.1. Based on above, we recommend a share entitlement ratio as follows:

- 2,53,66,521 equity shares (face value of INR 2 each) of NIIT to be issued and allotted to the equity shareholders of PMPL for 91,000 fully paid equity shares (face value of INR 10 each) of PMPL in event of amalgamation of PMPL into NIIT
- 2,59,15,838 equity shares of NIIT (face value of INR 2 each) to be issued and allotted to the equity shareholders of GCPL for 91,000 fully paid equity shares (face value of INR 10 each) of GCPL in event of amalgamation of GCPL into NIIT

6.2. We believe that the above ratio is fair and equitable considering that all the shareholders of PMPL and GCPL are and will, upon Amalgamation, remain ultimate beneficial owners in NIIT in the same ratio (inter-se) as they hold shares prior to the Amalgamation and that the interest of other shareholders in NIIT remains unaffected.

Thanking you,  
Yours faithfully,

*SSPA & Co*

**SSPA & CO.**  
**Chartered Accountants**  
Firm registration number: 128851W



Signed by **Parag Ved, Partner**  
Membership No. 102432

Place: Mumbai



**FORTRESS****STRICTLY PRIVATE & CONFIDENTIAL**

March 23, 2017

To,  
**The Board of Directors**  
**NIIT Limited**  
 1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
 Guru Ravidas Marg,  
 Kalkaji, South Delhi,  
 New Delhi 110019.

**The Board of Directors**  
**PIPL Management Consultancy and Investment Private Limited**  
 1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
 Guru Ravidas Marg, Kalkaji,  
 New Delhi 110019.

**The Board of Directors**  
**Global Consultancy and Investment Private Limited**  
 1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
 Guru Ravidas Marg, Kalkaji,  
 New Delhi 110019.

**Sub: Fairness Opinion on Share Entitlement Ratio in connection with the proposed amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Private Consultancy and Investment Private Limited into NIIT Limited under a Scheme of Amalgamation.**

Dear Sir(s),

We refer to our discussion wherein the management of NIIT Limited (hereinafter referred to as "NIIT" or "Company"), PIPL Management Consultancy and Investment Private Limited (hereinafter referred to as "PMPL") and Global Consultancy and Investment Private Limited (hereinafter referred to as "GCPL") has requested Fortress Capital Management Services Private Limited, a SEBI Registered Category I Merchant Banker to give a fairness opinion on the share entitlement ratio recommended by SSPA & Co., Chartered Accountant in connection with the amalgamation of PMPL and GCPL with NIIT under a Scheme of Amalgamation. NIIT, PMPL and GCPL are hereinafter collectively referred to as the "Companies".

#### **1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT**

1.1 We have been given to understand that in order to inter alia simplify the shareholding structure of NIIT and reduce shareholding tiers for the promoters of NIIT, it is proposed that PMPL and GCPL will amalgamate into NIIT (hereinafter referred to as the "Amalgamation") in accordance with the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Subject to necessary approvals, PMPL



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CIN : U67120MH2004PTC145815

**FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.**

Daryanagar House, 2nd Floor, 69, Maharashtra Koye Road, Marine Lines, Mumbai - 400 002, INDIA  
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and GCPL would amalgamate with NIIT, with effect from appointed date of closing hours of March 31, 2017 (hereinafter referred to as the "Appointed Date").

## 1.2 NIIT LIMITED.

1.2.1 NIIT is a Public Limited Company and was incorporated under the provisions of the Companies Act, 1956. NIIT, established in 1981, is one of the global leader in skills and talent development, offers multi-disciplinary learning management and training delivery solutions to corporations, institutions, and individuals in over 40 countries. NIIT has three main lines of business across the globe - Corporate Learning Group, Skills and Careers Group and School Learning Group.

1.2.2 The equity shares of NIIT are listed on BSE Limited and National Stock Exchange of India Limited.

1.2.3 We have been informed that as on March 20, 2017, promoters hold approximately 34.18% of equity share capital of NIIT.

## 1.3 PMPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED

1.3.1 PMPL is a private limited company and was incorporated on March 31, 2016. PMPL is a promoter group company of NIIT. Apart from holding shares of NIIT, PMPL is also engaged in the business of providing consultancy services.

1.3.2 PMPL holds 2,53,66,521 equity shares of INR 2 each fully paid up being approximately 15.30% of the total share capital of NIIT.

## 1.4 GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED

1.4.1 GCPL is a private limited company and was incorporated on March 1, 2016. GCPL is a promoter group company of NIIT. Presently, Apart from holding shares of NIIT, GCPL is also engaged in the business of providing consultancy services.

1.4.2 GCPL holds 2,59,15,838 equity shares of INR 2 each fully paid up being approximately 15.64% of the total share capital of NIIT.

1.5 In this regard SSPA & Co. Chartered Accountants., (hereinafter referred to as "Valuer"), was appointed to recommend the share entitlement ratio in connection with the proposed amalgamation of PMPL and GCPL with NIIT.

1.6 Accordingly, we have been appointed to give a fairness opinion on the share entitlement ratio recommended by Valuer in connection with the proposed amalgamation of PMPL and GCPL with NIIT under the Scheme of Amalgamation.



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**FORTRESS**

- 1.7 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

## 2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation between NIIT, PMPL and GCPL under section 230 to 232 of the Companies Act, 2013.
- (b) Projected balance sheet of PMPL and GCPL as on March 31, 2017 as provided by the management of PMPL and GCPL respectively.
- (c) Report dated March 22, 2017 issued by Valuer.
- (d) Such other information and explanations as we required and which have been provided by the management of NIIT, PMPL, GCPL and Valuer.

## 3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.
- 3.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement.
- 3.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- 3.8 We do not express any opinion as to the price at which shares of the Transferee Company may trade at any time, including subsequent to the date of this opinion.
- 3.9 This certificate has been issued for the sole purpose to facilitate the Companies to comply with SEBI (Listing Obligations and Disclosure Requirement) and SEBI Circlar No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 it shall not be valid for any other purpose.



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#### 4. BASIS FOR SHARE ENTITLEMENT RATIO

- 4.1 As mentioned earlier, PMPL and GCPL hold 2,53,66,521 and 2,59,15,838 equity shares in NIIT respectively. As per the Scheme of Amalgamation upon Amalgamation of PMPL and GCPL into NIIT, the shareholders of PMPL and GCPL would be entitled to the same number of shares of NIIT which they own on the effective date of the proposed amalgamation indirectly through their holding in PMPL and GCPL respectively. Pursuant to the Amalgamation, there would be no change in the paid-up capital of NIIT.
- 4.2 We have been further informed that the promoters of NIIT shall pay all costs, charges, taxes including stamp duties, levies and all other expenses arising out of or incurred in connection with implementation of Scheme of Amalgamation and matters incidental thereto. Thus NIIT will not bear any expenses pursuant to the Amalgamation.

#### 5. CONCLUSION

- 5.1 Based on the above the Valuer has recommended the following share entitlement ratios:
- 2,53,66,521 equity shares (face value of INR 2 each) of NIIT to be issued and allotted to the equity shareholders of PMPL for 91,000 fully paid equity shares (face value of INR 10 each) of PMPL in event of amalgamation of PMPL into NIIT
  - 2,59,15,838 equity shares (face value of INR 2 each) of NIIT to be issued and allotted to the equity share holders of GCPL for 91,000 fully paid equity shares (face value of INR 10 each) of GCPL in event of amalgamation of GCPL into NIIT
- 5.2 **On the basis of the foregoing and based on the information and explanation provided to us, in our opinion, considering that all the shareholders of PMPL and GCPL are and will, upon Amalgamation, remain ultimate beneficial owners in NIIT in the same ratio (inter-se) as they hold shares prior to the Amalgamation and that the interest of other shareholders in NIIT remains unaffected, share entitlement ratios recommended by Valuer are fair and reasonable.**

Thanking you,

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.

*Hitem. m. 3/11*  
Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146



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CIN : U67120MH2004PTC145815

**FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.**

Daryanagar House, 2nd Floor, 69, Marathi Karve Road, Marine Lines, Mumbai - 400 002, INDIA

Tel.: +91 (22) 2200 7973 / 74 / 75 / 76 • Fax : +91 (22) 2203 1609 • E-mail : fortress@fortress.co.in • Website : www.fortress.co.in

April 19, 2017

The Secretary  
**Bombay Stock Exchange Limited**  
 Corporate Relationship Department  
 1<sup>st</sup> Floor, New Trading Ring,  
 Rotunda Building  
 Phiroze Jeejeebhoy Towers, Dalal Street,  
 Mumbai-400 001

The Secretary  
**National Stock Exchange of India Ltd**  
 Exchange Plaza  
 5<sup>th</sup> Floor, Plot no C/1, G Block  
 Bandra Kurla Complex  
 Bandra (East)  
 Mumbai 400 051,

**Sub: Submission of Complaint Report as per SEBI Circular No. CFD/DIL/CIR/2017/21 dated March 10, 2017 for the proposed Scheme of Amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited**  
**Scrip Code : BSE – 500304; NSE – NIITLTD**

Dear Sir,

This is in reference to our application under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of **PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited**. In accordance with SEBI Circular No. CFD/DIL/CIR/2017/21 dated March 10, 2017, please find enclosed the Complaints Report in the format prescribed, indicating "NIL" complaints received on the Scheme during the period of 21 days from the date of hosting of the draft scheme and other documents on the website of the Stock Exchange i.e. March 28, 2017 and up to April 18, 2017.

Also, note that the Complaint Report is being uploaded on the website of the Company at <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>, as required under the said SEBI circular.

We request you to please take the same on record and provide us the in-principle approval/no objection letter for the abovementioned Scheme of Amalgamation.

Thanking you,

Yours faithfully,  
 For NIIT Limited

  
**Deepak Bansal**  
 Company Secretary &  
 Compliance Officer



Encls: a/a

**Complaints Report**

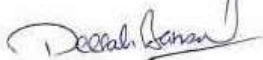
**Part A**

Sr. No	Particulars	Number
1	Number of complaints received directly	Nil
2	Number of complaints forwarded by Stock Exchanges	Nil
3	Total number of complaints/comments received (1+2)	Nil
4	Number of complaints resolved	Not applicable
5	Number of complaints pending	Not applicable

**Part B**

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
Not Applicable			

For NIIT Limited



**Deepak Bansal**  
**Company Secretary &**  
**Compliance Officer**





Ref: NSE/LIST/11098

June 28, 2017

The Company Secretary  
NIIT Limited  
NIIT House  
8, Balaji Estate, First Floor  
Guru Ravi Das Marg, Kalkaji  
New Delhi – 110 019

**Kind Attn.: Mr. Deepak Bansal**

Dear Sir,

**Sub: Observation Letter for Draft Scheme of Amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited**

We are in receipt of the draft scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited and their respective shareholders and creditors, filed by NIIT Limited vide application dated March 27, 2017.

Based on our letter reference no Ref: NSE/LIST/6598 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated June 28, 2017, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall ensure that applicable information pertaining to unlisted companies PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited is included in the format specified for abridged prospectus as specified in the circular.*
- c. *The Company shall duly comply with various provisions of the Circulars.*
- d. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- e. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.



Continuation Sheet

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from June 28, 2017, within which the scheme shall be submitted to NCLT. Further, pursuant to the above SEBI circular, upon sanction of the Scheme by the NCLT, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the NCLT;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Report on Complaints as per Annexure III of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Yours faithfully,  
For **National Stock Exchange of India Ltd.**

Divya Poojari  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)



DCS/AMAL/ST/R37/839/2017-18

June 29, 2017

The Company Secretary  
 NIIT LTD  
 8, Balaji Estate, First Floor, Guru Ravi Das Marg,  
 Kalkaji, New Delhi ,Delhi ,110019

Sir,

**Sub: Observation letter regarding the Draft Scheme of Amalgamation PIPL Management Consultancy and Investment Private Limited and Global consultancy and Investment Private Limited with NIIT Ltd and their respective shareholders and creditors.**

We are in receipt of Draft Scheme of Arrangement between PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Ltd and their respective shareholders and creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated June 28, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall duly comply with various provisions of the Circulars."
- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- Company shall ensure that applicable information pertaining to unlisted entities PIPL and GCPL is included in the format specified for abridged prospectus as specified in the Circular.
- The letter dated April 21, 2017 (copy enclosed) of the Company w.r.t. applicability of the pricing provisions of ICDR may be disclosed on the Company website. The clarification of the Company in the said letter will be treated as sufficient compliance of para 8 of the circular w.r.t. pricing provisions of chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

: 2 :

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
Nithin Pujari  
Manager

**REPORT UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF NIIT LIMITED AT ITS MEETING HELD ON JULY 28, 2017 EXPLAINING EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

The board of directors ("**Board**") of NIIT Limited ("**Amalgamated Company**" / "**Company**" / "**NIIT**") at its board meeting held on March 24, 2017 has approved the Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable laws amongst PIPL Management Consultancy and Investment Private Limited ("**Amalgamating Company 1**") and Global Consultancy and Investment Private Limited ("**Amalgamating Company 2**") and Amalgamated Company and their respective shareholders and creditors (**the "Scheme"**). The Scheme is subject to requisite approval(s) of the National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

While deliberating on the Scheme, the Board of the Company had, *inter alia*, considered the following:

- Draft Scheme;
- Report on the Share Entitlement dated 22 March 2017 issued by SSPA & Co., Chartered Accountants recommending the share entitlement ratio for issuance of Equity Shares by the Amalgamated Company to the shareholders of the Amalgamating Company 1 and Amalgamating Company 2 ("**Share Entitlement Report**");
- Fairness Opinion dated March 23, 2017 as obtained from M/S. Fortress Capital Management Services Private Limited., a SEBI registered Category I merchant banker ("**Fairness Opinion**"); and
- Report of the Audit Committee.

After considering the documents referred above, the Board of NIIT Limited approved the draft Scheme.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors of the Amalgamated Company explaining effect of Scheme on each class of shareholders, Key Managerial Personnel (KMP), Promoters and non-promoter shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may

be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting.

Accordingly, as per Section 232(2)(c) of the Companies Act, 2013, the Board of NIIT in its meeting held on July 28, 2017 took on record the following impact of the Scheme on equity shareholders, KMPs, Promoters and non-promoter shareholders of the Company:

- ❖ The amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the promoter's direct engagement with the Amalgamated Company;
- ❖ The amalgamation is undertaken pursuant to a succession planning of the promoters intended to streamline the promoter's shareholding in the Amalgamated Company, inter alia held through Amalgamating Company 1 and Amalgamating Company 2;
- ❖ There would be no change in the aggregate promoters' shareholding in the Amalgamated Company. All costs and charges arising out of the Scheme shall be borne by the promoters;
- ❖ The Scheme further provides that in terms of Clause 5.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 with the Amalgamated Company, the Amalgamated Company shall issue equal number of shares i.e. 2,53,66,521 Equity Shares of Rs. 2 each to the shareholders of Amalgamating Company 1 in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 1.
- ❖ The Scheme further provides that in terms of Clause 5.2 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 2 with the Amalgamated Company, the Amalgamated Company shall issue equal number of shares i.e. 2,59,15,838 Equity Shares of Rs. 2 each to the shareholders of Amalgamating Company 2 in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 2.
- ❖ All equity shares held by the Amalgamating Company 1 (i.e. 2,53,66,521 equity shares) and Amalgamating Company 2 (i.e. 2,59,15,838 equity shares) in the share capital of the Amalgamated Company as on the Effective Date, shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.
- ❖ New Equity shares of the Amalgamating Company issued in terms of Clause 5.1 and 5.2 of this Scheme will be listed for trading on the stock exchanges where the shares of Amalgamated Company are listed.

- ❖ The Share Entitlement Report dated March 22, 2017, issued by SSPA & Co., Chartered Accountants, recommending the share entitlement ratio for issuance of equity shares by the Amalgamated Company to the shareholders of Amalgamating Company 1 and Amalgamating Company 2, does not mention any special difficulties faced in the valuation.
- ❖ The National Stock Exchange vide its letter dated June 28, 2017 has accorded its approval/ no objection to the Scheme and the BSE Limited vide its letter dated June 29, 2017 has accorded its approval/ no objection to the Scheme.
- ❖ Pre-amalgamation and post-amalgamation shareholding pattern of the Amalgamated Company (as per shareholding pattern on June 30, 2017) based on the agreed share entitlement ratio shall be as under :

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	Shareholding as a %	Total No. of shares held	Shareholding as a %
Promoter & Promoter Group (A)	5,66,96,835	34.18	5,66,96,835	34.18
Institutions	4,43,07,899	26.70	4,43,07,899	26.70
Non – Institutions	6,48,85,117	39.12	6,48,85,117	39.12
Total Public (B)	10,91,93,016	65.82	10,91,93,016	65.82
Total (A+B)	16,58,89,851	100.00	16,58,89,851	100.00

\*Including Pawar Family Trust, Thadani Family Trust, Amalgamating Company 1 and Amalgamating Company 2

- ❖ Pawar Family Trust, through Mr. Rajendra S Pawar as trustee, holds entire equity share capital of the Amalgamating Company 1. Amalgamating Company 1 holds 2,53,66,521 equity shares in Amalgamated Company. Mr. Rajendra S Pawar is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Pawar Family Trust shall become direct shareholder of Amalgamated Company.
- ❖ Thadani Family Trust, through Mr. Vijay K Thadani as trustee, holds entire equity share capital of the Amalgamating Company 2. Amalgamating Company 2 holds 2,59,15,838 equity shares in Amalgamated Company. Mr. Vijay K Thadani is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Thadani Family Trust shall become direct shareholder of Amalgamated Company.

Save as otherwise disclosed above, none of the directors or KMPs or their relatives, except being shareholder of the companies involved in the Scheme, is concerned, or interested financially or otherwise in the Scheme.

There will be no adverse effect of the said Scheme on the Equity Shareholders (the only class of shareholders), Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Company.

**For NIIT Limited**



**Director**

**PLACE: New Delhi**

**DATE: July 28, 2017**

**PIPL Management Consultancy and Investment Pvt. Ltd.**

Regd. Office : First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji

New Delhi - 110019 Tel.: +91 - 11 - 40547920

CIN : U74999DL2016PTC291905 E-Mail : mail@paceindia.com

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED AT ITS MEETING HELD ON JULY 28, 2017, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

The Board of Directors ("**Board**") of PIPL Management Consultancy and Investment Private Limited ("**Amalgamating Company 1**"), at its board meeting held on March 24, 2017, has approved the Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable laws amongst Amalgamating Company 1, Global Consultancy and Investment Private Limited ("**Amalgamating Company 2**") and NIIT Limited ("**Amalgamated Company**") and their respective shareholders and creditors (**the "Scheme"**). The Scheme is subject to requisite approval(s) of the National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

The Board of the Company had considered and approved the draft Scheme of Amalgamation.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors of the Amalgamating Company 1 explaining the effect of scheme on each class of shareholders, Key Managerial Personnel (KMPs), Promoters and non-promoter shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting.

Accordingly, as per Section 232(2) (c) of the Companies Act, 2013, the Board of Amalgamating Company 1 in its meeting held on July 28, 2017 took on record the following impact of the Scheme on equity shareholders, KMPs, Promoters and non-promoter shareholders of the Amalgamating Company 1:

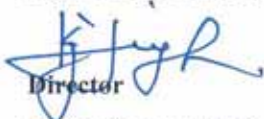
- ❖ The amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the promoter's direct engagement with the Amalgamated Company;
- ❖ The amalgamation is undertaken pursuant to a succession planning of the promoters intended to streamline the promoter's shareholding in the Amalgamated Company, *inter alia* held through Amalgamating Company 1 and Amalgamating Company 2;
- ❖ There would be no change in the aggregate promoters' shareholding in the Amalgamated Company. All costs and charges arising out of the Scheme shall be borne by the promoters;

- ❖ The Scheme further provides that in terms of Clause 5.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 with the Amalgamated Company, the Amalgamated Company shall issue equal number of shares i.e. 2,53,66,521 Equity Shares of Rs. 2 each to the shareholders of Amalgamating Company 1, in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 1.
- ❖ Pawar Family Trust, through Mr. Rajendra S Pawar as trustee, holds entire equity share capital of the Amalgamating Company 1. Amalgamating Company 1 holds 2,53,66,521 equity shares in Amalgamated Company. Mr. Rajendra S Pawar is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Pawar Family Trust shall become direct shareholder of Amalgamated Company.
- ❖ All equity shares held by the Amalgamating Company 1 (i.e. 2,53,66,521 equity shares) in the share capital of the Amalgamated Company as on the Effective Date, shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.
- ❖ Upon this Scheme becoming effective, the Amalgamating Company 1 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable.
- ❖ The Share Entitlement Report dated March 22, 2017, issued by SSPA & Co., Chartered Accountants, recommending the share entitlement ratio for issuance of equity shares by the Amalgamated Company to the shareholders of Amalgamating Company 1 and Amalgamating Company 2, does not mention any special difficulties faced in the valuation.

Save as otherwise disclosed above, none of the directors or KMPs or their relatives, except being shareholder of the companies involved in the Scheme, is concerned, or interested financially or otherwise in the Scheme.

There will be no adverse effect of the said Scheme on the Equity Shareholders (the only class of shareholders), Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Amalgamating Company 1.

For *PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED*

  
Director

PLACE: New Delhi

DATE: July 28, 2017



## Global Consultancy and Investment Pvt. Ltd.

Regd. Office : First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji  
 New Delhi - 110019 Tel.: +91 - 11 - 40547920  
 CIN : U74900DL2016PTC291957 E-Mail : mail@paceindia.com

### REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED AT ITS MEETING HELD ON JULY 28, 2017, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors (“Board”) of Global Consultancy and Investment Private Limited (“Amalgamating Company 2”), at its board meeting held on March 24, 2017, has approved the Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable laws amongst PIPL Management Consultancy and Investment Private Limited (“Amalgamating Company 1), Amalgamating Company 2 and NIIT Limited (“Amalgamated Company”) and their respective shareholders and creditors (the “Scheme”). The Scheme is subject to requisite approval(s) of the National Company Law Tribunal, Securities and Exchange Board of India, stock exchanges and other regulatory authorities.

The Board of the Company had considered and approved the draft Scheme of Amalgamation.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors of the Amalgamating Company 2 explaining the effect of scheme on each class of shareholders, Key Managerial Personnel (KMPs), Promoters and non-promoter shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting.

Accordingly, as per Section 232(2) (c) of the Companies Act, 2013, the Board of Amalgamating Company 2 in its meeting held on July 28, 2017 took on record the following impact of the Scheme on equity shareholders, KMPs, Promoters and non-promoter shareholders of the Amalgamating Company 2:

- ❖ The amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the promoter’s direct engagement with the Amalgamated Company;
- ❖ The amalgamation is undertaken pursuant to a succession planning of the promoters intended to streamline the promoter’s shareholding in the Amalgamated Company, *inter alia* held through Amalgamating Company 1 and Amalgamating Company 2;
- ❖ There would be no change in the aggregate promoters’ shareholding in the Amalgamated Company. All costs and charges arising out of the Scheme shall be borne by the promoters;

- ❖ The Scheme further provides that in terms of Clause 5.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 2 with the Amalgamated Company, the Amalgamated Company shall issue equal number of shares i.e. 2,59,15,838 Equity Shares of Rs. 2 each to the shareholders of Amalgamating Company 1, in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 2.
- ❖ Thadani Family Trust, through Mr. Vijay K Thadani as trustee, holds entire equity share capital of the Amalgamating Company 2. Amalgamating Company 2 holds 2,59,15,838 equity shares in Amalgamated Company. Mr. Vijay K Thadani is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Thadani Family Trust shall become direct shareholder of Amalgamated Company.
- ❖ All equity shares held by the Amalgamating Company 2 (i.e. 2,59,15,838 equity shares) in the share capital of the Amalgamated Company as on the Effective Date, shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.
- ❖ Upon this Scheme becoming effective, the Amalgamating Company 2 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable.
- ❖ The Share Entitlement Report dated March 22, 2017, issued by SSPA & Co., Chartered Accountants, recommending the share entitlement ratio for issuance of equity shares by the Amalgamated Company to the shareholders of Amalgamating Company 1 and Amalgamating Company 2, does not mention any special difficulties faced in the valuation.

Save as otherwise disclosed above, none of the directors or KMPs or their relatives, except being shareholder of the companies involved in the Scheme, is concerned, or interested financially or otherwise in the Scheme.

There will be no adverse effect of the said Scheme on the Equity Shareholders (the only class of shareholders), Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Amalgamating Company 2.

**For GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED**

  
Director

PLACE: New Delhi

DATE: July 28, 2017

**PIPL Management Consultancy and Investment Pvt. Ltd.**

Regd. Office : First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji  
New Delhi - 110019 Tel.: +91 - 11 - 40547920

CIN : U74999DL2016PTC291905 E-Mail : mail@paceindia.com

**Information about PIPL Management Consultancy and Investment Private Limited**

These information are in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the scheme of amalgamation between NIIT Limited ("Amalgamated Company") and PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited (hereinafter referred to as "Amalgamating Companies").

Name of the Company	:	PIPL Management Consultancy and Investment Private Limited	
CIN	:	U74999DL2016PTC291905	
Registered Office	:	First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	
Tel. No.	:	+91-11-40547920	
Fax No.	:	-	
Website	:	-	
Email ID	:	mail@paceindia.com	
Compliance Officer	:	Name	Mr. Kawaljit Singh
		Address	First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019
		Email ID	kawaljit@paceindia.com
		Contact No.	+91-11-40547920

**1. Background about the Company, its Business and Industry Overview:**

PIPL Management Consultancy and Investment Private Limited ('PMCIPL') bearing CIN U74999DL2016PTC291905 was incorporated as a private limited company on March 01, 2016 under the provisions of Companies Act, 2013. The registered office of the Company is situated at First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019. The Company is engaged in the business of consultancy services.

PMCIPL was incorporated as a wholly owned subsidiary of Pace Industries Private Limited which is a part of the Promoter/ Promoters group of NIIT Limited. Subsequent to specific SEBI Approval under regulation 11(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"), PMCIPL has allotted 90,000 shares to Pawar Family Trust (acting through its trustee Mr. Rajendra Singh Pawar) on March 10, 2017 through preferential allotment. Post the aforementioned transaction, Pace Industries Private Limited transferred the balance 1,000 shares in the Company to Pawar Family Trust. Presently, PMCIPL is beneficially held 100% by the Pawar Family Trust.

Business Overview

- i. PMCIPL is engaged in providing services as business consultant, management consultant, and to provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relation, scientific, technical, and other levies, statistical, accountancy, quality control and data processing whether in India or abroad.
- ii. To acquire and hold shares, debentures, debentures stock, shares stock, bonds, obligations and securities issued and guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued and guaranteed by any Government, Municipality, public body or other local authority.
- iii. To act as principal or agent, sub agents or consultants or otherwise deal in to attain above objects stated in paras (i)& (ii) above.

**2. Details about the Promoter(s) of the Company:**

S. No.	Name of the promoter(s)	Nature (Individual/Company/etc.)
i.	Pawar Family Trust (through its trustee Mr. Rajendra Singh Pawar) (including nominee shareholding)	Trust
ii.	Mr. Rajendra Singh Pawar	Individual
iii.	Mr. Rajendra Singh Pawar HUF	HUF
iv.	Neeti Pawar	Individual
v.	Pace Industries Private Limited	Company

If the promoter is Individual: Pawar Family Trust (through its trustee Mr. Rajendra Singh Pawar)

Name of the promoter	PAN	Educational Qualification	Experience in business or employment	List of Companies promoted	List of Companies in which person is Director	No. of shares held in the Company
Pawar Family Trust (through its trustee Mr.	AAMPP8907F	B. Tech	More than 34 years' experience in the business	Refer Annex-A	Refer Annex-B	90,999 Equity Shares (100.00%)

*KP*

Rajendra Singh Pawar)						
Mrs. Neeti Pawar	AAHPP0850G	B.A	More than 20 years	1) Pace Industries Pvt. Ltd. 2) PIPL Management Consultancy & Investment Pvt. Ltd. 3) PIPL Business Advisors & Investment Pvt. Ltd. 4) IT Infra. Dev.LC Corp. Pvt. Ltd. 5) Naya Bazaar Novelties Pvt. Ltd.	Naya Bazaar Novelties Pvt. Ltd.	1 Equity Share as nominee of Pawar Family Trust

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If the promoter is corporate entity:

Name of the promoter	CIN and PAN	Brief history of the Company and details of business operations	Name of promoters	Name of Directors	Any interest of promoters or directors in the Company
Pace Industries Private Limited	U74899DL1981PTC012587 AAACP0206C	The Company was incorporated on 4 <sup>th</sup> Nov, 1981 and is registered as a NBFC..	Rajendra Singh Pawar & Neeti Pawar	Rajendra Singh Pawar & Kawaljit Singh	None

**3. Details of Board of the Company:**

- Present Director(s)

Particulars	Details of Board of the Company
Name of Director	Kawaljit Singh
DIN	06543593
PAN	AAKPS7340H
Age	57 Years
Address	A1/257, First Floor, Janakpuri, N.Delhi-58
Qualification	Chartered Accountant
Experience	32 Years
Date of Appointment	March 01, 2016
Designation	Director
Date of Expiration of Current terms	NA
Number of Shares held in the Company	Nil
Other Directorships	- Pace Industries Private Limited;

	<ul style="list-style-type: none"> <li>- Global Solutions Private Limited;</li> <li>- NIIT Network Services Limited;</li> <li>- IT Infrastructure Development Corporation Private Limited;</li> <li>- Naya Bazaar Novelities Private Limited;</li> <li>- PIPL Business Advisors And Investment Private Limited;</li> <li>- Global Consultancy and Investment Private Limited; and</li> <li>- GSPL Advisory Services and Investment Private Limited</li> </ul>
Name of Director DIN PAN Age Address Qualification Experience Date of Appointment Designation Date of Expiration of Current terms Number of Shares held in the Company Other Directorships	Sanjiv Kataria 07481874 AAAPK1317Q 62 years 1293, Sector C-1, Vasant Kunj, N Delhi-70 MBA 30 Years March 31, 2016 Director NA Nil <ul style="list-style-type: none"> <li>- PIPL Business Advisors And Investment Private Limited;</li> <li>- Global Consultancy and Investment Private Limited; and</li> <li>- GSPL Advisory Services and Investment Private Limited</li> </ul>

- Past Director(s) : Not Applicable

Name	Address	DIN	Date of Appointment	Date of Cessation	Reason for Cessation
Dilip Kumar Chawla	B-201, Badhwar	07411141	01.03.2016	31.03.2016	Resignation u/s 168

*Handwritten signature/initials*

	Apartments, Plot-3, Sector-6, Dwarka, New Delhi – 110075				
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#### 4. Shareholding Structure of the Company:

The details of top ten shareholders of the Company are tabulated below:

S. No.	Name of the Shareholder	Number of shares (%) held in the Company
1.	Pawar Family Trust	90,999 (99.99%)
2.	Mrs. Neeti Pawar (holding as nominee on behalf of Pawar Family Trust)	1 (0.01%)

#### 5. Changes in the shareholding structure of Promoter(s) and Board of the Company:

The details of change in shareholding structure of Promoter(s) is mentioned below: No changes in the promoters and directors shareholding in the Company

Date	Name of the Promoter	Shares (%)	Cumulative Shares (%)	Change
As on the date of incorporation	Pace Industries Private Limited (PIPL)	1,000 (100%)	1,000 (100.00 %)	NA
10.03.2017	Pawar Family Trust	90,000 (98.91%)	91,000 (100.00%)	98.91%
10.03.2017	Pawar Family Trust (Purchased from PIPL)	1,000 (1.09%)	91,000 (100.00%)	1.09%
As on the date	Pawar Family Trust	91,000 (100.00%)	91,000 (100.00%)	

The Directors do not have any shareholding in the Company.

#### 6. Details of Group Company(ies)/ Subsidiary Company(ies)/ Joint venture(s):

Details of Group Companies:

Sr. No.	Name of the Group Company	Equity Share Capital (March 31, 2017)	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status





1.	PIPL Business Advisors And Investment Private Limited	510,000	22,237,595	21,600,520	Nil	Not Listed
2.	NIIT Limited	33,14,99,772	4,08,81,97,996	(5,06,96,253)	PIPL_MC IPL holds 2,53,66,521 equity shares of NIIT Limited	Listed

Total numbers of Subsidiary Company (ies)/ Joint ventures(s) are mentioned below:

No. of Subsidiary (ies)	Nil
No. of Joint Venture(s)	Nil

Details of Subsidiary (ies) Company which contribute more than 5% of revenue/profits/assets of the issuer company on consolidated basis in preceding financial year or the last period audited financial statements:

Sr. No.	Name of the Group Company	Equity Share Capital	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status
NA	NA	NA	NA	NA	NA	NA

Details of Joint Venture(s) which contribute more than 5% of revenue/profits/assets of the issuer company on consolidated basis in preceding financial year or the last period audited financial statements:

Sr. No.	Name of the Group Company	Equity Share Capital	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status
NA	NA	NA	NA	NA	NA	NA

*XP*

**7. Financial Structure of the Company:**

**7.1 Details of Capital Structure of the Company:**

The authorized share capital of the Company is 18,000,000 (Rupees One Crore and Eighty Lacs Only) representing 1,800,000 (Eighteen Lacs) Equity Shares of Rs. 10 each and the paid up share capital of the Company is Rs. 91,00,000 (Nine Lacs and Ten Thousand only) representing 91,000 (Ninety One Thousand) Equity shares of Rs. 10 each.

Details of capital structure of the Company						
Date of allotment	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees (promoters/ others)
	No.	%	No.	%		
As on 31.03.2016			1,000	100	Subscribers to MOA	Promoter
10.03.2017	90,000	98.91	91,000	100.00	Preferential allotment	Promoter
As on 31.03.2017			91,000	100.00		
As on date			91,000	100.00		

**7.2 Details of financial position of last three financial years:**

Particulars	Audited as on 31.03.2017	As per Last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2016-17	2015-16	2014-15	2013-14
Equity Paid up Capital	9,10,000	10,000	NA	NA
Reserves and surplus	100		NA	NA
Carry forward losses	(6,85,585)	(2,72,342)	NA	NA
Net Worth	2,24,515	(2,62,342)	NA	NA
Miscellaneous Expenditure	-	-	NA	NA
Secured Loans	-	-	NA	NA
Unsecured Loans	-	-	NA	NA
Fixed Assets	-	-	NA	NA

*Handwritten mark: XD*

Income from Operations	180,000	10,000	NA	NA
Total Income	180,000	10,000	NA	NA
Total Expenditure	7,16,567	2,82,342	NA	NA
Profit before Tax	(5,36,567)	(2,72,342)	NA	NA
Profit after Tax	(4,13,243)	(2,72,342)	NA	NA
Cash profit	(5,36,567)	(2,72,342)	NA	NA
EPS	(64.32)	(272.34)	NA	NA
Book value	2.47	(262.34)	NA	NA

*Notes:*

1. As the company was incorporated on March 01, 2016, the audited financials for last two years are not available.
2. Cash profit is calculated as: Profit after tax + Depreciation and amortization + Deferred Tax + Provision for doubtful debts, advances, unbilled revenue, inventory, interest receivable, security deposit, indirect tax under litigation+ Bad debts/advances/ inventory written off + Provision for investment/loans+ Forex (gain)/loss- liabilities written back- written back of provision for diminution in value of investment.

**7.3 Details of Material Related Party Transactions:**

Particulars	For the period ended as on March 31, 2017 (in Rs.)	For the year ended March 31, 2016 (in Rs.)
Gift of (2,53,66,521) shares received from Pace Industries Private Limited (Holding company) <sup>1</sup>	100	-
Reimbursement of professional expenses to Pace Industries Private Limited	17,175	252,330
Loan received from Pace Industries Private Limited	7,00,000	-
Repayment of Loan to Pace Industries Private Limited	7,00,000	-
Interest Expenses on loan from Pace Industries Private Limited	40,193	-

<sup>1</sup> During the year, the Company has received 2,53,66,521 Equity Shares of Rs. 2 each of NIIT Limited as gift from its Holding Company and the same are accounted at nominal value of Rs. 100.



7.4 Aggregate Number of shares for capitalization of Reserves or Profits: Not Applicable

7.5 Details of Revaluation of assets: Not Applicable

**8. Details of Material Penal Actions/Litigations:**

8.1 Details of material penal actions/ litigations against the Company: Not Applicable

8.2 Details of material penal actions/ litigations against the Promoters: Not Applicable

8.3 Details of material penal actions/ litigations against the Directors: Not Applicable

**9. Declarations:**

The Company, its promoters or its Directors are not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

I, Kawaljit Singh, Director of the Company do hereby confirm that all the information provided in the document is true and fair to the best of my knowledge and belief as on the date of document.

**For PIPL Management Consultancy and Investment Private Limited**

  
(Kawaljit Singh)  
Director

Place: New Delhi

Date: 31.07.2017

ANNEXURE-1

List of Companies promoted by Rajendra S Pawar

Sl No.	Name of the Companies
1	NIIT Limited
2	NIIT Technologies Limited
3	Pace Industries Private Limited
4	IT Infrastructure Development Corporation Private Limited
5	PIPL Business Advisors & Investment Private Limited
6	PIPL Management Consultancy & Investment Private Ltd.

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ANNEXURE-2List of Companies in which Rajendra S Pawar is a Director

SI No.	Name of the Companies	Nature of interest
<b>Public Limited Companies</b>		
1	NIIT Limited	Chairman and Member
2	NIIT Technologies Limited	Chairman & Managing Director
3	NIIT SmartServe Limited	Director & Member
4	ESRI India Technologies Limited	Director & Member
5	NIIT Network Services Limited	Member
<b>Private Limited Companies</b>		
6	Pace Industries Private Limited	Director & Member
7	IT Infrastructure Development Corporation Private Limited	Director & Member
<b>Section 8 Companies(Not for profit) as per Companies Act, 2013</b>		
8	NIIT Education Services	Director & Member
9	Indian School of Business	Director
10	Save the Children	Vice Chairman, Governing Council
<b>Foreign Companies</b>		
11	NIIT Technologies Inc., USA	Director
<b>Body Corporates</b>		
12	NIIT University	Member of Board of Management
13	Scindia School	Vice-President, Board of Governors
14	National Council of Applied Economic Research	Member, Board of Governors

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**Global Consultancy and Investment Pvt. Ltd.**

Regd. Office : First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji

New Delhi - 110019 Tel.: +91 - 11 - 40547920

CIN : U74900DL2016PTC291957 E-Mail : mail@paceindia.com

**Information about Global Consultancy and Investment Private Limited**

These information are in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the scheme of amalgamation between NIIT Limited ("Amalgamated Company") and PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited (hereinafter referred to as "Amalgamating Companies").

Name of the Company	:	Global Consultancy and Investment Private Limited								
CIN	:	U74900DL2016PTC291957								
Registered Office	:	First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019								
Tel. No.	:	+91-11-40547920								
Fax No.	:	-								
Website	:	-								
Email ID	:	mail@paceindia.com								
Compliance Officer	:	<table border="1"> <tr> <td>Name</td> <td>Mr. Kawaljit Singh</td> </tr> <tr> <td>Address</td> <td>First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019</td> </tr> <tr> <td>Email ID</td> <td>kawaljit@paceindia.com</td> </tr> <tr> <td>Contact No.</td> <td>+91-11-40547920</td> </tr> </table>	Name	Mr. Kawaljit Singh	Address	First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019	Email ID	kawaljit@paceindia.com	Contact No.	+91-11-40547920
	Name	Mr. Kawaljit Singh								
	Address	First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019								
	Email ID	kawaljit@paceindia.com								
Contact No.	+91-11-40547920									

**1. Background about the Company and its Business Overview:**

Global Consultancy and Investment Private Limited (GCIPL) bearing CIN U74900DL2016PTC291957 was incorporated as private limited company on March 01, 2016 under the provisions of Companies Act, 2013. The registered office of the Company is situated at First Floor, Plot No. 8, Balaji Estate, Guru Ravidass Marg, Kalkaji, New Delhi - 110019. GCIPL is primarily engaged in the business of consultancy services.

GCIPL was incorporated as a wholly owned subsidiary of Global Solutions Private Limited which is a part of the Promoter/ Promoters group of NIIT Limited. Subsequent to specific SEBI Approval under regulation 11(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"), GCIPL has allotted 90,000 shares to Thadani Family Trust (acting through its trustee Mr. Vijay Kumar Thadani) on March 10, 2017 through preferential allotment. Post the aforementioned preferential allotment, Global Solutions Private Limited transferred the entire shareholding of 1,000 shares in the Company to Thadani Family Trust. Presently, GCIPL is beneficially held 100% by the Thadani Family Trust.

**Business Overview**

- i. GCIPL is engaged in providing services as business consultant, management consultant, and to provide advisory services, training, consultancy in the field of information

technology, administrative, commercial, industrial, public relation, scientific, technical, and other levies, statistical, accountancy, quality control and data processing whether in India or abroad.

- ii. To acquire and hold shares, debentures, debentures stock, shares stock, bonds, obligations and securities issued and guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued and guaranteed by any Government, Municipality, public body or other local authority.
- iii. To act as principal or agent, sub agents or consultants or otherwise deal in to attain above objects stated in paras (i) & (ii) above.

**2. Details about the Promoter(s) of the Company:**

S. No.	Name of the promoter(s)	Nature (Individual/ Company/ etc.)
i.	Thadani Family Trust (through its trustee Mr. Vijay Kumar Thadani) (including nominee shareholding)	Trust
ii.	Vijay Kumar Thadani HUF	HUF
iii.	Renuka Vijay Thadani	Individual
iv.	Vijay Kumar Thadani	Individual
v.	Global Solutions Private Limited	Company

If the promoter(s) are Individual:

Name of the promoter	PAN	Educational Qualification	Experience in business or employment	List of Companies promoted	List of Companies in which person is Director	No. of shares held in the Company
Thadani Family Trust (through its trustee Mr. Vijay Kumar Thadani)	AAEPT0339F	B. Tech	More than 34 years' experience in the business	Refer Annex-A	Refer Annex-B	90,999 Equity Shares (100.00 %)
Renuka Vijay Thadani	AAAPT1051C	B. Com	More than 20 years	1) Global Solutions Pvt. Ltd.	None	1 Equity Share as nominee

*Handwritten signature*



				2) GSPL Advisory Services & Investment Pvt. Ltd.		of Thadani Family Trust
				3) Global Consultancy & Investment Pvt. Ltd.		

If the promoter is corporate entity:

Name of the promoter	CIN and PAN	Brief history of the Company and details of business operations	Name of promoters	Name of Directors	Any interest of promoters or directors in the Company
Global Solutions Private Limited	U74899DL1988PTC031541 AAACN0111A	The Company was incorporated on 5 <sup>th</sup> May, 1988 and is registered as an NBFC.	Vijay Kumar Thadani & Renuka Vijay Thadani	Vijay Kumar Thadani & Kawaljit Singh	None

**3. Details of Board of the Company:**

- Present Director(s)

Particulars	Details of Board of the Company
Name of Director	Kawaljit Singh
DIN	06543593
PAN	AAKPS7340H
Age	57 Years
Address	A1/257, First Floor, Janakpuri, N.Delhi-58
Qualification	Chartered Accountant
Experience	32 Years

Date of Appointment	March 01, 2016
Designation	Director
Date of Expiration of Current terms	NA
Number of Shares held in the Company	Nil
Other Directorships	<ul style="list-style-type: none"> <li>- Pace Industries Private Limited;</li> <li>- Global Solutions Private Limited;</li> <li>- NIIT Network Services Limited;</li> <li>- IT Infrastructure Development Corporation Private Limited;</li> <li>- Naya Bazaar Novelties Private Limited;</li> <li>- PIPL Management Consultancy and Investment Private Limited;</li> <li>- Global Consultancy and Investment Private Limited;</li> <li>- PIPL Business Advisors and Investment Private Limited; and</li> <li>- GSPL Advisory Services and Investments Private Limited</li> </ul>
Name of Director	Sanjiv Kataria
DIN	07481874
PAN	AAAPK1317Q
Age	62 years
Address	1293, Sector C-1, Vasant Kunj, N Delhi-70
Qualification	MBA
Experience	30 Years
Date of Appointment	March 31, 2016
Designation	Director
Date of Expiration of Current terms	NA
Number of Shares held in the Company	Nil
Other Directorships	<ul style="list-style-type: none"> <li>- PIPL Management Consultancy and Investment Private Limited;</li> <li>- Global Consultancy and Investment Private Limited;</li> <li>- PIPL Business Advisors and Investment Private Limited; and</li> </ul>



	- GSPL Advisory Services and Investments Private Limited
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- Past Director(s):

Name	Address	DIN	Date of Appointment	Date of Cessation	Reason for Cessation
Dilip Kumar Chawla	B-201, Badhwar Apartments, Plot-3, Sector-6, Dwarka, New Delhi – 110075	07411141	01.03.2016	31.03.2016	Resignation u/s 168

**4. Shareholding Structure of the Company:**

The details of top ten shareholders of the Company are tabulated below:

S. No.	Name of the Shareholder	Number of shares (%) held in the Company
1.	Thadani Family Trust	90,999 (99.99%)
2.	Renuka Vijay Thadani (holding as nominee on behalf of Thadani Family Trust)	1 (0.01%)

**5. Changes in the shareholding structure of Promoter(s) and Board of the Company:**

The details of change in shareholding structure of Promoter(s) is mentioned below:

Date	Name of the Promoter	Shares (%)	Cumulative Shares (%)	Change
As on the date of incorporation	Global Solutions Pvt. Ltd.(GSPL)	1,000 (100%)	1,000 (100%)	NA
10.03.2017	Thadani Family Trust	90,000 (98.91%)	91,000 (100.00%)	98.91%
10.03.2017	Thadani Family Trust (Purchased from GSPL)	1,000 (1.09%)	91,000 (100.00%)	1.09%
As on Date	Thadani Family Trust	91,000 (100%)	91,000 (100.00%)	



The Directors do not have any shareholding in the Company.

**6. Details of Group Company(ies)/ Subsidiary Company(ies)/ Joint venture(s):**

Details of Group Companies:

Sr. No.	Name of the Group Company	Equity Share Capital (March 31, 2017)	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status
1.	GSPL Advisory Services and Investment Private Limited	510,000	22,240,095	21,599,668	Nil	Not Listed
2.	NIIT Limited	331,499,772	4,088,197,996	(50,696,253)	GCIPL holds 2,59,15,838 equity shares of NIIT Limited	Listed

Total numbers of Subsidiary Company (ies)/ Joint ventures(s) are mentioned below:

No. of Subsidiary (ies)	Nil
No. of Joint Venture(s)	Nil

Details of Subsidiary (ies) Company which contribute more than 5% of revenue/profits/assets of the issuer company on consolidated basis in preceding financial year or the last period audited financial statements:

Sr. No.	Name of the Group Company	Equity Share Capital	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status
NA	NA	NA	NA	NA	NA	NA

Details of Joint Venture(s) which contribute more than 5% of revenue/profits/assets of the issuer company on consolidated basis in preceding financial year or the last period audited financial statements:

Sr. No.	Name of the Group Company	Equity Share Capital	Turnover for the previous Financial Year	Profit after Tax for the previous Financial Year	Shareholding held in the Group Company	Listing Status
NA	NA	NA	NA	NA	NA	NA

## 7. Financial Structure of the Company:

### 7.1 Details of Capital Structure of the Company:

The authorized share capital of the Company is Rs. 18,000,000 (Rupees One Crore and Eighty Lacs Only) representing 1,800,000 (Eighteen Lacs) Equity shares of Rs. 10 each and the paid up share capital of the Company is Rs. 910,000 (Rupees Nine Lacs and Ten Thousand Only) representing 91,000 Equity shares of Rs. 10 each.

Details of capital structure of the Company						
Date of allotment	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees
	No.	%	No.	%		
As on 31.03.2016			1,000		Subscribers to MOA	Promoter
10.03.2017	90,000	98.91	91,000	100	Preferential allotment	Promoter
As on 31.03.2017			91,000	100		
As on date			91,000	100		

### 7.2 Details of financial position of last three financial years:

Particulars	Audited as on 31.03.2017	As per Last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2016-17	2015-16	2014-15 <sup>1</sup>	2013-14 <sup>1</sup>
Equity Paid up Capital	910,000	10,000	NA	NA
Reserves and surplus	100	Nil	NA	NA
Carry forward losses	(729,649)	(275,898)	NA	NA



Net Worth	180,451	(265,898)	NA	NA
Miscellaneous Expenditure	-	-	NA	NA
Secured Loans	-	-	NA	NA
Unsecured Loans	-	-	NA	NA
Fixed Assets	-	-	NA	NA
Income from Operations	180,000	10,000	NA	NA
Total Income	180,000	10,000	NA	NA
Total Expenditure	776,778	285,898	NA	NA
Profit before Tax	(596,778)	(275,898)	NA	NA
Profit after Tax	(453,751)	(275,898)	NA	NA
Cash profit <sup>2</sup>	(596,778)	(275,898)	NA	NA
EPS	(70.63)	(275.90)	NA	NA
Book value	1.98	(265.90)	NA	NA

*Notes:*

1. As the company was incorporated on March 01, 2016, the audited financials for last two years are not available.
2. Cash profit is calculated as: Profit after tax + Depreciation and amortization + Deferred Tax + Provision for doubtful debts, advances, unbilled revenue, inventory, interest receivable, security deposit, indirect tax under litigation+ Bad debts/advances/ inventory written off + Provision for investment/loans+ Forex (gain)/loss- liabilities written back- written back of provision for diminution in value of investment.

**7.3 Details of Material Related Party Transactions:**

Particulars	For the period ended as on March 31, 2017 (in Rs.)	For the year ended March 31, 2016 (in Rs.)
Gift of (25,915,838) shares of NIIT Limited received from Global Solutions Private Limited (Holding Company) <sup>1</sup>	100	-
Loan received from Global Solutions Private Limited	700,000	-

<sup>1</sup> During the year, the Company has received 25,915,838 Equity Shares of Rs. 2 each of NIIT Limited as gift from its Holding Company and the same are accounted at nominal value of Rs. 100.

Repayment of Loan to Global Solutions Private Limited	700,000	-
Reimbursement of professional expenses to Global Solutions Private Limited	17,175	252,330
Interest Expenses on loan from Global Solutions Private Limited	37,800	-

7.4 Aggregate Number of shares for capitalization of Reserves or Profits: Not Applicable

7.5 Details of Revaluation of assets: Not Applicable

**8. Details of Material Penal Actions/Litigations:**

8.1 Details of material penal actions/ litigations against the Company: Not Applicable

8.2 Details of material penal actions/ litigations against the Promoters: Not Applicable

8.3 Details of material penal actions/ litigations against the Directors: Not Applicable

**9. Declaration**

The Company, its promoters or its Directors are not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

I, Kawaljit Singh, Director of the Company do hereby confirm that all the information provided in the document is true and fair to the best of my knowledge and belief as on the date of document.

**For Global Consultancy and Investment Private Limited**



(Kawaljit Singh)

Director

Place: New Delhi

Date: 31<sup>st</sup> July, 2017

**ANNEXURE-1**

<b>List of Companies promoted by Vijay Kumar Thadani</b>	
<b>Sl No.</b>	<b>Name of the Companies</b>
1	NIIT Limited
2	NIIT Technologies Limited
3	NIIT Institute of Finance Banking and Insurance Training Limited
4	NIIT Institute of Process Excellence Limited
5	NIIT Yuva Jyoti Limited
6	Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-wall Education Limited)
7	Global Solutions Private Limited
8	GSPL Advisory Services & Investment Private Limited
9	Global Consultancy and Investment Private Limited



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NIIT Limited

### Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of NIIT Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 the 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 financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2017, and its loss and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

## INDEPENDENT AUDITORS' REPORT

10. 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 purposes 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone financial statements – Refer Note 19;
  - ii. The Company has long-term contracts including derivative contracts as at March 31, 2017 for which there were no material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
  - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures in Note 42 of the attached standalone financial statements are in accordance with books of account maintained by the Company. However, we are unable to obtain sufficient and appropriate audit evidence to report on the disclosures in respect of denomination of currency notes aggregating Rs. 5,792,380.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Place: Gurugram  
Date: May 17, 2017

Anupam Dhawan  
Partner  
Membership Number 084451

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the Members of NIIT Limited on the Standalone Financial Statements for the year ended March 31, 2017

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of NIIT Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. 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 (ICAI). 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting 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 includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

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

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

### Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Place: Gurugram  
Date: May 17, 2017

Anupam Dhawan  
Partner  
Membership Number 084451

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the Members of NIIT Limited on the Standalone Financial Statements as of and for the year ended March 31, 2017

- i. (a) The Company is maintaining 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) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noted on physical verification of inventory as compared to book records were not material.
- iii. The Company has granted unsecured loans, to one of its wholly owned subsidiaries covered in the register maintained under Section 189 of the Act.
  - (a) The repayment terms of unsecured loan aggregating Rs. 29,700,000, which were granted in previous year to one of its wholly owned subsidiary as referred to in clause (iii), were extended in the earlier years. The outstanding loan had been fully provided for in the books of account in earlier years and have since been repaid during the year.
  - (b) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated and the receipts are regular.
  - (c) In respect of the aforesaid loans, there is no amount overdue for more than 90 days.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax (tax deducted at source), service tax and works contract tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, duty of customs, value added tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax and value added tax which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax (including works contract tax) and as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Andhra Pradesh General Sales Tax Act, 1957	Works contract tax	31,318,455	2001-2004	Supreme Court of India
Central Sales Tax Act, 1956	Sales tax	22,287,390	June 2005 to November 2011	Appellate Deputy Commissioner (A), Hyderabad
Customs Act, 1962	Custom duty	4,798,907	2012-2013 and 2013-2014	Directorate of Revenue Intelligence, Jaipur
Bihar VAT Act, 2005	Value added Tax	5,078,637	2011-2012	Additional Commissioner, Commercial Tax, Patna
Income Tax Act, 1961	Income tax	408,000	2004-2005	Income Tax Appellate Tribunal
		3,087,591	2008-2009	Income Tax Appellate Tribunal
		20,386,790	2009-2010	Commissioner Income Tax (Appeal)

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse  
 Firm Registration Number: 301112E  
 Chartered Accountants

Anupam Dhawan

Partner

Membership Number 084451

Place: Gurugram

Date: May 17, 2017

# NIIT Limited



## BALANCE SHEET as at March 31, 2017

	Note	As at March 31, 2017 (Rs. Million)	As at March 31, 2016 (Rs. Million)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	331.51	331.01
Reserves and Surplus	4	<u>7,752.75</u>	<u>7,786.12</u>
		<u>8,084.26</u>	<u>8,117.13</u>
Share Application money pending allotment		2.22	-
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	5	1,419.82	1,661.08
Other Long-Term Liabilities	8	10.59	39.88
Long-Term Provisions	9	<u>3.08</u>	<u>3.42</u>
		<u>1,433.49</u>	<u>1,704.38</u>
<b>Current Liabilities</b>			
Short-Term Borrowings	6	164.00	85.00
Trade Payables	7		
-Total outstanding due of micro and small enterprises		0.01	0.22
-Total outstanding due of creditor other than micro and small enterprises		491.34	670.21
Other Current Liabilities	8	837.62	642.44
Short-Term Provisions	9	<u>120.92</u>	<u>111.55</u>
		<u>1,613.89</u>	<u>1,509.42</u>
<b>TOTAL</b>		<u><b>11,133.86</b></u>	<u><b>11,330.93</b></u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
-Tangible Assets		388.66	398.03
-Intangible Assets		167.73	253.04
-Intangible Assets under Development		100.28	13.90
Non-Current Investments	11	7,611.82	7,423.11
Deferred Tax Assets (net)	12	103.78	103.78
Long-Term Loans and Advances	13	1,279.56	1,186.91
Other Non-Current Assets	16	<u>0.12</u>	<u>0.12</u>
		<u>9,651.95</u>	<u>9,378.89</u>
<b>Current Assets</b>			
Inventories	17	8.72	44.93
Trade Receivables	14	999.31	1,205.85
Cash and Bank Balances	18	228.22	135.39
Short-Term Loans and Advances	13	138.75	487.84
Other Current Assets	16	<u>106.91</u>	<u>78.03</u>
		<u>1,481.91</u>	<u>1,952.04</u>
<b>TOTAL</b>		<u><b>11,133.86</b></u>	<u><b>11,330.93</b></u>

The accompanying Notes form an integral part of these financial statements.  
This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board

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

**Rajendra S Pawar**  
*Chairman*  
DIN - 00042516

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

**Anupam Dhawan**  
*Partner*  
Membership No. 084451

**Amit Roy**  
*Chief Financial Officer*

**Deepak Bansal**  
*Company Secretary*

Place : Gurugram  
Date : May 17, 2017

## STATEMENT OF PROFIT & LOSS for the year ended March 31, 2017

	Note	Year ended March 31, 2017 (Rs. Million)	Year ended March 31, 2016 (Rs. Million)
<b>Income</b>			
Revenue from Operations	21	3,662.86	3,814.49
Other Income	22	425.34	404.17
<b>Total Revenue</b>		<b>4,088.20</b>	<b>4,218.66</b>
<b>Expenses</b>			
Purchase of Traded Goods		88.44	265.47
(Increase)/ Decrease in Inventory	17	36.21	(17.74)
Employee Benefits Expense	23	1,482.38	1,385.60
Professional & Technical Outsourcing Expenses		709.02	661.44
Finance Costs	26	226.16	195.26
Depreciation and Amortisation Expense	10	240.03	282.37
Other Expenses	27	1,390.26	1,461.50
<b>Total Expenses</b>		<b>4,172.50</b>	<b>4,233.90</b>
<b>Profit/ (Loss) before Exceptional items and Tax</b>		<b>(84.30)</b>	<b>(15.24)</b>
Exceptional items (Net)	29	39.35	21.88
<b>Profit/ (Loss) before tax</b>		<b>(44.95)</b>	<b>6.64</b>
<b>Tax expense:</b>			
-Current Tax		10.44	5.96
-Reversal of provision for tax relating to earlier years		(4.69)	(0.41)
<b>Profit/ (Loss) for the year</b>		<b>(50.70)</b>	<b>1.09</b>
<b>Earnings/ (Loss) per Equity Share (Face Value Rs. 2/- each):</b>			
-Basic		(0.31)	0.01
-Diluted		(0.31)	0.01

The accompanying Notes form an integral part of these financial statements.  
This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of the Board

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

**Rajendra S Pawar**  
*Chairman*  
DIN - 00042516

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

**Anupam Dhawan**  
*Partner*  
Membership No. 084451

**Amit Roy**  
*Chief Financial Officer*

**Deepak Bansal**  
*Company Secretary*

Place : Gurugram  
Date : May 17, 2017



CASH FLOW STATEMENT for the year ended March 31, 2017

	Year ended March 31, 2017 (Rs. Million)	Year ended March 31, 2016 (Rs. Million)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Loss before Exceptional items and Tax	(84.30)	(15.24)
<b>Add/ (Less):</b>		
Depreciation and Amortisation	240.03	282.37
Provision for Doubtful Debts	58.07	21.46
Provision for Unbilled Revenue	0.25	2.54
Provision for Doubtful Advances	0.38	0.66
Bad Debts Written off	1.01	-
Advances Written off	0.10	2.20
Provision for Slow/ Non-moving Inventory (Net)	14.75	7.70
Inventory Written off/ (Reversal)	-	(13.33)
Unrealised Foreign Exchange (Gain)/ Loss	(16.14)	8.30
Finance Cost	226.16	195.26
Interest Income	(73.35)	(31.80)
Dividend Income from Long term investment (Associate)	(144.93)	(137.69)
Loss/ (Profit) on sale of Fixed Assets	(3.63)	(3.82)
Dividend Income from Current Investments	-	(0.12)
Profit on Sale of Current Investment	(0.03)	(0.57)
Provision/ Other Liabilities Written Back	(5.47)	(40.13)
	297.20	293.03
<b>Operating Profit before Working Capital Changes</b>	<b>212.90</b>	<b>277.79</b>
<b>Add/ (Less): Changes in Operating Working Capital:</b>		
Increase/ (Decrease) in Trade Payables	(173.74)	79.65
Increase/ (Decrease) in Short Term Provisions	9.37	0.29
Increase/ (Decrease) in Long Term Provisions	(0.34)	(0.46)
Increase/ (Decrease) in Other Current Liabilities	(11.65)	27.50
Increase/ (Decrease) in Other Long Term Liabilities	(29.29)	39.54
(Increase)/ Decrease in Current Trade Receivables	139.93	114.77
(Increase)/ Decrease in Non Current Trade Receivables	-	4.38
(Increase)/ Decrease in Inventories	21.46	(12.11)
(Increase)/ Decrease in Short Term Loans and Advances	70.99	0.65
(Increase)/ Decrease in Long Term Loans and Advances	(1.33)	27.91
(Increase)/ Decrease in Other Current Assets	(11.02)	(13.77)
(Increase)/ Decrease in Other Bank Balances	2.87	27.33
(Increase)/ Decrease in Other Non-Current Assets	(0.25)	(2.57)
	17.00	293.11
<b>Cash generated from operations</b>	<b>229.90</b>	<b>570.90</b>
Direct Tax-(paid including TDS)/ refund received (net)	75.95	(65.75)
<b>Net Cash from Operating activities before exceptional items</b>	<b>305.85</b>	<b>505.15</b>
Exceptional Items	9.65	8.95
<b>Net Cash from Operating activities (A)</b>	<b>315.50</b>	<b>514.10</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets (including Capital Work-in-progress, Internally Developed Intangibles and Capital Advances)	(420.85)	(733.91)
Proceeds from Sale of Fixed Assets	9.24	15.55
Acquisition of Business (Refer Note 30)	(14.85)	-
Loans given to Subsidiaries	(213.00)	(278.00)
Loan given to Subsidiaries received back (Refer Note 29)	520.70	70.00
Interest received	73.82	44.95
Dividend received	144.93	137.69
Purchase of Mutual Funds	(20.00)	(132.50)
Sale of Mutual Funds	20.03	139.14
Investment in Equity Shares of Subsidiaries	(28.71)	(12.22)
Investment in OCD of Subsidiaries	(160.00)	-
<b>Net Cash from/ (used) in Investing activities (B)</b>	<b>(88.69)</b>	<b>(749.30)</b>

## CASH FLOW STATEMENT for the year ended March 31, 2017

	Year ended March 31, 2017 (Rs. Million)	Year ended March 31, 2016 (Rs. Million)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Redemption of Non Convertible Debentures	-	(166.67)
Issue of Shares under ESOP Scheme	12.58	16.76
Share Application Money Received	2.22	-
Term Loan raised during the year in Foreign Currency	-	600.00
Proceeds from Short Term Borrowings	270.00	750.00
Repayment of Short Term Borrowings	(270.00)	(750.00)
Proceeds/ (Payments) relating to Cash Credits (Net)	-	(79.99)
Interest Paid on Fixed Loan	(222.94)	(186.18)
Dividend Paid	(1.97)	(1.05)
Dividend Tax Paid	-	(0.01)
Receipt of Inter Corporate Deposits	164.00	85.00
Repayment of Inter Corporate Deposits	(85.00)	-
<b>Net Cash from/ (used in) Financing activities ( C )</b>	<b><u>(131.11)</u></b>	<b><u>267.86</u></b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A) + (B) + (C)</b>	<b>95.70</b>	<b>32.66</b>
<b>Cash and Cash Equivalents as at the beginning of the year (Footnote 1)</b>	<b>109.57</b>	<b>76.91</b>
<b>Cash and cash Equivalents as at the end of the year (Footnote 1)</b>	<b><u>205.27</u></b>	<b><u>109.57</u></b>

### Notes:

#### 1 Cash and Cash Equivalents

Balance with banks

-Current Accounts [include Rs. (0.43) Million (Previous year

Rs. 0.14 Million) effect of exchange differences on balances with banks in foreign currency]

Cheques and Drafts on hand

Cash on hand

**Cash and Cash Equivalents as at the end of the year**

2 The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 as notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

3 Figures in parenthesis indicate cash outgo.

4 Previous year figures have been regrouped/ recast wherever necessary to conform to the current year's classification. The accompanying Notes form an integral part of these financial statements.

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

For and on behalf of the Board

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

**Rajendra S Pawar**  
*Chairman*  
DIN - 00042516

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

**Anupam Dhawan**  
*Partner*  
Membership No. 084451

**Amit Roy**  
*Chief Financial Officer*

**Deepak Bansal**  
*Company Secretary*

Place : Gurugram  
Date : May 17, 2017

## NOTES to the Financial Statements for the year ended March 31, 2017

### 1 CORPORATE INFORMATION

NIIT is a talent development company which was set up in 1981. NIIT ('The Company') currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is public limited company and is listed on the BSE Limited and National Stock Exchange of India Limited.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of Preparation of Accounts

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention except for assets and liabilities stated at fair values pursuant to a Scheme of Arrangement. Pursuant to the section 133 of the Companies Act, 2013 of India, read with the Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### 2.2 Other significant accounting policies adopted by the Company are detailed below:

##### i) Tangible Fixed Assets and Depreciation

Fixed Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any, except where they are taken over pursuant to an acquisition at a consolidated price. Individual fixed assets taken over pursuant to an acquisition are recorded at their respective fair values on the date of acquisition based on valuation carried out by an independent valuer.

Cost comprises of the purchase price including import duties, non-refundable taxes and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management.

An item of Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets, based on a technical evaluation which in some cases are higher than the rates prescribed under Schedule II to the Companies Act, 2013 in order to reflect the actual usage of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss.

NOTES to the Financial Statements for the year ended March 31, 2017

The estimates of useful lives of tangible assets are as follows:-

Description of Assets	Useful life
Buildings	58 Years
Leasehold Land	99 Years or lease period, whichever is lower
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 Years
- Computer Servers and Networks	5 Years
- Electronic Equipments	8 Years
- Air Conditioners	10 Years
Office Equipment	5 Years
Furniture & Fixtures	7 Years
Leasehold Improvements	3-5 Years or lease period, whichever is lower
Assets under employee benefits scheme except vehicles	3 years
Assets acquired under lease (Included under Plant & Equipment and Furniture & Fixtures)	Lease Period or useful life, whichever is lower
All other assets (including vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

**ii) Intangible Fixed Assets and Amortisation**

Expenses incurred on internal development of educational content and products are capitalised either individually or as a knowledge bank in the form of software, once their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Accounting Standard 26, "Intangible Assets". Expenses incurred during the research phase till the establishment of commercial feasibility is charged to the Statement of Profit and Loss. Intangible Fixed Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a pro-rata basis on the straight-line method over the estimated useful lives as follows:

Description of Assets	Useful Life
a) Contents and Products #	3-5 Years
b) Software #	
c) Patents	
d) Goodwill on acquisition of business	5 Years

# Contents, products and software are technically evaluated for their useful economic life each year for any impairment triggers as per Accounting Standard 28, "Impairment of Assets ". The unamortised amount of the asset is charged to Statement of Profit and Loss as amortisation over their revised remaining useful life.

**iii) Impairment of Assets**

All assets other than inventories, investments and deferred tax asset, are reviewed for impairment, wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount.

**iv) Investments**

Long-term investments are carried at their acquisition cost except those acquired at fair values pursuant to a Scheme of Arrangement wherein such fair value is considered as acquisition cost. Any decline in the value of the said investment, other than a temporary decline, is recognised and charged to Statement of Profit and Loss. Short-term investments are carried at cost or market value, whichever is lower.

NOTES to the Financial Statements for the year ended March 31, 2017

v) **Inventory Valuation – Traded Goods**

Inventories are valued at lower of cost or net realisable value. Cost is determined using weighted average method and includes applicable costs incurred in bringing inventories to their present location and condition.

vi) **Revenue Recognition**

Revenue in respect of sale of courseware including technical information and reference material and other goods is recognised when the significant risk and rewards of ownership in it are transferred to the buyer as per the terms of the contracts which coincides with dispatch / delivery of the material to the customer as per trade practice and agreed terms. Revenue from the tuition activity/ training is recognised over the period of the course programs as the case may be. Revenue is recognised net of trade discounts, value added tax and service tax as the case may be.

Revenue from time and material contracts is recognised on a man month basis. In respect of fixed price contracts, revenue is recognised based on proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering of the services. The foreseeable losses on completion of contract, if any, are provided for.

vii) **Other Income**

a) Dividend income is recognised when the right to receive dividend is established.

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

viii) **Employee Benefits**

**Gratuity**

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using projected unit credit method) at the end of the year and any shortfall/ surplus in the fund size maintained by the Trust set up by the Company with Life Insurance Corporation of India (LIC) is charged/ credited to the Statement of Profit and Loss.

**Compensated Absences**

Liability in respect of compensated absences is provided both for encashable leave and those expected to be availed. The Company's liability is determined on the basis of an actuarial valuation (using projected unit credit method) at the end of the year. Actuarial losses/ gains are charged/ credited to the Statement of Profit and Loss in the year in which such losses/ gains arise.

Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilised entitlement at the year end.

**Superannuation**

The Company makes defined contribution to the Trust established for the purpose by the Company towards superannuation fund maintained with Life Insurance Corporation of India. The Company has no further obligations beyond its monthly contributions. Contributions made during the year are charged to Statement of Profit and Loss.

**Provident Fund**

The Company makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST", which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is actuarially determined (using projected unit credit method) and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government. The Company's contribution towards Provident Fund is charged to Statement of Profit and Loss.

NOTES to the Financial Statements for the year ended March 31, 2017

**Pension Fund**

The Company makes defined contribution to a government administered pension fund towards its pension plan on behalf of its employees. The Company has no further obligations beyond its monthly contributions and 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. The Company's contribution towards Employee Pension System is charged to Statement of Profit and Loss.

**ix) Employees Stock Option Plan (ESOP)**

Equity settled stock options granted under "NIIT Employee Stock Option Plan 2005", whereby the intrinsic value of the option being excess of market value of the underlying share immediately prior to date of grant over its exercise price is recognised as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to general reserve equal to the amortised portion of value of lapsed options and credit to deferred employee compensation expense equal to the un-amortised portion of lapsed options. The balance in employee stock option outstanding account, net of any un-amortised deferred employee compensation, is shown separately as part of reserves and surplus.

**x) Foreign Currency Transactions**

Transactions in foreign currency are booked at rates determined periodically which approximate the actual rates, and all monetary assets and liabilities in foreign currency are restated at the end of accounting period. Gain/ Loss arising out of fluctuations on realisation/ payment or restatement is charged/ credited to the Statement of Profit and Loss.

Foreign currency assets/ liabilities covered by forward contracts are stated at the forward contract rate and difference between the forward rate and the exchange rate at the inception of the forward contract are recognised to the Statement of Profit and Loss over the life of the contract, except to the extent on which accounting policy on derivative instruments and hedge accounting as detailed in (xi) below.

**xi) Derivative Instruments and Hedge Accounting**

In accordance with its Risk Management policies and procedures, the Company uses derivative instruments to hedge its risks associated with foreign currency fluctuations. The derivatives that qualify for hedge accounting and designated as cash flow hedges are initially measured at fair value & are remeasured at a subsequent reporting date and the changes in the fair value of the derivatives i.e. gain or loss is recognised directly in Reserves and Surplus under Hedging Reserve to the extent considered highly effective. Change in the fair value of derivative instruments that either does not qualify for hedge accounting or not designated as cash flow hedges or designated cash flow hedges to the extent considered ineffective are recognised in the Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires, sold, terminated, exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instrument recognised in Reserves and Surplus under hedging reserve is retained there until the transaction occurs subsequent to which the same is adjusted against the related transaction in the Statement of Profit and Loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in Reserves and Surplus is transferred to Statement of Profit and Loss in the same period.

**xii) Leases**

Lease rental in respect of operating lease arrangements are charged to expense in the Statement of Profit and Loss on a straight line basis as per the terms of the related agreement. Finance lease transactions are considered as financing arrangements in accordance with Accounting Standard 19 and the leased asset is capitalised at an amount equal to the present value of future lease payments and a corresponding amount is recognised as a liability. The lease payments made are apportioned between finance charge and reduction of outstanding liability in relation to the leased asset.

**NOTES to the Financial Statements for the year ended March 31, 2017****xiii) Borrowing Cost**

Borrowing costs are recognised in the Statement of Profit and Loss for the period in which they are incurred except where the cost is incurred during the construction of an asset that takes a substantial period to get ready for its intended use, in which case, it is capitalised.

**xiv) Taxation**

Tax expense, comprising of both current tax and deferred tax is included in determining the net results for the year. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdiction. Minimum Alternate Tax (MAT) paid in excess of normal income tax is recognised as asset (MAT Credit entitlement) only to the extent, there is reasonable certainty that the Company shall be liable to pay tax as per the normal provisions of the Act in future. MAT Credit is utilised in the year when normal income tax is higher than the Minimum Alternate Tax (MAT). Deferred Tax is recognised for all timing differences, subject to consideration of prudence in respect of Deferred Tax Asset. Deferred Tax Assets are recognised and carried forward only to the extent that there is reasonable certainty of realisation of such timing differences.

In situations, where the Company has unabsorbed depreciation or carry forward losses under the tax laws, all deferred tax assets are recognised to the extent there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

**xv) Provisions and Contingencies**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Disclosure of show cause notices are made on merits of the matters where management foresees possibilities of outflow of resources.

**xvi) Earnings Per Share**

The earnings considered in ascertaining the Company's earnings per share ('EPS') comprises the net profit after tax. The number of shares used in computing the Basic EPS is the weighted average number of shares outstanding during the year. The Diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential dilutive equity shares.

**xvii) Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**xviii) Proposed Dividend**

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

	As At	
	March 31, 2017	March 31, 2016
<b>3 SHARE CAPITAL</b>		
<b>Authorised</b>		
393,000,000 Equity Shares of Rs. 2/- each (Previous year 393,000,000 Equity Shares of Rs. 2/- each)	786.00	786.00
2,500,000 Redeemable Preference Shares of Rs.100/- each (Previous year 2,500,000 Redeemable Preference Shares of Rs.100/- each)	250.00	250.00
350,000,000 - 8.5% Cumulative Redeemable Preference Shares of Re. 1/- each (Previous year 350,000,000 - 8.5% Cumulative Redeemable Preference Shares of Re. 1/- each )	350.00	350.00
	<u>1,386.00</u>	<u>1,386.00</u>
<b>Issued</b>		
165,755,886 Equity Shares of Rs. 2/- each (Previous year -165,507,233 Equity Shares of Rs. 2/- each)	331.51	331.01
	<u>331.51</u>	<u>331.01</u>
<b>Subscribed and Paid up</b>		
165,749,886 Equity Shares of Rs. 2/- each (Previous year - 165,501,233 Equity Shares of Rs. 2/- each)	331.50	331.00
Add: Forfeited Shares (amount originally paid-up)	0.01	0.01
	<u>331.51</u>	<u>331.01</u>



NOTES to the Financial Statements for the year ended March 31, 2017

3.1 Reconciliation of the number of shares outstanding

Equity Shares	As at			
	March 31, 2017		March 31, 2016	
	No. of shares	Rs. Million	No. of shares	Rs. Million
Shares outstanding at the beginning of the year	165,501,233	331.00	165,170,597	330.34
Shares issued during the year	248,653	0.50	330,636	0.66
<b>Shares outstanding at the end of the year</b>	<b>165,749,886</b>	<b>331.50</b>	<b>165,501,233</b>	<b>331.00</b>

3.2 Rights, preferences and restrictions attached to shares:-

**Equity Shares:** The Company has issued one class of equity shares having a par value of Rs.2/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3.3 Shares held by each shareholder holding more than 5% shares in the Company (Refer Note 31)

	As at			
	March 31, 2017		March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
Pace Industries Private Limited	-	-	25,366,521	15.33%
PIPL Management Consultancy and Investment Private Limited	25,366,521	15.30%	-	-
Global Solutions Private Limited	-	-	25,915,838	15.66%
Global Consultancy and Investment Private Limited	25,915,838	15.64%	-	-
<b>Total</b>	<b>51,282,359</b>	<b>30.94%</b>	<b>51,282,359</b>	<b>30.99%</b>

3.4 Shares reserved for issue under Employee Stock Option Plan (ESOP)

Equity shares (For details Refer Note 25)	As at			
	March 31, 2017		March 31, 2016	
	No. of shares	Rs. Million	No. of shares	Rs. Million
	5,387,424	10.77	6,086,256	12.17
	<b>5,387,424</b>	<b>10.77</b>	<b>6,086,256</b>	<b>12.17</b>

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

4 RESERVES AND SURPLUS	As at			
	March 31, 2017		March 31, 2016	
<b>Securities Premium Reserve</b>				
Opening balance	537.02		520.92	
Add: Addition on account of exercise of ESOP's	12.08	549.10	16.10	537.02
<b>Debenture Redemption Reserve</b>				
Opening balance	-		41.67	
Less: Amount transferred to General Reserve	-	-	(41.67)	-
<b>Hedging Reserve Account (Debit balance) [Refer Note 41]</b>				
Opening balance	(62.84)		(45.95)	
Add: Impact on account of restatement of Loan	33.05		(60.51)	
Add: Impact on account of restatement of Interest on Loan	1.34		3.28	
Add: Movement in Derivative Instrument Fair Value Asset/ (Liability)	(29.14)	(57.59)	40.34	(62.84)
<b>Capital Reserve (on Amalgamation)</b>		5,172.28		5,172.28
<b>General Reserve</b>				
Opening balance	1,055.14		1,013.47	
Add: Amount transferred from Debenture Redemption Reserve	-	1,055.14	41.67	1,055.14
<b>Surplus in Statement of Profit and Loss</b>				
Balance Brought Forward from Previous year	1,084.52		1,083.43	
Add : Profit/ (Loss) for the year	(50.70)	1,033.82	1.09	1,084.52
<b>Total</b>		<b>7,752.75</b>		<b>7,786.12</b>

## NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

5 LONG-TERM BORROWINGS	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Non-Current Portion		Current Maturities	
<b>SECURED</b>				
Term Loans from Banks:				
- Foreign Currency Term Loan	1,419.82	1,661.08	208.21	-
<b>Sub Total (A)</b>	<b>1,419.82</b>	<b>1,661.08</b>	<b>208.21</b>	<b>-</b>
Amount disclosed under the head "Other Current Liabilities" (Refer Note 8 ) (B)	-	-	(208.21)	-
<b>Total (A+B)</b>	<b>1,419.82</b>	<b>1,661.08</b>	<b>-</b>	<b>-</b>

### 5.1 Details of Security given against loans

- The Company has availed foreign currency loan for Rs. 600 Million equivalent of USD 9.05 Million which is fully hedged by converting it from the floating rate into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 66.30, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, movable fixed assets, both present and future, capital advances paid for building at Info-City, Sector-34, Gurugram and first exclusive charge on certain immovable properties. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan.
- The Company has availed foreign currency loan of Rs.1,000 Million equivalent of USD 16.05 Million, which is fully hedged by converting it from the floating rate in Libor with spread of 175 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 62.30, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, movable fixed assets, both present and future, land and building of the Company at Sector-32, Gurugram and capital advances paid for building at Info-City, Sector-34, Gurugram. The rate of interest on fully hedged equivalent loan amount is fixed at 10.25% p.a. for the tenure of the loan.

### 5.2 Terms of Repayment

- Foreign Currency Term Loan for USD 9.05 Million is repayable as follows:

Repayment Dates	(USD Million)	(Rs.Million)*
July 20, 2020	1.50	97.83
April 20, 2020	1.51	97.83
January 20, 2020	1.51	97.83
July 20, 2019	1.51	97.83
January 20, 2019	1.51	97.83
July 20, 2018	1.51	97.83
	<b>9.05</b>	<b>586.98</b>

- Foreign Currency Term Loan for USD 16.05 Million is repayable as follows:

Repayment Dates	(USD Million)	(Rs.Million)*
June 5, 2019	3.21	208.21
April 5, 2019	3.21	208.21
October 5, 2018	3.21	208.21
April 5, 2018	3.21	208.21
October 5, 2017	3.21	208.21
	<b>16.05</b>	<b>1,041.05</b>

\* Rupee equivalent as at the year end

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

6 SHORT-TERM BORROWINGS (Refer Notes below) UNSECURED	As at	
	March 31, 2017	March 31, 2016
Inter Corporate Deposits from Subsidiaries	164.00	85.00
<b>Total</b>	<b>164.00</b>	<b>85.00</b>

Notes:

(i) The Company has taken loan of Rs. 124 Million (Previous year Rs. 85 Million) from its subsidiary company, NIIT Institute of Process Excellence Limited, at an interest rate of 10.50% p.a..

The terms of repayments are as follows:-

Repayment Date	(Rs. Million)
November 3, 2017	20.00
July 26, 2017	104.00
	<b>124.00</b>

(ii) The Company has taken loan of Rs. 40 Million (Previous year Rs. Nil) from its subsidiary company, NIIT Institute of Finance Banking and Insurance Training Limited, at an interest rate of 10.50% p.a..

The terms of repayments are as follows:-

Repayment Date	(Rs. Million)
December 7, 2017	10.00
November 14, 2017	15.00
November 6, 2017	15.00
	<b>40.00</b>

(Rs. Million)

7 TRADE PAYABLES	As at	
	March 31, 2017	March 31, 2016
	Current	
- Due to Micro, Small and Medium Enterprises (Refer Note 7.1 below)	0.01	0.22
- Due to Others	491.34	670.21
	<b>491.35</b>	<b>670.43</b>

7.1 Parties covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified on the basis of information available with the Company. Disclosures as per Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as follows:

(Rs. Million)

Particulars	As at	
	March 31, 2017	March 31, 2016
a) The principal amount and the interest due thereon remaining unpaid to any supplier		
i) Principal amount	0.01	0.19
ii) Interest thereon	*	0.03
b) The amount of payment made to the supplier beyond the appointed day and the interest thereon, during an accounting year		
i) Principal amount	0.14	-
ii) Interest thereon	-	-
c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d) The amount of interest accrued and remaining unpaid at the end of accounting year	*	0.03
e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	*

\* rounded off

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

8 OTHER LIABILITIES	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Long-Term		Current	
Current Maturities of Long-Term Borrowings (Refer Note 5)	-	-	208.21	-
Interest Accrued but not due on Borrowings	-	-	12.44	10.56
Unpaid Dividend*	-	-	7.52	9.49
Security Deposits Payable	10.59	15.10	109.77	152.77
Payable to Subsidiaries	-	-	94.94	96.42
Deferred Revenue	-	-	16.62	13.33
Advances from Customers	-	-	63.75	61.83
Statutory Dues	-	-	80.21	73.06
Derivative Instrument Fair Value Liability (net) (Refer Note 41)	-	-	36.23	7.09
Other Payables**	-	24.78	207.93	217.89
	<b>10.59</b>	<b>39.88</b>	<b>837.62</b>	<b>642.44</b>

\* There are no amounts due for payment to the Investor Protection Fund as at the year end.

\*\* includes capital creditors and payable to employees.

(Rs. Million)

9 PROVISIONS	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Long-Term		Short-Term	
Provision for Employee Benefits (Refer Note 24)				
-Provision for Gratuity	-	-	35.22	25.89
-Provision for Compensated Absences	3.08	3.42	41.13	41.09
<b>Others:</b>				
- Provision for Indirect tax under litigation*	-	-	44.57	44.57
	<b>3.08</b>	<b>3.42</b>	<b>120.92</b>	<b>111.55</b>

\*An amount of Rs. 22.22 Million which has been deposited, against the demand which has been disclosed under Note 13, as Advances recoverable in Cash or kind.



10. FIXED ASSETS

(Rs. Million)

Description of Assets	GROSS BLOCK		DEPRECIATION AND AMORTISATION		NET BLOCK	
	Cost as on 01.04.2016	Additions during the year	As on 01.04.2016	For the year	Total as on 31.03.2017	As on 31.03.2017
<b>Tangible</b>						
Land-Freehold	13.99	-	-	-	-	13.99
Land-Leasehold {Footnote (i)}	6.93	-	-	0.74	0.74	6.19
Buildings {Footnotes (ii) & (iii)}	209.90	-	47.94	3.68	51.62	158.28
Plant & Equipment						
-Owned	835.60	32.92	701.34	51.41	631.60	113.26
-Leased	3.75	0.49	3.75	-	3.26	-
Leasehold Improvements	368.65	58.75	320.71	34.13	310.30	70.05
Furniture & Fixtures						
-Owned	94.29	8.91	76.66	8.48	74.76	17.65
-Leased	0.08	-	0.08	-	0.02	-
Vehicles	16.01	2.03	8.98	1.69	9.10	7.37
Office Equipment						
-Owned	80.07	0.13	71.78	6.37	72.01	1.87
-Leased	0.03	-	0.03	-	0.01	-
<b>Sub Total (a)</b>	<b>1,629.30</b>	<b>102.74</b>	<b>1,231.27</b>	<b>106.50</b>	<b>1,153.42</b>	<b>388.66</b>
<b>Intangible</b>						
Content/ Products						
- Acquired	97.35	0.19	97.34	0.05	97.39	0.15
- Internally generated {Refer note 37}	894.15	23.20	736.44	80.40	816.84	100.51
- Leased	19.30	-	19.30	-	19.30	-
Software Acquired	1,038.57	5.06	943.25	50.78	994.03	49.60
Patents	14.14	-	14.14	-	14.14	-
Goodwill on acquisition of business (Refer note 30)	-	19.77	-	2.30	2.30	17.47
<b>Sub Total (b)</b>	<b>2,063.51</b>	<b>48.22</b>	<b>1,810.47</b>	<b>133.53</b>	<b>1,944.00</b>	<b>167.73</b>
<b>Total (a+b)</b>	<b>3,692.81</b>	<b>150.96</b>	<b>3,041.74</b>	<b>240.03</b>	<b>3,097.42</b>	<b>556.39</b>
<b>Intangible assets under development (Refer Note 37 for cost incurred during the year on internally generated intangible assets)</b>						<b>100.28</b>

Footnotes :

- (i) Represents 25 acres of land at Tehsil Behror, District Alwar is allotted for educational purpose. This land cannot be transferred without the approval of the allotment authority.
- (ii) Gross Block of Building includes 10 shares of Rs. 50/- each in the Guru Vidya Co-operative Housing Society Limited.
- (iii) Refer Note 40 (a) (ii) for building given on Operating Lease.

**NOTES to the Financial Statements for the year ended March 31, 2017**

Contd..

**10 SCHEDULE OF FIXED ASSETS FOR CORRESPONDING PREVIOUS YEAR**

Description of Assets	GROSS BLOCK			DEPRECIATION AND AMORTISATION			NET BLOCK As on 31.03.2016
	Cost as on 01.04.2015	Additions during the year	Sales / Adj. during the year	As on 01.04.2015	For the year	Total as on 31.03.2016	
<b>Tangible</b>							
Land-Freehold	13.99	-	-	13.99	-	-	13.99
Land-Leasehold {Footnote (i)}	6.93	-	-	6.93	-	-	6.93
Buildings {Footnotes (ii) & (iii)}	209.90	-	-	209.90	3.68	-	161.96
Plant & Equipment	800.62	79.14	44.16	835.60	67.02	43.31	134.26
-Owned	3.90	-	0.15	3.75	0.06	0.14	-
-Leased	367.35	40.97	39.67	368.65	67.20	38.72	47.94
Leasehold Improvements							
Furniture & Fixtures	101.88	8.55	16.14	94.29	11.30	15.08	17.63
-Owned	0.11	-	0.03	0.08	-	0.03	-
-Leased	30.14	-	14.13	16.01	1.81	5.31	7.03
Vehicles							
Office Equipment	85.70	1.40	7.03	80.07	12.45	6.99	8.29
-Owned	0.03	-	-	0.03	-	-	-
-Leased							
<b>Sub Total (a)</b>	<b>1,620.55</b>	<b>130.06</b>	<b>121.31</b>	<b>1,177.33</b>	<b>163.52</b>	<b>109.58</b>	<b>398.03</b>
<b>Intangible</b>							
Content/ Products							
- Acquired	97.35	-	-	97.35	0.07	-	97.34
- Internally generated {Footnote (iv) & Refer Note 37}	794.29	99.86	-	894.15	64.94	-	736.44
- Leased	19.30	-	-	19.30	-	-	19.30
Software Acquired	941.96	96.86	0.25	1,038.57	53.84	0.25	943.25
Patents	14.14	-	-	14.14	-	-	14.14
<b>Sub Total (b)</b>	<b>1,867.04</b>	<b>196.72</b>	<b>0.25</b>	<b>2,063.51</b>	<b>118.85</b>	<b>0.25</b>	<b>1,810.47</b>
<b>Total (a+b)</b>	<b>3,487.59</b>	<b>326.78</b>	<b>121.56</b>	<b>2,869.20</b>	<b>282.37</b>	<b>109.83</b>	<b>651.07</b>
<b>Intangible assets under development (Refer Note 37 for cost incurred during the year on internally generated intangible assets)</b>							
							13.90

**Footnotes :**

- (i) Represents 25 acres of land amounting to Rs. 6.93 Million at Tehsil Behror, District Alwar is allotted for educational purpose. This land cannot be transferred without the approval of the allotment authority.
- (ii) Gross Block of Building includes 10 shares of Rs. 50/- each in the Guru Vigya Co-operative Housing Society Limited.
- (iii) Refer Note 40 (a) (ii) for building given on Operating Lease.
- (iv) The Company has computed the recoverable value using value in use method and has considered a discount rate of 14% p.a.

## NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

### 11 INVESTMENTS

	As at	
	March 31, 2017	March 31, 2016
<b>I) Non-Current Investment</b>		
<b>A. TRADE [UNQUOTED]</b>		
(Valued at cost less provision for diminution other than temporary)		
<b>In Subsidiary Companies</b>		
<b>-Equity</b>		
10,662,113 (Previous year 10,662,113) Shares of 1 US \$ each fully paid-up in NIIT (USA) Inc., USA	478.15	478.15
	<u>478.15</u>	<u>478.15</u>
500,000 (Previous year 500,000) Equity Shares of 1 US \$ or Rp. 2,297 each fully paid-up in PT NIIT Indonesia, Indonesia	17.56	17.56
Less: Provision for diminution in the value of investment	<u>(17.56)</u>	<u>(17.56)</u>
	-	-
35,056,000 (Previous year 35,056,000) Equity Shares of 1 US \$ each fully paid-up in NIIT Antilles NV, Netherlands Antilles	1,628.69	1,628.69
Less: Provision for diminution in value of Investment	<u>(1,628.69)</u>	<u>(1,628.69)</u>
	-	-
13,000,000 (Previous year 13,000,000) Equity Shares of 0.5 US \$ each fully paid-up in NIIT Antilles NV, Netherlands Antilles	404.56	404.56
150,000 (Previous year Nil) Equity Shares of 1 Euro each fully paid-up in NIIT Ireland Limited	10.78	10.78
1,000,000 (Previous year 1,000,000) Equity Shares of Rs 10/- each fully paid-up in Mindchampion Learning Systems Limited	10.50	10.50
Less: Provision for diminution in value of Investment	<u>(10.50)</u>	<u>(10.50)</u>
	-	-
18,064,065 (Previous year 18,064,065) Equity shares of Rs. 10/- each fully paid-up in Mindchampion Learning Systems Limited	180.64	180.64
Less: Provision for diminution in value of Investment	<u>(180.64)</u>	<u>(180.64)</u>
	-	-
155,000 (Previous year 155,000) Equity Shares of 1 GBP each fully paid-up in NIIT Limited-UK	13.10	13.10
8,162,500 (Previous year 8,157,500) Equity Shares of Rs. 10 each fully paid-up in NIIT Institute of Finance Banking and Insurance Training Limited	85.98	85.79
16,500,000 (Previous year 16,500,000) Equity Shares of Rs. 10 each fully paid-up in NIIT Institute of Process Excellence Limited	165.00	165.00
23,132,395 (Previous year 20,819,155) Equity Shares of Rs. 10/- each fully paid-up in NIIT Yuva Jyoti Limited	236.71	208.19



NOTES to the Financial Statements for the year ended March 31, 2017

- Debentures		(Rs. Million)
900,000 (Previous year 900,000) 0.5% Optionally Convertible Debentures of Rs. 1000/- each fully paid up in Mindchampion Learning Systems Limited {Foot note (i)}	900.00	900.00
Less: Provision for diminution in value of Investment	(29.36)	(29.36)
	<u>870.64</u>	<u>870.64</u>
16,000,000 (Previous year Nil) 0.5% Optionally Convertible Debentures of Rs. 10/- each fully paid up in NIIT Yuva Jyoti Limited {Foot note (ii)}	160.00	-
	<u>160.00</u>	<u>-</u>

**TRADE [QUOTED]**

[Valued at fair value on acquisition date less any provision for diminution other than temporary]

**In Associate Company**

**-Equity**

14,493,480 (Previous year 14,493,480) Equity Shares of Rs. 10/- each fully paid-up in NIIT Technologies Limited	5,186.90	5,186.90
[Market Value as on March 31, 2017 is Rs. 6,313.36 Million (Previous year Rs. 7,198.91 Million)]		

<b>Sub Total (A)</b>	<u>7,611.82</u>	<u>7,423.11</u>
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**B. LONG TERM, OTHERS [UNQUOTED]**

(Valued at cost less provision for other than temporary diminution)

**In Other Companies**

240 Equity Shares of Rs.10/- each fully paid-up in Hinduja HCL Singtel Communication Private Limited	-	-
Less: Provision for diminution in the value of Investment	-	-
[Investment of Rs. 2,400/- (Previous year Rs. 2,400/-)] fully provided for		

<b>Sub Total (B)</b>	<u>-</u>	<u>-</u>
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<b>TOTAL (A+B)</b>	<u>7,611.82</u>	<u>7,423.11</u>
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Aggregate amount of Unquoted Investments	4,291.67	4,102.96
Less:- Aggregate Provision for diminution in the value of Investments	(1,866.75)	(1,866.75)
<b>Total Unquoted Investments (C)</b>	<b>2,424.92</b>	<b>2,236.21</b>
Aggregate amount of Quoted Investments	5,186.90	5,186.90
<b>Total Quoted Investments (D)</b>	<b>5,186.90</b>	<b>5,186.90</b>
<b>GRAND TOTAL (C+D)</b>	<b>7,611.82</b>	<b>7,423.11</b>

**Notes:**

- (i) 900,000 Optionally Convertible Debentures (OCDs) of Rs. 1,000/- each fully paid at a coupon rate of 0.5% p.a. for a period of 5 years from the date of allotment. The Company shall have the right to convert such OCDs into equity shares at the expiry of third year from the date of allotment.
- (ii) 16,000,000 Optionally Convertible Debentures (OCDs) of Rs. 10/- each fully paid at a coupon rate of 0.5% p.a. for a period of 5 years from the date of allotment wherein the Company shall have the right to convert such OCDs into equity shares at the expiry of 18 months from the date of allotment.

NOTES to the Financial Statements for the year ended March 31, 2017

12 TAXATION

(a) Detailed break-up of Deferred Tax Assets/ Liabilities is as follows:-

	(Rs. Million)	
	As at	As at
	March 31, 2017	March 31, 2016
<b>Deferred Tax Assets:</b>		
Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the Income Tax calculation.	83.59	115.85
Provision for doubtful debts and advances	276.71	264.20
Provision for non-moving inventories	7.00	1.89
Provision for Employee Benefits	39.82	34.10
<b>Total (A)</b>	<b>407.12</b>	<b>416.04</b>
Timing differences not recognised on account of prudence (B )	303.34	312.26
<b>Net Deferred Tax Assets carried to Balance Sheet (A-B)</b>	<b>103.78</b>	<b>103.78</b>

- (i) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.
- (ii) Deferred Tax Asset on brought forward losses has also not been recognised in the absence of virtual certainty of availability of taxable income to set off the losses.

## NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

13 LOANS AND ADVANCES	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Long-Term		Short-Term	
<b>i) Capital Advances</b>				
Unsecured, considered good	842.79	669.39	-	-
<b>(A)</b>	<b>842.79</b>	<b>669.39</b>	-	-
<b>ii) Security Deposits Receivable</b>				
Unsecured, considered good	58.27	57.66	17.77	42.50
Unsecured, considered doubtful	5.05	5.05	-	-
Less: Provision for doubtful security deposits	(5.05)	(5.05)	-	-
<b>(B)</b>	<b>58.27</b>	<b>57.66</b>	<b>17.77</b>	<b>42.50</b>
<b>iii) Loans to related parties</b>				
Unsecured, considered good	-	-	-	278.00
Unsecured, considered doubtful	-	29.70	-	-
Less: Provision for doubtful Loans (Refer note 29(i))	-	(29.70)	-	-
<b>(C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>278.00</b>
<b>iv) Advances recoverable in cash or in kind</b>				
Unsecured, considered good (Refer Note 13.1 and 13.2 below)	0.67	0.33	120.98	167.34
Unsecured, considered doubtful	10.50	11.78	-	-
Less: Provision for doubtful advances	(10.50)	(11.78)	-	-
<b>(D)</b>	<b>0.67</b>	<b>0.33</b>	<b>120.98</b>	<b>167.34</b>
<b>v) Other Advances</b>				
a) Advance payment of Fringe Benefit Tax	89.57	89.57	-	-
Less: Provision for Fringe Benefit Tax	(88.66)	(88.66)	-	-
	<b>0.91</b>	<b>0.91</b>	-	-
b) Advance Income Tax	1,160.22	1,246.12	-	-
Less: Provision for Income Tax	(867.43)	(871.63)	-	-
	<b>292.79</b>	<b>374.49</b>	-	-
<b>c) MAT Credit Entitlement</b>				
Opening Balance	84.13	68.60	-	-
Addition during the year	-	15.59	-	-
Utilised/ Reversed during the year	-	(0.06)	-	-
	<b>84.13</b>	<b>84.13</b>	-	-
<b>(E)</b>	<b>377.83</b>	<b>459.53</b>	<b>-</b>	<b>-</b>
<b>Total (A+B+C+D+E)</b>	<b>1,279.56</b>	<b>1,186.91</b>	<b>138.75</b>	<b>487.84</b>

13.1 Maximum amount due from Directors or other Officers during the year Rs. 3.45 Million (Previous year Rs. 0.38 Million). Amount outstanding at year end Rs. 1.46 Million (Previous year Rs. 0.03 Million).

13.2 Short-term Loans and advances include balances with government authorities Rs. 52.66 Million (Previous year Rs. 64.50 Million).

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

14 TRADE RECEIVABLES (Unsecured)	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Non Current		Current	
a) Outstanding for a period exceeding six months from the date they are due for payment				
Considered good	-	-	185.52	349.22
Considered doubtful	733.28	676.69	-	-
Less: Provision for doubtful debts	(733.28)	(676.69)	-	-
(A)	-	-	185.52	349.22
b) Others				
Considered good	-	-	813.79	856.63
Considered doubtful	20.74	27.77	-	-
Less: Provision for doubtful debts	(20.74)	(27.77)	-	-
(B)	-	-	813.79	856.63
<b>TOTAL (A+B)</b>	-	-	<b>999.31</b>	<b>1,205.85</b>

15 MOVEMENT OF PROVISION FOR DOUBTFUL DEBTS

(Rs. Million)

	As at	
	March 31, 2017	March 31, 2016
Opening Provision	704.46	737.62
Add: Additional provision created	58.07	21.46
Add: Provision/(Written off ) for business support on account of change in delivery technology	-	(13.70)
Less: Provision for doubtful debts written back*	(8.51)	(25.85)
Less: Bad debts written off	-	(15.07)
<b>Closing Provision</b>	<b>754.02</b>	<b>704.46</b>

\* Provision for doubtful debts written back amounting to Rs. 8.51 Million ( Previous year Rs.17.42 Million) shown as exceptional item [Refer Note 29].

(Rs. Million)

16 OTHER ASSETS	As at			
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Non-Current		Current	
Non Current Bank Balances (Refer Note 18)	0.12	0.12	-	-
Unbilled Revenue	0.25	2.54	83.25	72.23
Less: Provision for Unbilled Revenue	(0.25)	(2.54)	-	-
Interest Receivable	-	-	5.33	5.80
Derivative Instrument Fair Value Asset (Refer Note 41)	-	-	18.33	-
	<b>0.12</b>	<b>0.12</b>	<b>106.91</b>	<b>78.03</b>

## NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

17 INVENTORIES (Valued at lower of Cost or Net Realisable Value)	As at	
	March 31, 2017	March 31, 2016
<b>As at the end of the year</b>		
<b>Traded Goods</b>		
a) Courseware and Training Material*	8.35	44.44
b) Software	0.37	0.49
<b>Sub-Total (A)</b>	<b>8.72</b>	<b>44.93</b>
<b>As at the beginning of the year</b>		
<b>Traded Goods</b>		
a) Courseware and Training Material*	44.44	26.74
b) Software	0.49	0.45
<b>Sub-Total (B)</b>	<b>44.93</b>	<b>27.19</b>
<b>(Increase)/ Decrease in Inventory (B-A)</b>	<b>36.21</b>	<b>(17.74)</b>

\* Net of provision for non-moving inventories of Rs. 20.21 Million (Previous year Rs. 5.46 Million).

(Rs. Million)

18 CASH AND BANK BALANCES	As at	
	March 31, 2017	March 31, 2016
	Current	
<b>Cash and Cash Equivalents:</b>		
Balance with Banks		
-Current Accounts	184.27	72.96
Cheques and Drafts on hand	14.50	17.44
Cash on hand	6.50	19.17
<b>Sub Total (A)</b>	<b>205.27</b>	<b>109.57</b>
<b>Other Bank Balances:</b>		
Bank Deposits*		
-With original maturity of more than 3 months and upto 12 months	15.43	16.33
-With original maturity of more than 12 months	0.12	0.12
Dividend Accounts	7.52	9.49
* Pledged as Margin money		
<b>Sub Total (B)</b>	<b>23.07</b>	<b>25.94</b>
<b>Total (A+B)</b>	<b>228.34</b>	<b>135.51</b>
<b>Amount disclosed under "Other Non Current Assets" (Refer Note 16) (C )</b>	<b>(0.12)</b>	<b>(0.12)</b>
<b>Total (A+B+C)</b>	<b>228.22</b>	<b>135.39</b>

## 19 CONTINGENT LIABILITIES

(Rs. Million)

1. Claims against the Company not acknowledged as debts:-	As at	
	March 31, 2017	March 31, 2016
- Customers	33.55	6.13
- Sales Tax/ VAT	5.08	-
- Works Contract Tax	31.32	31.32
- Customs Duty	4.80	4.80
- Income Tax	385.25	372.42
- Others*	17.98	14.44

\*Pertains to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting.

(a) It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

(b) The Company does not expect any reimbursements in respect of the above.

NOTES to the Financial Statements for the year ended March 31, 2017

2. The Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Company in the Income Tax Appellate Tribunal. The Tribunal has since passed order for AY 1999-00 wherein the Tribunal decided the issue of assumption of jurisdiction against the Company. On merits, Tribunal has allowed some of the issues and dismissed others which were referred back to the assessing officer for a fresh examination. The Company has filed an appeal before the Hon'ble High Court against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/quantified demands. Based on a legal opinion, the Company has fair chances of obtaining adequate relief before the Hon'ble High Court.

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

**3. Guarantees**

- i. Guarantees issued by bankers outstanding at the end of the year Rs. 1.10 Million (Previous year Rs.1.12 Million).
- ii. Corporate Guarantee Nil [Previous year Rs. 562.49 Million (USD 8.50 Million)] issued to Skill Soft Corporation, USA & Skill Soft Ireland Limited to secure them against any indemnification obligations of NIIT Ventures Inc. (erstwhile step down subsidiary of the Company) and NIIT (USA) Inc., with respect to sale of Element K Corporation (erstwhile step down subsidiary of the Company) in earlier year.
- iii. Corporate Guarantee to National Skill Development Corporation to secure loan of Rs. 90.00 Million (Previous year Rs. 142.64 Million) availed by NIIT Yuva Jyoti Limited, a subsidiary of the Company.
- iv. Corporate Guarantee to National Skill Development Corporation to secure them in the event of default on the part of NIIT Yuva Jyoti Limited in making payment towards outstanding royalty amount of Rs. 136.49 Million (Previous year Nil).
- v. Corporate Guarantee issued to banks for availing working capital limits on behalf of Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited) Rs. 450 Million (Previous year Nil) [Amount Outstanding at year end Rs. Nil (Previous year Nil)].

**4. Other Monies for which the Company is contingently liable**

- i. Security for working capital limits on behalf of Mindchampion Learning Systems Limited (Formerly known as Hole-in-the-Wall Education Limited) Nil (Previous year Rs. 30 Million) [Amount Outstanding at year end Nil (Previous year Nil)].
- ii. Standby Letter of Credit Rs. 486.44 Million (USD 7.5 Million) [Previous year Rs. 496.31 Million (USD 7.5 Million)] for working capital limits in favour of NIIT (USA) Inc., USA, a subsidiary of the Company, by earmarking working capital facility of NIIT Limited.
- iii. Outstanding letters of credit of Nil (Previous year Rs. 26.58 Million).

**20 CAPITAL AND OTHER COMMITMENTS**

- (a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 287.22 Million (Previous year Rs. 508.72 Million).
- (b) For commitments related to lease arrangements, refer Note 40.
- (c) The Company has issued a letter of support to provide need based financial support to its subsidiaries Mindchampion Learning Systems Limited, NIIT Yuva Jyoti Limited and NIIT Antilles NV.

(Rs. Million)

**21 REVENUE FROM OPERATIONS**

	Year ended	
	March 31, 2017	March 31, 2016
Sale of Products :		
-Courseware and Training Material	750.65	927.50
-Hardware & Accessories	5.78	3.21
Sale of Services	2,906.43	2,883.78
	<u>3,662.86</u>	<u>3,814.49</u>

**NOTES to the Financial Statements for the year ended March 31, 2017**

22 OTHER INCOME	Year ended		(Rs. Million)
	March 31, 2017	March 31, 2016	
Interest Income	73.35	31.80	
Dividend Income from Investments in Associates	144.93	137.69	
Dividend Income from Current Investments	-	0.12	
Profit/(Loss) from Sale of Current Investment	0.03	0.57	
Provision/ Other Liabilities Written Back	5.47	40.13	
Gain on Sale of Fixed Assets (Net)	3.63	3.82	
Gain on Foreign Currency Translation and Transaction (net)	-	9.94	
Recovery from Subsidiaries for Management Services	161.74	152.26	
Other Non-Operating Income	36.19	27.84	
	<u>425.34</u>	<u>404.17</u>	

23 EMPLOYEE BENEFITS EXPENSE (Refer Note 24 & 37)	Year ended		(Rs. Million)
	March 31, 2017	March 31, 2016	
Salaries and Benefits	1,374.39	1,291.35	
Contribution to Provident and other Funds	70.93	57.91	
Welfare and Other expenses	37.06	36.34	
	<u>1,482.38</u>	<u>1,385.60</u>	

**24 EMPLOYEE BENEFITS**
**A) Defined Contribution Plans**

The Company makes contribution towards Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in the Statement of Profit and Loss under "Employee Benefits Expense" in Note 23:-

Particulars	Year ended		(Rs. Million)
	March 31, 2017	March 31, 2016	
- Employers' Contribution to Superannuation Fund	9.08	8.05	
- Employers' Contribution to Employees Pension Schemes	19.31	17.37	
- Employers' Contribution towards Social Security Schemes in foreign territories	-	0.35	

Contribution towards Superannuation Fund to the defined contribution plans includes following cost for Key Managerial Personnel:

Particulars	Year ended		
	March 31, 2017	March 31, 2016	
- Employers' Contribution to Superannuation Fund	1.73	1.69	
- Employers' Contribution to Employees Pension Schemes	0.41	0.43	

## NOTES to the Financial Statements for the year ended March 31, 2017

### B) Defined Benefit Plans

#### I. Provident Fund

The Company makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" ("the Trust"), which is a defined benefit plan. The Company contributed Rs. 22.09 Million (Previous year Rs.19.78 Million) including Rs. 1.95 Million (Previous year Rs. 1.95 Million) in respect of Key Managerial personnel during the year to the Trust.

The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Company's obligation in this regard is actuarially determined and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The guidance on implementing AS 15 Employee Benefits (revised 2005), issued by Accounting Standards Board (ASB) of The Institute of Chartered Accountants of India, states that benefits involving employer established provident fund trust, which require interest shortfall to be compensated by the employer is required to be considered as Defined Benefits Plans. The actuary has provided a valuation and based on the below mentioned assumptions, determined that there is no short fall as at the year end.

The details of fund and plan assets of the Trust (inclusive of contribution received from subsidiaries) are as follows (limited to the extent provided by the actuary):

#### (i) Change in Defined Benefit Obligation

Particulars	(Rs. Million)	
	As at	
	March 31, 2017	March 31, 2016
Present value defined benefit obligation as at the beginning of the year	7.37	5.64
Current service cost	0.83	0.82
Interest Cost	0.57	0.44
Actuarial (gain)/ loss on obligations	(1.35)	0.47
<b>Present Value Defined Benefit Obligations at the end of the year</b>	<b>7.42</b>	<b>7.37</b>

#### (ii) Change in Fair Value of Assets

Particulars	As at	
	March 31, 2017	March 31, 2016
Fair value of plan assets as at the beginning of the year	119.06	91.76
Actuarial (loss) / gain on plan assets	13.62	27.30
<b>Fair value of Plan Assets as at the end of the year</b>	<b>132.68</b>	<b>119.06</b>

#### (iii) Estimated Net Asset/ (Liability) recognised in the Balance Sheet

Particulars	As at	
	March 31, 2017	March 31, 2016
Present value of defined benefit obligation	7.42	7.37
Fair Value of plan assets	132.68	119.06
Funded Status [surplus/ (deficit) not recognised]	125.26	111.69
<b>Net Asset/ (Liability) recognised in the Balance Sheet</b>	<b>-</b>	<b>-</b>

#### (iv) Assumptions used in accounting for provident Fund:-

	Year ended	
	March 31, 2017	March 31, 2016
Discount Rate (Per Annum)	7.00%	7.75%
Expected return on Plan Assets	8.60%	8.60%
Expected guaranteed interest rate	8.60%	8.75% and 8.60% for subsequent years

#### (v) Investment details of Plan Assets:-

	Year ended	
	March 31, 2017	March 31, 2016
Government Securities	49.74%	47.39%
Debt Instruments	47.69%	51.09%
Equities	1.95%	0.91%
Short term Debt Instruments	0.62%	0.61%
	<b>100.00%</b>	<b>100.00%</b>



NOTES to the Financial Statements for the year ended March 31, 2017

Particulars	(Rs. Million)	
	As at	
	March 31, 2017	March 31, 2016
<b>II Compensated Absences</b>		
<b>i) Change in Present value of Obligation:-</b>		
Present value of obligation as at the beginning of the year	44.51	50.91
Current service cost	13.79	14.95
Past Service Cost	-	(10.43)
Interest Cost	3.38	3.92
Benefits Paid	(1.72)	(0.53)
Addition on account of transfer of employees from subsidiaries	-	3.86
Actuarial (gain)/ loss on Obligations	(15.75)	(18.17)
<b>Present value of obligation as at the end of the year</b>	<b>44.21</b>	<b>44.51</b>
<b>Classification in the balance sheet</b>		
Short-Term	41.13	41.09
Long-Term	3.08	3.42
<b>Total</b>	<b>44.21</b>	<b>44.51</b>

Particulars	(Rs. Million)	
	As at	
	March 31, 2017	March 31, 2016
<b>ii) Assumptions used in accounting for Compensated Absences:-</b>		
Discount Rate (per annum)	7.00%	7.75%
Future Salary Increase		
-For First 5 Years	8.00%	8.00%
-Thereafter	8.00%	8.00%
Estimates of future salary increase (cost to the Company) considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.		

Particulars	(Rs. Million)	
	As at	
	March 31, 2017	March 31, 2016
<b>III. Gratuity Fund</b>		
<b>i) Change in Present value of Obligation:-</b>		
Present value of obligation as at the beginning of the year	104.83	106.50
Interest cost	7.55	7.29
Current service cost	11.14	10.53
Addition/ (Deletion) on account of transfer of employees from/ (to) subsidiaries	(0.07)	4.04
Plan Amendments Cost	(0.75)	-
Benefits paid	(14.96)	(24.78)
Actuarial (gain)/ loss on obligations	8.77	1.25
<b>Present value of obligation as at the end of the year</b>	<b>116.51</b>	<b>104.83</b>

<b>ii) Change in Plan Assets:-</b>		
Fair value of Plan Assets as at the beginning of the year	78.94	86.84
Addition/ (Deletion) on account of transfer of employees from/ (to) subsidiaries	(0.07)	2.02
Expected return on Plan Assets	7.01	7.07
Contributions*	11.12	8.15
Benefits Paid	(14.96)	(24.78)
Actuarial (loss)/ gain on Plan Assets	(0.75)	(0.36)
<b>Fair value of Plan Assets as at the end of the year</b>	<b>81.29</b>	<b>78.94</b>

\* Contributions include recoveries from Associates and Subsidiaries.

\*Actuary's estimates of contributions for the next financial year is Rs. 47.80 Million (Previous year Rs. 37.03 Million).

NOTES to the Financial Statements for the year ended March 31, 2017

Particulars	(Rs. Million)				
	As at				
	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
iii) Amount of Asset/ (obligation) recognised in the Balance Sheet:-					
Fair value of Plan Assets as at the end of the year	81.29	78.94	86.84	89.07	88.77
Present value of obligation as at the end of the year	116.51	104.83	106.50	90.94	96.67
Asset/ (obligation) recognised in Balance Sheet	(35.22)	(25.89)	(19.66)	(1.87)	(7.90)

Particulars	(Rs. Million)	
	Year ended	
	March 31, 2017	March 31, 2016
iv) Net Gratuity Cost recognised in Statement of Profit and Loss:-		
Current service cost	11.14	10.53
Interest cost	7.55	7.29
Plan Amendment Cost	(0.75)	-
Expected return on Plan Assets	(7.01)	(7.07)
Net Actuarial (gain)/ loss recognised during the year	9.52	1.62
Expense recognised in the Statement of Profit and Loss*	20.45	12.37
Actual return on plan assets	6.26	6.71

\*Includes Rs. 2.99 Million (Previous year Rs. 3.11 Million) towards contribution for Key Managerial Personnel.

\*The above cost is included under "Employee Benefits Expense" in Note 23.

v) Assumptions used in accounting for gratuity plan:-	Year ended	
	March 31, 2017	March 31, 2016
Discount Rate (Per annum)	7.00%	7.75%
Future Salary Increase	6.00%	6.00%
Expected Rate of return on plan assets	8.45%	9.10%

Estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vi) 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 of India 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 composition of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

25 EMPLOYEES STOCK OPTION SCHEME

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2/- each (Rs.10/- each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

**NOTES to the Financial Statements for the year ended March 31, 2017**

Contd..

The summary of options granted is as follows:

Particulars	Grant V Vest 3			Grant VI Vest 3			Grant VII Vest 2			Grant VIII Vest 3		
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Date of Grant	26-Oct-09	26-Oct-09	23-Jan-10	23-Jan-10	22-Oct-10	22-Oct-10	22-Oct-10	22-Oct-10	22-Oct-10	22-Oct-10	22-Oct-10	22-Oct-10
Date of Vesting	26-Oct-12	26-Oct-12	23-Jan-13	23-Jan-13	22-Oct-12	22-Oct-12	22-Oct-12	22-Oct-12	22-Oct-12	22-Oct-12	22-Oct-12	22-Oct-12
Live options at the beginning of the year (Nos.)	601,582	860,571	40,640	52,510	-	-	12,000	-	-	-	-	12,000
Granted during the year (Nos.)	-	-	-	-	-	-	-	-	-	-	-	-
Forfeited/ lapsed till vesting period (Nos.)	-	-	-	-	-	-	-	-	-	-	-	-
Options Vested (Nos)	-	-	-	-	-	-	-	-	-	-	-	-
Forfeited/ lapsed post vesting (Nos)	37,760	148,909	6,950	10,480	-	-	-	-	-	-	-	12,000
Options exercised (Nos)	25,060	110,080	-	1,390	-	-	-	-	-	-	-	-
Outstanding/ exercisable at the end of the year (Nos)	5,38,762	601,582	33,690	40,640	-	-	-	-	-	-	-	-
Exercise Price (Rs.)	72.20	72.20	69.20	69.20	-	-	67.65	-	-	-	-	67.65
Remaining Contractual Life (Days)	-	-	-	-	-	-	-	-	-	-	-	205
Fair value of the options based on Black and Scholes Model (Rs.)	36.64	36.64	34.74	34.74	-	-	32.00	-	-	-	-	34.35
Intrinsic Value of the options granted (Rs.)	-	-	-	-	-	-	-	-	-	-	-	-

Particulars	Grant IX Vest 2			Grant X Vest 2			Grant XI Vest 3			Grant XII Vest 4			Grant XIII Vest 5			
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Date of Grant	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14	21-May-14
Date of Vesting	20-May-15	20-May-15	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16	20-May-16
Live options at the beginning of the year (Nos.)	316,800	469,300	376,100	469,300	377,800	471,400	56,666	-	-	-	-	-	-	-	-	-
Granted during the year (Nos.)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Forfeited/ lapsed till vesting period (Nos.)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Options Vested (Nos)	-	469,300	376,100	-	60,200	93,600	-	-	-	-	-	-	-	-	-	-
Forfeited/ lapsed post vesting (Nos)	300	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Options exercised (Nos)	33,300	152,500	26,600	-	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding/ exercisable at the end of the year (Nos)	283,200	316,800	349,500	376,100	317,600	377,800	46,666	-	-	-	-	-	-	-	-	-
Exercise Price (Rs.)	35.40	35.40	35.40	35.40	35.40	35.40	49.75	-	-	-	-	-	-	-	-	-
Remaining Contractual Life (Days)	1,147	1,512	1,877	1,877	1,877	2,242	1,247	-	-	-	-	-	-	-	-	-
Fair value of the options based on Black and Scholes Model (Rs.)	10.66	10.66	11.45	11.45	14.35	14.35	15.50	-	-	-	-	-	-	-	-	-
Intrinsic Value of the options granted (Rs.)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

## NOTES to the Financial Statements for the year ended March 31, 2017

Contd..

The summary of options granted is as follows:

Particulars	Grant XII			Grant XIII			Grant XIV			
	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3	
Date of Grant	2016-17 24-Jun-15 24-Jun-16	2016-17 24-Jun-15 24-Jun-17	2015-16 24-Jun-15 24-Jun-18	2016-17 17-Jul-15 17-Jul-16	2016-17 17-Jul-15 17-Jul-17	2015-16 17-Jul-15 17-Jul-18	2016-17 17-Jul-15 17-Jul-18	2015-16 17-Jul-15 17-Jul-18	2016-17 17-Jul-15 17-Jul-18	2015-16 19-Jan-16 19-Jan-17
Date of Vesting	24-Jun-16	24-Jun-17	24-Jun-18	17-Jul-16	17-Jul-17	17-Jul-18	17-Jul-18	17-Jul-18	17-Jul-18	19-Jan-17
Live options at the beginning of the year (Nos.)	483,332	483,332	483,336	498,299	498,299	498,402	498,402	498,402	498,402	35,000
Granted during the year (Nos.)	533,332	533,332	533,336	511,631	511,631	511,631	511,631	511,631	511,738	35,000
Forfeited/ lapsed till vesting period (Nos.)	50,000	133,333	133,334	13,332	13,332	13,332	13,332	13,332	80,004	-
Options Vested (Nos)	433,332	-	-	484,967	-	-	-	-	-	35,000
Forfeited/ lapsed post vesting (Nos)	-	-	-	-	-	-	-	-	-	-
Options exercised (Nos)	58,333	-	-	124,994	-	-	-	-	-	-
Outstanding/ exercisable at the end of the year (Nos)	374,999	483,332	350,002	359,973	498,299	418,301	498,299	418,398	498,402	35,000
Exercise Price (Rs.)	41.60	41.60	41.60	52.15	52.15	52.15	52.15	52.15	52.15	75.65
Remaining Contractual Life (Days)	1,555	1,911	2,276	1,569	1,934	2,299	2,299	2,299	2,664	1,754
Fair value of the options based on Black and Scholes Model (Rs.)	13.45	14.38	15.07	17.01	17.01	18.21	18.21	19.08	19.08	25.91
Intrinsic Value of the options granted (Rs.)	-	-	-	-	-	-	-	-	-	-

Particulars	Grant XV			Grant XVI			Grant XVII			
	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3	
Date of Grant	2016-17 19-Jan-16 19-Jan-17	2016-17 19-Jan-16 19-Jan-18	2015-16 19-Jan-16 19-Jan-19	2016-17 16-Jun-16 16-Jun-17	2016-17 16-Jun-16 16-Jun-18	2016-17 16-Jun-16 16-Jun-19	2016-17 05-Feb-17 05-Feb-19	2016-17 05-Feb-17 05-Feb-19	2016-17 05-Feb-17 05-Feb-20	2016-17 05-Feb-17 05-Feb-20
Date of Vesting	19-Jan-17	19-Jan-18	19-Jan-19	16-Jun-17	16-Jun-18	16-Jun-19	16-Jun-19	16-Jun-19	16-Jun-19	16-Jun-19
Live options at the beginning of the year (Nos.)	30,000	30,000	30,000	106,656	106,656	106,688	46,664	46,664	46,672	-
Granted during the year (Nos.)	30,000	30,000	30,000	13,332	13,332	13,336	-	-	-	-
Forfeited/ lapsed till vesting period (Nos.)	-	-	-	-	-	-	-	-	-	-
Options Vested (Nos)	-	-	-	-	-	-	-	-	-	-
Forfeited/ lapsed post vesting (Nos)	-	-	-	-	-	-	-	-	-	-
Options exercised (Nos)	-	-	-	-	-	-	-	-	-	-
Outstanding/ exercisable at the end of the year (Nos)	30,000	30,000	30,000	93,324	93,324	93,352	46,664	46,664	46,672	-
Exercise Price (Rs.)	75.65	75.65	75.65	83.30	83.30	83.30	73.60	73.60	73.60	73.60
Remaining Contractual Life (Days)	1,754	2,119	2,484	1,901	2,296	2,631	2,136	2,501	2,866	2,866
Fair value of the options based on Black and Scholes Model (Rs.)	25.91	27.48	28.50	30.30	31.88	33.17	25.87	27.13	28.29	28.29
Intrinsic Value of the options granted (Rs.)	-	-	-	-	-	-	-	-	-	-



## NOTES to the Financial Statements for the year ended March 31, 2017

26 FINANCE COSTS	(Rs. Million)	
	Year ended March 31, 2017	Year ended March 31, 2016
Interest Expense	213.97	188.98
Other Borrowing Costs	12.19	6.28
	<u>226.16</u>	<u>195.26</u>

27 OTHER EXPENSES [Refer Note 37]	(Rs. Million)	
	Year ended March 31, 2017	Year ended March 31, 2016
Equipment Hiring	199.28	159.88
Royalties	70.85	70.26
Freight and Cartage	4.96	12.00
Rent (net of recoveries)	163.90	205.46
Rates and Taxes	4.26	6.51
Power & Fuel	60.22	73.39
Communication	92.47	87.49
Legal and Professional (Refer note 28 below)	105.92	125.34
Travelling and Conveyance	199.88	211.31
Provision for Doubtful Debts	58.07	21.46
Bad debts Written off	1.01	14.12
Less:-Provision for Doubtful Debts written back	-	(14.12)
Provision for Unbilled Revenue	0.25	2.54
Provision for Doubtful Advances and Deposits	0.38	0.66
Advances Written off	0.10	2.20
Insurance	6.96	8.13
Repairs and Maintenance		
- Plant and Machinery	21.93	28.46
- Buildings	2.99	2.47
- Others	50.49	52.75
Consumables	29.55	20.61
Loss on Foreign Currency Translation and Transaction (net)	14.21	-
Security and Administration Services	29.86	24.02
Bank Charges	7.81	14.82
Marketing & Advertising Expenses	235.29	268.06
Discounts & Rebates	13.09	41.95
Sundry Expenses	16.53	21.73
	<u>1,390.26</u>	<u>1,461.50</u>

28 PAYMENT TO AUDITORS	(Rs. Million)	
	Year ended March 31, 2017	Year ended March 31, 2016
As Auditor		
-Audit Fee	6.99	6.99
-Tax Audit Fee	0.55	0.55
-Limited Review Fee	1.65	1.65
Other Certification Fee*	0.56	0.49
Reimbursement of expenses (including service tax)	1.94	2.32
	<u>11.69</u>	<u>12.00</u>

\* Net of Rs. 0.02 Million recovered from promoters (Refer Note 31)

NOTES to the Financial Statements for the year ended March 31, 2017

(Rs. Million)

	Year ended	
	March 31, 2017	March 31, 2016
29 EXCEPTIONAL ITEMS(net)		
Income/ (Expenditure)		
Provision for doubtful loans, debts and other balances written back	39.35	8.95
Expenses incurred for retrospective change in legislation	-	(4.49)
Provision for business support on account of change in delivery technology written back	-	17.42
<b>Total</b>	<b>39.35</b>	<b>21.88</b>

Exceptional items as above comprise, items of income/(expenditure), arising from ordinary activities of the Company of such size, nature or incidence that their separate disclosure is considered appropriate to better explain the performance for the year.

- (i) During the year, the Company has collected Rs. 29.70 Million (Previous year Rs. 8.95 Million) towards loans, debts and other balances recoverable from its wholly owned subsidiary Mindchampion Learning Systems Limited for which provision was recognised as an exceptional item in the earlier years now written back.
- (ii) During the year, the Company has written back provisions amounting to Rs. 9.65 Million (Previous year Nil) for doubtful debts and advances recoverable for which provisions were recognised as exceptional items in earlier years based on collections received.
- (iii) During the previous year the Company had created an additional provision for bonus of Rs. 4.49 Million related to the period April 1, 2014 to March 31, 2015 pursuant to retrospective amendment to "The Payment of Bonus Act, 1965" notified on January 1, 2016.
- (iv) In earlier years, the Company had made provision for inventory aggregating to Rs. 3.21 Million lying with the Company for business support amounting to Rs. 39.77 Million as one time credit to eligible business partners out of which an amount of Rs. 17.42 Million was written back in previous year upon settlement of claims of the eligible business partners.

30 During the year, the Company has acquired the business from Perceptron Learning Solutions Private Limited ('Perceptron'). The strategic acquisition is expected to bring complementary technology platforms and capabilities to the Company.

The acquisition was made for an aggregate consideration of Rs. 24.85 Million. Out of the total consideration, Rs. 14.85 Million was paid during the year and Rs. 10 Million is payable based on achievement of performance based milestone. The purchase price has been allocated between the fair values of assets & liabilities based on an independent valuation report as a result of which a goodwill of Rs. 19.77 Million has been recognised in these financial statements.

31 The Board of Directors of the Company has, in its meeting held on March 24, 2017, approved the amalgamation of PIPL Management Consultancy and Investment Private Limited ("PMPL") and Global Consultancy and Investment Private Limited ("GCPL") with NIIT Limited ("the Company or NIIT") by way of and in accordance with a scheme of amalgamation as per the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). PMPL and GCPL hold 15.30% & 15.64% equity shares of NIIT Limited respectively and form part of promoter/ promoter group of NIIT Ltd. From the effective date, pursuant to the Scheme, the entire shareholding of PMPL and GCPL in the Company shall stand cancelled and the equivalent shares of the Company shall be re-issued to the shareholders of PMPL and GCPL as on the record date to be fixed for the purpose. Pursuant to the proposed amalgamation of PMPL and GCPL with the Company, there will be no change in the promoter's shareholding in the Company. All cost and charges arising out of this proposed scheme of amalgamation shall be borne by the promoter/ promoter group.

The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench and accordingly, not reflected in these financial statements.

**NOTES to the Financial Statements for the year ended March 31, 2017**
**32. CIF VALUE OF IMPORTS**

(Rs. Million)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Purchase of Traded Goods	55.87	113.36
Capital Goods	0.56	-

**33. EXPENDITURE IN FOREIGN CURRENCY**

(Rs. Million)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Employees Benefits Expense	37.40	70.28
Professional and Technical Outsourcing Expense	149.64	137.83
Legal & Professional	0.32	1.32
Traveling and Conveyance	22.29	24.08
Others	2.61	25.70

**34. EARNINGS IN FOREIGN CURRENCY**

(Rs. Million)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Export of Services & Products	1,527.41	1,594.17
Recovery from Overseas Subsidiaries & Branches	125.13	114.58

**35. EARNINGS PER SHARE**

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Profit/ (loss) attributable to Equity Shareholders (Rs. Million) - (A)	(50.70)	1.09
Weighted average number of Equity Shares outstanding during the year (Nos.)- (B)	165,635,165	165,283,877
Nominal Value of Equity Shares (Rs.)	2/-	2/-
Basic Earnings/ (loss) per Share (Rs.) (A/B)	(0.31)	0.01
Add : Effect of Potential Dilutive Shares (being employee stock options) (Nos.)	1,979,822	2,334,759
Weighted average Shares outstanding considered for determining Diluted Earnings/ (loss) per Share (Nos.) - (C)	167,614,987	167,618,636
Profit/ (loss) after considering increased earnings of Dilutive Shares (Rs. Million) (D)	(50.70)	1.09
Diluted Earnings/ (loss) per Share (Rs.) (D/C)*	(0.31)	0.01
<b>EARNINGS PER SHARE (had fair value method been employed for accounting of employee stock options (Refer Note 25))</b>		
Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Profit/ (loss) attributable to Equity Shareholders (Rs. Million) -(E)	(67.00)	(20.19)
Profit/ (loss) attributable to Equity Shareholders with diluted equity shares (Rs. Million) -(F)	(67.00)	(20.19)
Basic Earnings/ (loss) per Share (Rs.) (E/B)	(0.40)	(0.12)
Diluted Earnings/ (loss) per Share (Rs.) (F/C)*	(0.40)	(0.12)

\*As the impact of dilution is anti-dilutive, the basic and diluted earning/ (loss) per share remains the same.



## NOTES to the Financial Statements for the year ended March 31, 2017

### 36 RELATED PARTY TRANSACTIONS AS PER ACCOUNTING STANDARD 18:

#### A. Related party relationship where control exists:

##### Subsidiaries

- 1 Mindchampion Learning Systems Limited
- 2 NIIT Yuva Jyoti Limited
- 3 NIIT Institute of Finance Banking and Insurance Training Limited
- 4 NIIT Institute of Process Excellence Limited
- 5 NIIT Limited, UK
- 6 NIIT Antilles NV, Netherlands Antilles
- 7 NIIT Malaysia Sdn. Bhd, Malaysia
- 8 NIIT GC Limited, Mauritius
- 9 NIIT China (Shanghai) Limited, Shanghai, China
- 10 NIIT Wuxi Service Outsourcing Training School, China
- 11 Chongqing NIIT Education Consulting Limited, China
- 12 Wuxi NIIT Information Technology Consulting Limited, China
- 13 Changzhou NIIT Information Technology Consulting Limited, China
- 14 Su Zhou NIIT Information Technology Consulting Limited, China
- 15 NIIT (USA) Inc., USA
- 16 PT NIIT Indonesia, Indonesia (Under liquidation)
- 17 NIIT West Africa Limited, Nigeria
- 18 Qingdao NIIT Information Technology Company Limited , China
- 19 Chongqing An Dao Education Consulting Limited , China
- 20 Zhangjiagang NIIT Information Services Limited , China
- 21 Chengmai NIIT Information Technology Company Limited , China
- 22 NIIT Ireland Limited, Ireland
- 23 Dafeng NIIT Information Technology Co., Limited, China
- 24 Guizhou NIIT Information Technology consulting Co., Limited, China
- 25 NIIT Learning Solutions (Canada) Limited, Canada
- 26 NIIT (Guizhou) Education Technology Co., Limited, China

#### B. Other related parties with whom the Company has transacted:

##### a) Associates (Parties in which Company has substantial interest)

- 1 NIIT Technologies Limited
- 2 NIIT GIS Limited
- 3 NIIT Smart Serve Limited

##### b) Key Managerial Personnel

- 1 Rajendra S Pawar (Chairman)
- 2 Vijay K Thadani (Vice-Chairman & Managing Director)
- 3 P Rajendran (Joint Managing Director)
- 4 Rahul Keshav Patwardhan (Chief Executive Officer w.e.f. May 28, 2015)
- 5 Rohit Kumar Gupta (Chief Financial Officer till February 28, 2017)
- 6 Amit Roy (Chief Financial Officer w.e.f. March 01, 2017 )

## NOTES to the Financial Statements for the year ended March 31, 2017

### c) Relatives of Key Managerial Personnel

- 1 Renuka Thadani (Wife of Vijay K Thadani)
- 2 Veena Oberoi (Sister of Vijay K Thadani)

### d) Parties in which the Key Managerial Personnel of the Company are interested

- 1 NIIT Institute of Information Technology
- 2 NIIT Foundation (formerly known as NIIT Education Society)
- 3 NIIT University
- 4 Pace Industries Private Limited
- 5 NIIT Network Services Limited
- 6 Naya Bazaar Novelties Private Limited

### C. Details of significant transactions with related parties described above carried out :

(Rs. Million)

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Purchase of Goods	-	-	-	-	0.36	0.36
{Footnote (ii)}	(5.38)	(-)	(-)	(-)	(0.53)	(5.91)
Purchase of Fixed Assets (including services received for development of intangible assets)	-	-	-	-	-	-
{Footnote (iii)}	(11.08)	(-)	(-)	(-)	(-)	(11.08)
Sale of Fixed Assets	0.10	-	-	-	-	0.10
{Footnote (iv)}	(-)	(-)	(-)	(-)	(-)	(-)
Sale of Goods	-	-	-	-	5.10	5.10
{Footnote (v)}	(-)	(-)	(-)	(-)	(-)	(-)
Sale of Services	1,072.91	3.35	-	-	4.69	1,080.95
{Footnote (v)(a)}	(1,246.60)	(1.94)	(-)	(-)	(0.76)	(1,249.30)
Purchase of Services - Professional Technical & Outsourcing Services	53.18	-	-	-	0.88	54.06
{Footnote (vi)}	(14.95)	(-)	(-)	(-)	(0.30)	(15.25)
Purchase of Services -Others	-	21.58	-	-	7.98	29.56
{Footnote (vii)}	-	(21.48)	(-)	(-)	(0.46)	(21.94)
Recovery from subsidiaries for Management Services	144.57	-	-	-	-	144.57
{Footnote (viii)}	(133.92)	(-)	(-)	(-)	(-)	(133.92)
Recovery of Employee Benefits expenses from	0.50	-	-	-	0.08	0.58
{Footnote (ix)}	(6.78)	(0.21)	(-)	(-)	(0.05)	(7.04)
Recovery of Professional Technical & Outsourcing expenses from	0.14	-	-	-	0.02	0.16
{Footnote (x)}	(0.01)	(-)	(-)	(-)	(-)	(0.01)

**NOTES to the Financial Statements for the year ended March 31, 2017**

Recovery of other expenses from {Footnote (xi)}	42.24 (61.41)	0.25 (1.06)	0.24 (-)	- (-)	3.02 (2.80)	45.75 (65.27)
Recovery of other expenses from under the head other income {Footnote (xii)}	7.29 (13.85)	0.01 (0.04)	- (-)	- (-)	1.46 (1.11)	8.76 (15.00)
Recovery of Employee Benefits expenses by {Footnote (xiii)}	- (0.07)	- (-)	- (-)	- (-)	- (-)	- (0.07)
Recovery of Professional Technical & Outsourcing expenses by {Footnote (xiv)}	75.71 (94.03)	- (-)	- (-)	- (-)	7.59 (1.95)	83.30 (95.98)
Recovery of other expenses by {Footnote (xv)}	12.88 (37.99)	0.29 (0.04)	- (-)	1.02 (1.82)	0.17 (10.07)	14.36 (49.92)
Royalty paid {Footnote (xvi)}	46.71 (53.77)	- (-)	- (-)	- (-)	- (-)	46.71 (53.77)
Investments made {Footnote (xvii)}	160.00 (10.78)	- (-)	- (-)	- (-)	- (-)	160.00 (10.78)
-Loans Given {Footnote (xviii)}	213.00 (278.00)	- (-)	- (-)	- (-)	- (-)	213.00 (278.00)
-Loans Given Received Back {Footnote (xix)}	520.70 (70.00)	- (-)	- (-)	- (-)	- (-)	520.70 (70.00)
-Inter Corporate Deposits Taken {Footnote (xx)}	164.00 (85.00)	- (-)	- (-)	- (-)	- (-)	164.00 (85.00)
-Inter Corporate Deposits Repaid {Footnote (xxi)}	85.00 (-)	- (-)	- (-)	- (-)	- (-)	85.00 (-)
-Interest Income {Footnote (xxii)}	26.20 (26.93)	- (-)	- (-)	- (-)	- (-)	26.20 (26.93)
- Interest expenditure {Footnote (xxiii)}	12.51 (6.19)	- (-)	- (-)	- (-)	- (-)	12.51 (6.19)
Remuneration {Footnote (xxiv)}	- (-)	- (-)	92.16 (79.66)	- (-)	- (-)	92.16 (79.66)
Other Income {Footnote (xxv)}	17.16 (18.34)	- (-)	- (-)	- (-)	- (-)	17.16 (18.34)
Dividend Income {Footnote (xxvi)}	- (-)	144.93 (137.69)	- (-)	- (-)	- (-)	144.93 (137.69)
Corporate Guarantee Charges (included in Other Non-Operating Income) {Footnote (xxvii)}	3.45 (3.61)	- (-)	- (-)	- (-)	- (-)	3.45 (3.61)
Guarantee & Collaterals {Footnote (xxviii)}	660.00 (-)	- (-)	- (-)	- (-)	- (-)	660.00 (-)

Note:- Refer Notes 19 and 20 for guarantees, collaterals and commitments.

## NOTES to the Financial Statements for the year ended March 31, 2017

### Footnotes:-

- i) Previous year figures are given in parenthesis.
- ii) **Includes Purchase of Goods from:**  
 Naya Bazaar Novelties Pvt. Limited Rs. 0.36 Million (Previous year Rs. 0.53 Million)  
 Mindchampion Learning Systems Limited Rs. Nil (Previous year Rs. 0.87 Million)  
 NIIT Yuva Jyoti Limited Rs. Nil (Previous year Rs. 0.16 Million)  
 NIIT Institute of Finance, Banking & Insurance Training Limited Rs. Nil (Previous year Rs. 4.35 Million)
- iii) **Includes Purchase of Fixed Assets (including services received for development of intangible assets) from:**  
 NIIT Institute of Finance, Banking & Insurance Training Limited Rs. Nil (Previous year Rs. 11.08 Million)
- iv) **Includes Sale of Fixed Assets to:**  
 NIIT Yuva Jyoti Limited Rs. 0.10 Million (Previous year Rs. Nil)
- v) **Includes Sale of Goods to:**  
 NIIT Foundation Rs. 5.10 Million (Previous year Rs. Nil)
- v(a) **Includes Sale of Services to:**  
 NIIT (USA) Inc. and Branches Rs. 641.82 Million (Previous year Rs. 897.94 Million)  
 NIIT Antilles NV, Netherlands Antilles Rs. 32.58 Million (Previous year Rs. 56.71 Million)  
 NIIT Limited, UK and Branches Rs. 240.82 Million (Previous year Rs. 246.89 Million)  
 NIIT Technologies Limited Rs. 3.35 Million (Previous year Rs. 1.94 Million)  
 NIIT Institute of Process Excellence Limited Rs. Nil (Previous year Rs. 0.19 Million)  
 NIIT Malaysia, Sdn, Bhd Rs. 4.08 Million (Previous year Rs. 1.30 Million)  
 NIIT University Rs. Nil (Previous year Rs. 0.76 Million)  
 NIIT Institute of Finance Banking and Insurance Training Limited Rs. 77.46 Million (Previous year Rs. 43.57 Million)  
 NIIT Learning Solutions (Canada) Limited Rs. 5.05 Million (Previous year Rs. Nil)  
 NIIT Ireland Limited Rs. 71.10 Million (Previous year Rs. Nil)  
 NIIT Foundation Rs. 4.69 Million (Previous year Rs. Nil)
- vi) **Includes Purchase of services- Professional and Technical Outsourcing Expense from:**  
 Mindchampion Learning Systems Limited Rs. Nil (Previous year Rs. 0.06 Million)  
 NIIT University Rs. 0.88 Million (Previous year Rs. 0.30 Million)  
 NIIT Ireland Limited and branches Rs. 11.37 Million (Previous year Rs. Nil)  
 NIIT Institute of Process Excellence Limited Rs. 10.92 Million (Previous year Rs. 8.73 Million)  
 NIIT Malaysia, Sdn, Bhd Rs. 0.06 Million (Previous year Rs. Nil)  
 NIIT USA Inc. Rs. 30.82 Million (Previous year Rs. Nil)  
 NIIT Limited, UK Norway branch Rs. Nil (Previous year Rs. 6.16 Million)
- vii) **Includes Purchase of services- Others from:**  
 NIIT Technologies Limited Rs. 21.58 Million (Previous year Rs. 21.48 Million)  
 NIIT University Rs. 7.98 Million (Previous year Rs. 0.32 Million)  
 NIIT Network Services Limited Rs. Nil (Previous year Rs. 0.14 Million)
- viii) **Includes Recovery from subsidiaries for Management Services:**  
 NIIT Antilles N.V. Rs. 1.26 Million (Previous year Rs. 1.85 Million)  
 NIIT China (Shanghai) Limited Rs. 22.30 Million (Previous year Rs. 20.57 Million)  
 NIIT Institute of Finance Banking and Insurance Training Limited Rs. 1.91 Million (Previous year Rs. 5.29 Million)

## NOTES to the Financial Statements for the year ended March 31, 2017

NIIT Institute of Process Excellence Limited Rs. 5.77 Million (Previous year Rs. 6.19 Million)  
NIIT (USA) Inc. Rs. 42.32 Million (Previous year Rs. 40.31 Million)  
NIIT Yuva Jyoti Limited Rs. 5.09 Million (Previous year Rs. 4.41 Million)  
NIIT Limited, UK and branches Rs. 33.94 Million (Previous year Rs. 26.26 Million)  
NIIT Ireland Limited and branches Rs. 4.17 Million (Previous year Rs. 0.02 Million)  
Mindchampion Learning Systems Limited Rs. 25.36 Million (Previous year Rs. 28.22 Million)  
NIIT Learning Solutions (Canada) Limited Rs. 1.55 Million (Previous year Rs. Nil)  
NIIT Malaysia, Sdn, Bhd Rs. 0.90 Million (Previous year Rs. 0.80 Million)

### ix) Includes Recovery of Employee Benefit Expenses from:

NIIT University Rs. 0.06 Million (Previous year Rs. 0.04 Million)  
NIIT Institute of Finance Banking and Insurance Training Limited Rs. 0.02 Million (Previous year Rs. 3.70 Million)  
NIIT Yuva Jyoti Limited Rs. 0.08 Million (Previous year Rs. 2.64 Million)  
Mindchampion Learning Systems Limited Rs. 0.37 Million (Previous year Rs. 0.42 Million)  
NIIT Institute of Process Excellence Limited Rs. 0.03 Million (Previous year Rs. 0.02 Million)  
NIIT Technologies Limited Rs. Nil (Previous year Rs. 0.21 Million)  
NIIT Foundation Rs. 0.02 Million (Previous year Rs. 0.01 Million)

### x) Includes Recovery of Professional technical and outsourcing expenses from:

Mindchampion Learning Systems Limited Rs. 0.09 Million (Previous year Rs. 0.01 Million)  
NIIT Yuva Jyoti Limited Rs. 0.03 Million (Previous year Rs. Nil)  
NIIT Institute of Process Excellence Limited Rs. 0.02 Million (Previous year Rs. Nil)  
NIIT University Rs. 0.02 Million (Previous year Rs. Nil)

### xi) Includes Recovery of other Expenses from:

NIIT Institute of Finance Banking and Insurance Training Limited Rs. 0.84 Million (Previous year Rs. 9.16 Million)  
NIIT (USA) Inc. Rs. 10.88 Million (Previous year Rs. 13.31 Million)  
NIIT Yuva Jyoti Limited Rs. 2.24 Million (Previous year Rs. 2.74 Million)  
Mindchampion Learning Systems Limited Rs. 11.96 Million (Previous year Rs. 17.83 Million)  
NIIT Antilles N.V. Rs. 0.59 Million (Previous year Rs. Nil)  
NIIT Institute of Process Excellence Limited Rs. 1.01 Million (Previous year Rs. 2.93 Million)  
NIIT Ireland Limited Rs. Nil (Previous year Rs. 0.01 Million)  
NIIT University Rs. 1.99 Million (Previous year Rs. 1.55 Million)  
NIIT Limited, UK Rs. 14.73 Million (Previous year Rs. 15.43 Million)  
NIIT Technologies Limited Rs. 0.22 Million (Previous year Rs. 1.04 Million)  
NIIT Foundation Rs. 1.02 Million (Previous year Rs. 1.25 Million)  
NIIT GIS Limited Rs. 0.03 Million (Previous year Rs. 0.02 Million)  
Vijay K Thadani Rs. 0.12 Million (Previous year Rs. Nil)  
Rajendra S Pawar 0.12 Million (Previous year Rs. Nil)

### xii) Includes Recovery of other expenses from under the head other income:

NIIT Institute of Finance Banking and Insurance Training Limited Rs. 0.04 Million (Previous year Rs. 1.67 Million)  
NIIT Yuva Jyoti Limited Rs. 1.21 Million (Previous year Rs. 2.99 Million)  
NIIT China (Shanghai) Limited Rs. Nil (Previous year Rs. 3.18 Million)  
Mindchampion Learning Systems Limited Rs. 5.26 Million (Previous year Rs. 5.62 Million)  
NIIT Institute of Process Excellence Limited Rs. 0.78 Million (Previous year Rs. 0.39 Million)

## NOTES to the Financial Statements for the year ended March 31, 2017

NIIT University Rs. 1.36 Million (Previous year Rs. 0.95 Million)  
NIIT Technologies Limited Rs. 0.01 Million (Previous year Rs. 0.04 Million)  
NIIT Foundation Rs. 0.10 Million (Previous year Rs. 0.16 Million)

### xiii) Includes Recovery of Employee benefit Expenses by:

NIIT Yuva Jyoti Limited Rs. Nil (Previous year Rs. 0.07 Million)

### xiv) Includes Recovery of Professional technical and outsourcing expenses by

NIIT Institute of Finance Banking and Insurance Training Limited Rs. Nil (Previous year Rs. 16.87 Million)  
NIIT Limited UK Rs. 75.71 Million (Previous year Rs. 61.77 Million)  
NIIT (USA) Inc. Rs. Nil (Previous year Rs. 15.39 Million)  
NIIT University Rs. 7.59 Million (Previous year Rs. 1.95 Million)

### xv) Includes Recovery of other Expenses by:

Mindchampion Learning Systems Limited Rs. 0.49 Million (Previous year Rs. 1.69 Million)  
NIIT Institute of Finance Banking and Insurance Training Limited Rs. Nil (Previous year Rs. 1.06 Million)  
NIIT (USA) Inc. Rs. 9.35 Million (Previous year Rs. 18.30 Million)  
NIIT Limited UK Rs. 3.04 Million (Previous year Rs. Nil)  
NIIT Yuva Jyoti Limited Rs. Nil (Previous year Rs. 16.94 Million)  
Renuka Thadani Rs. 0.90 Million (Previous year Rs. 1.09 Million)  
Veena Oberoi Rs. 0.12 Million (Previous year Rs. 0.73 Million)  
NIIT Network Services Limited Rs. 0.05 Million (Previous year Rs. Nil)  
NIIT University Rs. Nil (Previous year Rs. 9.22 Million)  
NIIT Foundation Rs. Nil (Previous year Rs. 0.12 Million)  
NIIT Technologies Ltd Rs. 0.29 Million (Previous year Rs. 0.04 Million)  
Pace Industries Pvt. Ltd. Rs. 0.12 Million (Previous year Rs. 0.73 Million)

### xvi) Includes Royalty paid to:

NIIT Institute of Finance Banking and Insurance Training Limited Rs. 35.28 Million (Previous year Rs. 36.53 Million)  
NIIT Yuva Jyoti Limited Rs. 11.43 Million (Previous year Rs. 17.24 Million)

### xvii) Represents Investments made in:

NIIT Ireland Limited Rs. Nil (Previous year Rs. 10.78 Million)  
NIIT Yuva Jyoti Limited Rs. 160 Million (Previous year Rs. Nil)

### xviii) Loans Given relates to:

NIIT Yuva Jyoti Limited Rs. 135 Million (Previous year Rs. Nil)  
Mindchampion Learning Systems Limited Rs. 78 Million (Previous year Rs. 278 Million)

### xix) Loans Given Received Back relates to:

NIIT Yuva Jyoti Limited Rs. 135 Million (Previous year Rs. Nil)  
Mindchampion Learning Systems Limited Rs. 385.70 Million (Previous year Rs. 25 Million)

### xx) Inter Corporate Deposits Taken from:

NIIT Institute of Process Excellence Limited Rs. 124 Million (Previous year Rs. 85 Million)  
NIIT Institute of Finance, Banking & Insurance Training Limited Rs. 40 Million (Previous year Rs. Nil)

## NOTES to the Financial Statements for the year ended March 31, 2017

### xxi) Inter Corporate Deposits Repaid:

NIIT Institute of Process Excellence Limited Rs. 85 Million (Previous year Rs. Nil)

### xxii) Interest Income from:

Mindchampion Learning Systems Limited Rs. 22.36 Million (Previous year Rs. 26.43 Million)

NIIT Institute of Finance, Banking & Insurance Training Limited Rs. Nil (Previous year Rs 0.50 Million)

NIIT Yuva Jyoti Limited Rs. 3.84 Million (Previous year Rs. Nil)

### xxiii) Interest Expenditure includes:

NIIT Institute of Process Excellence Limited Rs. 10.96 Million (Previous year Rs. 6.19 Million)

NIIT Institute of Finance, Banking & Insurance Training Limited Rs. 1.54 Million (Previous year Rs. Nil)

### xxiv) Remuneration to:

Vijay K Thadani Rs. 15.56 Million (Previous year Rs. 15.62 Million)

P Rajendran Rs. 14.49 Million (Previous year Rs. 16.93 Million)

Rahul Keshav Patwardhan Rs. 47.33 Million (Previous year Rs. 32.28 Million)

Rohit Kumar Gupta Rs. 14.42 Million (Previous year Rs. 14.83 Million)

Amit Roy Rs. 0.36 Million (Previous year Rs. Nil)

### xxv) Other Income includes:

NIIT Antilles NV, Netherlands Antilles Rs. 17.16 (Previous year Rs. 18.34 Million)

### xxvi) Dividend Income includes:

NIIT Technologies Limited Rs. 144.93 Million (Previous year Rs. 137.69 Million)

### xxvii) Corporate Guarantee Charges (included in other Non-Operating Income)

NIIT USA Inc. Rs. 1.53 Million (Previous year Rs. 2.90 Million)

NIIT Yuva Jyoti Limited Rs. 0.64 Million (Previous year Rs. 0.71 Million)

Mindchampion Learning Systems Limited Rs. 1.28 Million (Previous year Rs. Nil)

### xxviii) Guarantee & Collaterals

Mindchampion Learning Systems Limited Rs. 450 Million (Previous year Rs. Nil)

NIIT Yuva Jyoti Limited Rs. 210 Million (Previous year Rs. Nil)

### D. Outstanding balances (in respect of related parties in A & B above):

(Rs. Million)

Particulars	As at March 31, 2017		As at March 31, 2016	
	Recoverable	Payables	Recoverable	Payables
Subsidiaries	421.71	99.89	810.62	173.46
Associates	0.19	3.04	8.26	12.48
Key Managerial Personnel	1.46	0.14	0.03	0.13
Parties in which Key Managerial Personnel of the Company are interested	10.17	1.72	2.90	8.15

### Footnotes:-

(i) Refer Notes 19 and 20 for guarantees, collaterals and commitments as at the year end.

NOTES to the Financial Statements for the year ended March 31, 2017

- 37 The Company internally develops software tools, platforms and content/courseware. The management estimates that this would result in enhanced productivity and offer more technology based learning products/ solutions to the customers in future. The Company is confident of its ability to generate future economic benefits out of the abovementioned assets. The costs incurred during the year towards the development are as follows:

Description	(Rs. Million)	
	Year ended March 31, 2017	Year ended March 31, 2016
Opening Capital Work-in progress	13.90	35.05
Add:-Expenditure during the Year		
Salary and other Employee Benefits	73.69	61.10
Professional & Technical Outsourcing Expense	25.48	5.29
Rent	4.20	4.33
Other Expenses	6.21	7.99
Less:-Intangible capitalised during the year	(23.20)	(99.86)
<b>Closing Capital Work-in progress</b>	<b>100.28</b>	<b>13.90</b>

- 38 Disclosure pursuant to Clause 32 of Listing Agreement in respect of loans given to subsidiaries and other parties in which Key Managerial Personnel are interested:

Name of Company	(Rs. Million)			
	Outstanding		Maximum Balance during the year	
	As at March 31, 2017	As at March 31, 2016	2016-17	2015-16
Mindchampion Learning Systems Limited	-	307.70	285.70	332.70
NIIT Institute of Finance Banking and Insurance Training Limited	-	-	-	45.00
NIIT Yuva Jyoti Limited	-	-	135.00	-
<b>Total</b>	<b>-</b>	<b>307.70</b>	<b>420.70</b>	<b>377.70</b>

39 SEGMENT INFORMATION

Primary Segment Information – Business Segment

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 segment.

Secondary Segment Information – Geographical

The secondary segment information in relation to the geographies is as follows:

Particulars	(Rs. Million)		
	Revenue from customers by location of customers	Carrying amount of segment assets by location of the assets	Additions to fixed assets (including intangible assets under development)
India	2,135.45 (2,092.58)	11,133.54 (11,329.19)	237.34 (305.63)
America	660.96 (899.74)	- (-)	- (-)
Europe	821.01 (689.35)	- (-)	- (-)
Asia Pacific	35.26 (132.82)	0.32 (1.74)	- (-)
Others	10.18 (-)	- (-)	- (-)
<b>Total</b>	<b>3,662.86 (3,814.49)</b>	<b>11,133.86 (11,330.93)</b>	<b>237.34 (305.63)</b>

Previous year figures are given in parenthesis.



NOTES to the Financial Statements for the year ended March 31, 2017

40 LEASES

a) Operating Leases:

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

(Rs. Million)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
In respect of Premises*	146.38	188.14
In respect of Equipments**	176.86	137.84
In respect of Vehicles	22.12	22.02

\* Includes payment in respect of premises for office and employee accommodation.

\*\* Includes payment in respect of computers, printers and other equipments.

ii. Details of Fixed Assets given on Operating Lease:

(Rs. Million)

Description of Assets	As at March 31, 2017			As at March 31, 2016		
	Gross Value	Accumulated Depreciation	Net Book Value	Gross Value	Accumulated Depreciation	Net Book Value
Buildings	9.95	3.23	6.72	-	-	-

The aggregate depreciation charged on the above assets during the year is Rs. 0.18 Million (Previous year Nil).

The assets have been given on the lease during the year.

41 Derivative instruments and unhedged foreign currency exposure

The Company's activities are expose to market risk and in order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts and foreign currency swap contracts are used to hedge certain foreign currency risk exposures and not as trading or speculative instruments.

Risk management is predominately controlled by a treasury department of the Company under policies approved by the Board of Directors. The treasury department identifies, evaluates and hedges financial risks in close co-operation with the company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risks, use of derivative financial instruments and non-derivative financial instruments.

The note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance.

For managing its foreign exchange risk, the Company undertakes forward covers for existing receivables balances and/or future commitment transactions. For risks related to variability of interest rates on long term borrowings, the company has undertaken interest rate swaps.

NOTES to the Financial Statements for the year ended March 31, 2017

a) The Company has the following unhedged foreign currency exposure as at the year end:

Particulars	Currency	As at March 31, 2017		As at March 31, 2016	
		Amount in respective currency (Million)	Amount (Rs. Million)	Amount in respective currency (Million)	Amount (Rs. Million)
Trade Receivables	AUD	0.00	0.03	0.01	0.31
	CAD	0.12	6.06	-	-
	EUR	0.46	33.10	0.01	1.11
	GBP	-	-	2.10	200.01
	MYR	0.10	1.56	0.09	1.58
	SGD	0.03	0.79	0.03	1.32
	USD	-	-	4.48	296.68
	CNY	2.03	20.23	2.27	23.34
Trade Payables	AUD	-	-	0.00	0.03
	EUR	0.15	10.91	0.01	0.40
	GBP	0.07	5.44	0.18	17.11
	NOK	3.97	32.01	4.05	32.47
	QAR	0.03	0.58	-	-
	THB	0.02	0.05	-	-
	SGD	-	-	0.00	0.06
	USD	0.68	45.31	0.83	54.60
	HKD	-	-	0.00	0.04
Bank Balances	NOK	0.00	0.02	-	-
	USD	0.00	0.20	0.00	0.29

b) The Company has taken forward covers against forecast sales which are expected to occur in next 12 months. The Company has not designated these as effective hedges and has accounted for the mark to market gain of Rs. 18.33 Million (previous year Nil) to the Statement of Profit and Loss with a corresponding debit to Derivative Instrument Fair Value Asset.

c) The Company's main interest rate risk arises from long-term borrowings in foreign currency with variable rates, which expose the group to cash flow interest rate and exchange risks. The exposure of the Company's borrowing to interest rate changes at the end of the reporting period is as follows:

Particulars	USD (Mn)	INR (Mn)	Interest Rates
Variable rate borrowings -1	16.05	1,000	USD 1M Libor + 175 bps
Variable rate borrowings -2	9.05	600	USD 1M Libor + 215 bps

d) At the end of the reporting period, the Company had the following variable rate borrowings and interest rate swap contracts outstanding:-

Particulars	Weighted average interest rate	Balance	% of total loans
Interest rate swaps (notional principal amounts)	10.25%	1,628.03	90.85%

NOTES to the Financial Statements for the year ended March 31, 2017

e) Movement in cash flow hedging reserve on account of cross currency interest rate swap:

Risk Category	Foreign currency risk	Interest rate risk	Total
Derivative	Foreign exchange forward contracts	Interest rate swap	
As at 31st March, 2016	68.17	(5.33)	62.84
Exchange Gain/ (loss) on derivative	(33.05)	(1.34)	(34.39)
Mark to Market Gain/ (loss) on derivative (Refer note 4)	29.14	-	29.14
As at 31st March, 2017	64.26	(6.67)	57.59

42 As required by the MCA notification G.S.R. 308(E) dated March 3, 2017, disclosure relating to Specified Bank Notes\* (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016 is as below.

(Rs. Million)

Particulars	SBNs	Other denomination notes	Money Lying with Service Providers [Refer Note (a) below]	Total
Closing cash in hand as at November 8, 2016	4.86	0.38	5.79	11.03
(+) Permitted receipts	-	18.96	-	18.96
(+) Non-permitted receipts	-	-	-	-
(-) Permitted payments	-	0.16	-	0.16
(-) Cash paid for non-permitted transactions	-	-	-	-
(-) Amount deposited in banks	4.86	18.04	-	22.90
Closing cash in hand as at December 30, 2016	-	1.14	5.79	6.93

\* SBNs mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O.3407(E), dated November 8, 2016.

a) The above information includes currency aggregating Rs. 5.79 Million which were lying with 70 Service Providers of the Company and the Company is in the process of arranging the above details from the service providers. Subsequent to December 30, 2016 an amount of Rs. 3.71 Million has been received by the company from service providers through banking channels and balance amount is debited to their account subsequent to year end.

43 During the previous year, the Company had initiated steps to consolidate physical and manpower capacity across its various course offerings which were spread across its own and network centres of the Company and its subsidiaries. As a result, the Company acquired the tangible fixed assets, order book, inventories and student advances of the respective subsidiaries effective from July 1, 2015, pursuant to the arrangements entered into with the respective subsidiaries. Pursuant to those arrangements, w.e.f. July 1, 2015, the Company provided training and courseware to students at its own centres and sourcing content from the respective subsidiaries. These arrangements were duly approved by Board of Directors of the Company.

44 Previous year figures have been regrouped/ reclassified to conform the current year classification. Figures for the previous years are not comparable pursuant to the effect of the arrangements as stated in Note 43 above.

The accompanying Notes form an integral part of these financial statements.

For and on behalf of the Board

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

**Rajendra S Pawar**  
*Chairman*  
DIN - 00042516

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

**Anupam Dhawan**  
*Partner*  
Membership No. 084451  
Place : Gurugram  
Date : May 17, 2017

**Amit Roy**  
*Chief Financial Officer*

**Deepak Bansal**  
*Company Secretary*



**SOOD BRIJ AND ASSOCIATES**  
Chartered Accountants  
C 72, NDSE, 2 New Delhi-110 049  
Tel: 011-2625 1966, 011-2625 1604, 011-4611 4949 Fax: 011-2625 2043  
Email: shasanjay@rediffmail.com, akssoodsb@icmai.org

#### Independent Auditors' Report

To the Members of PIPL Management Consultancy and Investment Private Limited

#### Report on the Financial Statements

We have audited the accompanying standalone financial statements of **PIPL Management Consultancy and Investment Private Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017 and the Statement of Profit and Loss of the Company for the Year ended on that date and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 there under.

We conducted our audit in accordance with the Standards on Auditing 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 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 financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of





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Chartered Accountants

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accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2017 and
- (ii) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

(1) 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 purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
- d) In our opinion the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in Annexure 'B' and





**SOOD BRIJ AND ASSOCIATES**

*Chartered Accountants*

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- g) with respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us:-
- (i) The company does not have any pending litigations which would materially impact its financial position.
  - (ii) The company does not have any term contracts including derivative contracts for which there are any material foreseeable losses.
  - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
  - IV. The company has provided requisite disclosure in its financial statements as to holdings as well as dealing in Specified Bank Notes during the period 8th November 2016 to 30th December 2016 which is in accordance with the books of accounts maintained by the company.

**For Sood Brij & Associates**  
**Chartered Accountants**  
**Firm Regn. No. 00350N**

Place : New Delhi  
 Dated : 29<sup>th</sup> April , 2017



**A.K. Sood**  
**Partner**  
**M No.014372**



**SOOD BRIJ AND ASSOCIATES**  
Chartered Accountants  
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#### **Annexure-B to the Auditors' Report**

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 **PIPL Management Consultancy and Investment Private Limited** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the Period 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 ('ICAI'). 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 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 Company's internal financial controls system over financial reporting.







**SOOD BRIJ AND ASSOCIATES**

*Chartered Accountants*

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**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting 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 includes those policies and procedures that :

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

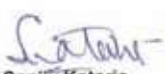



In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting 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.

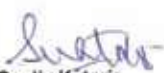
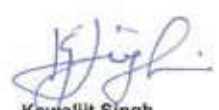


For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. No. 00350N

Place : New Delhi  
Dated : 29<sup>th</sup> April , 2017



A.K. Sood  
Partner  
M No.014372

<b>PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>				
Balance Sheet as at 31st March 2017 <span style="float: right;">( Amount in Rs)</span>				
Particulars		Note No.	As at March 31st, 2017	As at March 31st, 2016
<b>I. EQUITY AND LIABILITIES</b>				
1	<b>Shareholders' funds</b>			
	(a) Share Capital	3	910,000	10,000
	(b) Reserves and Surplus	4	(685,485)	(272,342)
			<b>224,515</b>	<b>(262,342)</b>
2	<b>Current liabilities</b>			
	(a) Other Current Liabilities	5	14,638	280,342
			<b>14,638</b>	<b>280,342</b>
<b>TOTAL</b>			<b>239,153</b>	<b>18,000</b>
<b>II. ASSETS</b>				
1	<b>Non Current Assets</b>			
	(a) Non Current Investments	6	100	-
	(b) Deferred Tax Assets	7	123,324	-
			<b>123,424</b>	<b>-</b>
2	<b>Current assets</b>			
	(a) Cash and cash equivalents	8	96,729	8,000
	(b) Other Current Assets	9	19,000	10,000
			<b>115,729</b>	<b>18,000</b>
<b>TOTAL</b>			<b>239,153</b>	<b>18,000</b>
Significant Accounting Policies & Notes on Accounts <span style="float: right;">1 &amp; 2</span>				
The Notes are an integral part of these financial statements				
For and on behalf of the Board of Directors				
 <b>Sanjiv Kataria</b> Director DIN - 07481874		 <b>Kawaljit Singh</b> Director DIN - 06543593		
In Terms of Our Audit Report of Even Date				
<b>For Sood Brij &amp; Associates</b> Chartered Accountants Firm Regn.no. 00350N				
 				<b>A.K. Sood</b> Partner Membership No.-14372
Place : New Delhi				
Dated : 29.04.2017				

<b>PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>				
<b>Statement of Profit &amp; Loss for the year ended 31st March 2017</b>				<b>(Amount in Rs)</b>
	<b>Particulars</b>	<b>Note No.</b>	<b>Year ended March 31st, 2017</b>	<b>Period ended March 31st, 2016</b>
I.	<b>Revenue :</b> Revenue from Operations	10	180,000	10,000
	<b>Total Revenue</b>		<b>180,000</b>	<b>10,000</b>
II.	<b>Expenses:</b> Employees' benefits expenses Finance Expenses Other expenses	11 12 13	120,000 40,193 556,374	6,774 - 275,568
	<b>Total Expenses</b>		<b>716,567</b>	<b>282,342</b>
III.	<b>Profit before tax</b>		<b>(536,567)</b>	<b>(272,342)</b>
IV.	<b>Tax expense:</b> (1) Current tax (2) Deferred tax		- (123,324)	- -
V.	<b>Profit (Loss) for the year</b>		<b>(413,243)</b>	<b>(272,342)</b>
VI.	<b>Earnings per equity share:</b> (1) Basic (2) Diluted		(64.32) (64.32)	(272.34) (272.34)
<b>Significant Accounting Policies &amp; Notes on Accounts</b>		<b>1 &amp; 2</b>		
The Notes are an integral part of these financial statements				
For and on behalf of the Board of Directors				
	 <b>Sanjiv Kataria</b> Director DIN - 07481874		 <b>Kawaljit Singh</b> Director DIN - 06543593	
			In Terms of Our Audit Report of Even Date	
			For Sood Brij & Associates Chartered Accountants Firm Regn.no. 00350N	
				 <b>A.K. Sood</b> Partner Membership No.-14372
Place : New Delhi Dated : 29.04.2017				

**PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PVT. LTD****Note 1: Significant Accounting Policies**

The financial statements are prepared on an accrual basis under historical cost convention approach and in accordance with the generally accepted accounting principles in India and provisions of the Companies Act, 2013 read with Companies (Accounting Standard) Rules, 2006. The disclosure requirements as specified in the Schedule III to the Companies Act, 2013 have been complied with to the extent practicable.

**1.1 Fixed Assets**

Fixed Assets are shown at cost less accumulated depreciation. Cost comprises of purchase price, import duties and other non-refundable taxes or levies and any other directly attributable costs.

**1.2 Depreciation**

- a) Depreciation is provided on Straight Line method as per the life specified in Schedule II to the Companies Act, 2013
- b) The Depreciation is computed on computer software on the basis of expired period of license to use and/or the expired life of the assets.
- c) Items of assets costing upto Rs. 5000/- are fully depreciated in the year of purchase.
- d) The residual value of an asset shall not be more than five percent of the original cost of the asset.

**1.3 Investments**

Investments are classified as Current and Non-Current Investments, Current Investments are stated at lower of cost or fair value. Non-Current Investments are stated at cost except investments received as gift which have been shown at notional value. A provision for diminution is made to recognise a decline, other than temporary, in the value of Non-Current Investments.

**1.4 Revenue & Expenditure Recognition**

Revenue /Income and Cost /Expenditure are accounted on accrual basis as and when they are earned or incurred.

**1.5 Use of Estimates**

The preparation of financial statements is in conformity with generally accepted accounting principles. It requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements, and the reported amount of revenue and expenses during the reporting period. Difference between actual results and estimates are recognized in the year in which the results are known /materialized.

**1.6 Employees Retirement Benefits**

The company has accounted for actual liability towards Gratuity and Leave Encashment.

**1.7 Dividend Income**

Income from Dividend is recognised on receipt basis.



### 1.8 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration various benefits and disallowances as per the Income Tax Act 1961. Deferred tax in accordance with AS-22 is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

### Note 2: Notes to Accounts

- 2.1 In the opinion of the Board, all the assets other than Fixed Assets and Non-Current Investments have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.
- 2.2 Details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016: -

The details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 as provided in the Table below: -

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08-11-2016	-	Rs.100x41 Rs.10x8 Re.1x2	Rs.4182.00
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	Rs.100x30 Rs.10x1 Re.1x1	Rs.3011.00
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30-12-2016	-	Rs.100x11 Rs.10x7 Re.1x1	Rs.1171.00

- 2.3. Transactions with Related parties during the year:

	For the year ended 31st March 2017(In Rs.)	For the period ended 31 <sup>st</sup> March 2016 (In Rs.)
Gift of (25,366,521) shares received from Pace Industries Pvt. Ltd (Holding Company) [Refer note 2.4 below]	100	-
Reimbursement of professional expenses to Pace Industries Pvt. Ltd	17,175	252,330
Loan from Pace Industries Pvt. Ltd	700,000	-
Repayment of loan to Pace Industries Pvt. Ltd	700,000	-



Interest on loan taken from Pace Industries Pvt. Ltd	40,193	
--	--------	--

Balances as on 31.03.2017

	As at 31st March 2017 (In Rs.)	As at 31 <sup>st</sup> March 2016 (In Rs.)
Payable to Pace Industries Pvt. Ltd.	-	252,330

- 2.4. During the year, the Company has received 25,366,521 Equity shares of Rs. 2 each of NIIT Ltd as gift from its Holding Company, and the same are accounted at nominal value of Rs. 100 and accordingly capital reserve has been created by the same amount.
- 2.5. As per the Accounting Standards on "Accounting for taxes on income" issued by the 'Institute of Chartered Accountants of India' the Deferred Tax Asset as on 31.03.2017 amounting to Rs 123,324/- has been recognized (Previous Year: Nil)



<b>PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017</b>		
	(Rs.)	(Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after Tax		(413,243)
Add / (Less) :		
Interest Income	-	
Dividend Income		
Interest Expenses	40,193	40,193
Operating Profit before Working Capital Changes		(373,050)
Increase/ (Decrease) in Operating Working Capital		
Current Assets	(9,000)	
Other current assets	(123,324)	
Current Liabilities	(265,704)	(398,028)
<b>Net cash from / (used in) Operating Activities (A)</b>		<b>(771,078)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	-	
Dividend Income	-	
<b>Net cash from / (used in) Investing Activities (B)</b>		<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loan raised	-	
Issue of Equity Share Capital	900,000	
Interest Expenses	(40,193)	859,807
<b>Net cash from / (used in) Financing Activities (C)</b>		<b>859,807</b>
Cash and Cash Equivalents at the beginning of the year		8,000
Cash and Cash Equivalents at the end of the year		96,729
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>88,729</b>

1) The above Cash Flow Statement has been prepared as per the indirect method prescribed by Accounting Standard-3 issued by the Institute of Chartered Accountants of India.  
This is the Cash Flow Statement referred to in our report of even date.

  
Sanjiv Kalra  
Director  
DIN - 07481874

  
Kunaljit Singh  
Director  
DIN - 06543593

In Terms of Our Audit Report of Even Date

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn.no. 00350N



  
A.K. Sood  
Partner  
Membership No. -14372

Place: New Delhi  
Dated: 29-04-2017

**PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED**

Note 3: Share Capital

(Amount in Rs)

Particulars	As at March 31st, 2017		As at March 31st, 2016	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
Equity Shares of Rs 10/- each	1,800,000	18,000,000	100,000	1,000,000
<b>Issued</b>				
Equity Shares of Rs 10/- each	91,000	910,000	1,000	10,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs 10/- each	91,000	910,000	1,000	10,000
<b>Total</b>	<b>91,000</b>	<b>910,000</b>	<b>1,000</b>	<b>10,000</b>

**a. Reconciliation of shares outstanding at the beginning and at the end of reporting year**

Particulars	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,000	10,000	-	-
Shares Issued during the year	90,000	900,000	1,000	10,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	91,000	910,000	1,000	10,000

**b. Details of Shareholders holding more than 5% shares in company**

Name of Shareholder	As at March 31st, 2017		As at March 31st, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Pawar Family Trust	91,000	100	-	-
Pace Industries Pvt. Ltd	-	-	1,000	100





<b>PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>		
<b>Note 4: Reserves and Surplus</b>		
	<i>Amount in Rs.</i>	
Particulars	As at March 31st, 2017	As at March 31st, 2016
<b>a. Capital Reserve*</b>		
Opening Balance	-	-
(+) Equity Shares received as gift ( refer note no. 2.3 of Notes to accounts)	100.00	-
<b>Closing Balance</b>	<b>100.00</b>	-
<b>b. Surplus</b>		
Opening Balance	(272,342)	-
(+) Net Profit/(Net Loss) for the current period	(413,243)	(272,342)
<b>Closing Balance</b>	<b>(685,585)</b>	<b>(272,342)</b>
* Represents notional cost of gift of 25,366,521 Equity Shares of Rs. 2 each of NIIT Ltd. received from Pace Industries Pvt. Ltd. (Holding Company).		
<b>Total (a+b)</b>	<b>(685,485)</b>	<b>(272,342)</b>
<b>Note 5: Other Current Liabilities</b>		
Particulars	As at March 31st, 2017	As at March 31st, 2016
Trade Payable	-	252,330
Salary Payable	-	8,774
Audit Fee Payable	11,500	11,450
TDS Payable	3,138	-
Provision for Expenses	-	9,788
<b>Total</b>	<b>14,638</b>	<b>280,342</b>



**PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED**

**Note 5: Non Current Investments at Cost**

A	Particulars	As at March 31st, 2017		As at March 31st, 2016	
	(a) Investment in Equity instruments*	100	-	-	-
	(b) Investments in debentures or bonds	-	-	-	-
	<b>Total (A)</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	As at March 31st, 2017		As at March 31st, 2016	
	At Cost	MM Value	At Cost	MM Value
Aggregate amount of quoted investments*	100	2,135,861,068	-	-
Aggregate amount of unquoted investments	-	-	-	-

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully Paid	Extent of Holding (%)		Amount in Rs	Whether stated at Cost Yes / No
			As at March 31st, 2017	As at March 31st, 2016			As at March 31st, 2017	As at March 31st, 2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	Investment in Equity Instruments									
1	NIIT Unilac*	Others	25,366,521	-	Quoted	Fully Paid	15.304	-	100	-
	<b>Total</b>								<b>100</b>	<b>-</b>

\* GIR of 25,366,521 Equity shares of Rs. 2 each of NIIT Limited received from Pace Industries Pvt. Ltd. (Holding Company) recognised at notional cost of Rs. 100/-.



**PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED****Note 7:Deferred Tax Computation****Amount (Rs.)**

<b><u>Deferred Tax Assets As on 01.04.2016</u></b>		-
<b>A</b>	<b>DEFERRED TAX (LIABILITIES)/ ASSETS</b>	
(i)	Impact of Depreciation on Fixed Assets	
	WDV as per Income Tax Act	-
	WDV as per Companies Act	-
	Tax (Liability)/ Assets (30.90%)	-
<b>B</b>	<b>DEFERRED TAX ASSETS</b>	
	Business Loss (30.90%)	247,708
	Long Term Capital Loss (20.60%)	-
	Deduction U/S 35DD (30.90%)	151,398
	<b>NET DEFERRED TAX (LIABILITY)/ ASSET</b>	<b>123,324</b>
	<b>As on 31.03.2017</b>	
	<b>Deferred Tax Benefit/(Charge)</b>	<b>123,324</b>

PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED		
Note 8: Cash and cash equivalents		Amount in Rs.
Particulars	As at March 31st, 2017	As at March 31st, 2016
a. Balances with banks	96,729	8,000
b. Cash on hand	-	-
<b>Total</b>	<b>96,729</b>	<b>8,000</b>

Note 9: Other Current Assets		
Particulars	As at March 31st, 2017	As at March 31st, 2016
Sundry Debtors	-	10,000
TDS Recoverable	19,000	-
<b>Total</b>	<b>19,000</b>	<b>10,000</b>

Note 10: Revenue From Operations		
Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Retainership Fees	180,000	10,000
<b>Total</b>	<b>180,000</b>	<b>10,000</b>

Note 11: Employee Benefit Expenses		
Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Salary	120,000	6,774
<b>Total</b>	<b>120,000</b>	<b>6,774</b>

Note 12: Finance expenses		
Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Interest	40,193	-
<b>Total</b>	<b>40,193</b>	<b>-</b>

Note 13: Other Expenses		
Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Filing Fee	411,117	1,200
Professional Expenses	128,075	8,588
Audit Fees	11,500	11,450
Printing & Stationery	4,910	-
Bank Charges	772	-
Preliminary Expenses	-	252,330
Demat Charges	-	2,000
<b>Total</b>	<b>556,374</b>	<b>275,568</b>

Note 13.1: Payments to Auditors		
Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Audit Fee	10,000	10,000
Service Tax	1,500	1,450
<b>Total</b>	<b>11,500</b>	<b>11,450</b>

Signature to Notes '1' to '13'

For and on behalf of the Board of Directors

  
**Sanjiv Kataria**  
 Director  
 DIN - 07481874

  
**Karanjit Singh**  
 Director  
 DIN - 06543593

In Terms of Our Audit Report of Even Date

For Sood Brij & Associates  
 Chartered Accountants  
 Firm Regn.no. 00350N



  
**A.K. Sood**  
 Partner  
 Membership No. -14372

Place : New Delhi  
 Dated : 29.04.2017



**SOOD BRIJ AND ASSOCIATES**

*Chartered Accountants*

C 72, NDSE, 2 New Delhi-110 049

Tel: 011-2625 1986, 011-2625 1604, 011-4611 4949 Fax: 011-2625 2043

Email: sbasanjay@rediffmail.com, aksoodbsa@gmail.com

**Independent Auditors' Report**

**To the Members of Global Consultancy and Investment Private Limited**

**Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **Global Consultancy and Investment Private Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017 and the Statement of Profit and Loss of the Company for the year ended on that date and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone 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 there under.

We conducted our audit in accordance with the Standards on Auditing 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 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 financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of





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accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2017 and
- (ii) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date.

#### Report on other Legal and Regulatory Requirements

(1) 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 purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
- d) In our opinion the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in Annexure 'B' and





**SOOD BRIJ AND ASSOCIATES**

Chartered Accountants

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- g) with respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us:-
- (i) The company does not have any pending litigations which would materially impact its financial position.
  - (ii) The company does not have any term contracts including derivative contracts for which there are any material foreseeable losses.
  - (iii) There has not been an occasion in case of the Company during the year ended under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
  - (iv) The company has provided requisite disclosure in its financial statements as to holdings as well as dealing in Specified Bank Notes during the period 8th November 2016 to 30th December 2016 which is in accordance with the books of accounts maintained by the company.

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. No. 00350N



A.K. Sood  
Partner  
M No.014372

Place : New Delhi  
Dated : 29<sup>th</sup> April , 2017



**SOOD BRIJ AND ASSOCIATES**  
Chartered Accountants  
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Tel: 011-2625 1906, 011-2625 1604, 011-4611 4949 Fax: 011-2625 2043  
Email: sbasanjay@rediffmail.com, akaoodbha@gmail.com

#### Annexure-B to the Auditors' Report

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 **Global Consultancy and Investment Private Limited** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the period 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 ("ICAI"). 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 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 Company's internal financial controls system over financial reporting.







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C 72, HDSE, 2 New Delhi-110 049  
Tel: 011-2625 1906, 011-2625 1604, 011-4611 4949 Fax: 011-2625 2043  
Email: shasanjay@rediffmail.com, akaoodshah@gmail.com

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 includes those policies and procedures that :

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion





In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, 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.

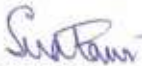



Place : New Delhi  
Dated : 29<sup>th</sup> April , 2017

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. No. 00350N



A.K. Sood  
Partner  
M No.014372

<b>GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>			
Balance Sheet as at 31st March 2017		( Amount in Rs)	
Particulars	Note No.	As at March 31st, 2017	As at March 31st, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	3	910,000	10,000
(b) Reserves and Surplus	4	(729,549)	(275,898)
		<b>180,451</b>	<b>(265,898)</b>
<b>2 Current liabilities</b>			
(a) Other Current Liabilities	5	13,166	283,898
		<b>13,166</b>	<b>283,898</b>
<b>TOTAL</b>		<b>193,617</b>	<b>18,000</b>
<b>II. ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Non Current Investments	6	100	-
(b) Deferred Tax Assets	7	143,027	-
		<b>143,127</b>	<b>-</b>
<b>2 Current assets</b>			
(a) Cash and cash equivalents	8	18,990	8,000
(b) Other Current Assets	9	31,500	10,000
		<b>50,490</b>	<b>18,000</b>
<b>TOTAL</b>		<b>193,617</b>	<b>18,000</b>
<p>Significant Accounting Policies &amp; Notes on Accounts      1 &amp; 2</p> <p>The Notes are an integral part of these financial statements</p> <p style="text-align: center;">For and on behalf of the Board of Directors</p> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">   <b>Sanjiv Kataria</b>                      Director                      DIN - 07481874                 </div> <div style="text-align: center;">   <b>Kawaljit Singh</b>                      Director                      DIN - 06543593                 </div> </div> <p style="text-align: right; margin-top: 20px;">In Terms of Our Audit Report of Even Date</p> <p style="text-align: right; margin-top: 10px;"><b>For Sood Brij &amp; Associates</b> Chartered Accountants Firm Regn.no. 00350N</p> <div style="text-align: right; margin-top: 10px;">     <b>A.K. Sood</b>                      Partner                      Membership No.-14372                 </div> <p style="margin-top: 20px;">Place : New Delhi Dated : 29.04.2017</p>			

GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED				
Statement of Profit & Loss for the Year ended 31st March 2017				(Amount in Rs)
	Particulars	Note No.	Year ended March 31st, 2017	Period ended March 31st, 2016
I.	<b>Revenue :</b>			
	Revenue from Operations	10	180,000	10,000
	<b>Total Income</b>		<b>180,000</b>	<b>10,000</b>
II.	<b>Expenses:</b>			
	Employee benefits expenses	11	183,000	10,330
	Finance Expenses	12	37,800	-
	Other expenses	13	555,978	275,568
	<b>Total Expenses</b>		<b>776,778</b>	<b>285,898</b>
III.	<b>Profit/(Loss) before tax</b>		<b>(596,778)</b>	<b>(275,898)</b>
IV.	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Deferred tax		(143,027)	-
V.	<b>Profit (Loss) for the year</b>		<b>(453,751)</b>	<b>(275,898)</b>
VI.	<b>Earnings per equity share:</b>			
	(1) Basic		(70.63)	(275.90)
	(2) Diluted		(70.63)	(275.90)
Significant Accounting Policies & Notes on Accounts		1 & 2		
The Notes are an integral part of these financial statements				
For and on behalf of the Board of Directors				
				
	Sanjiv Kataria Director DIN - 07481874		Kawaljit Singh Director DIN - 06543593	
In Terms of Our Audit Report of Even Date				
For Sood Brij & Associates Chartered Accountants Firm Regn.no. 00350N				
				
				A.K. Sood Partner Membership No.-14372
Place : New Delhi Dated : 29.04.2017				

**Global Consultancy and Investment Pvt. Ltd.****Note 1: Significant Accounting Policies**

The financial statements are prepared on an accrual basis under historical cost convention approach and in accordance with the generally accepted accounting principles in India and provisions of the Companies Act, 2013 read with Companies (Accounting Standard) Rules, 2006. The disclosure requirements as specified in the Schedule III to the Companies Act, 2013 have been complied with to the extent practicable.

**1.1 Fixed Assets**

Fixed Assets are shown at cost less accumulated depreciation. Cost comprises of purchase price, import duties and other non-refundable taxes or levies and any other directly attributable costs.

**1.2 Depreciation**

- a) Depreciation is provided on Straight Line method as per the life specified in Schedule II to the Companies Act, 2013
- b) The Depreciation is computed on computer software on the basis of expired period of license to use and/or the expired life of the assets.
- c) Items of assets costing upto Rs. 5000/- are fully depreciated in the year of purchase.
- d) The residual value of an asset shall not be more than five percent of the original cost of the asset.

**1.3 Investments**

Investments are classified as Current and Non-Current Investments, Current Investments are stated at lower of cost or fair value. Non-Current Investments are stated at cost except investments received as gift which have been shown at notional value. A provision for diminution is made to recognise a decline, other than temporary, in the value of Non-Current Investments.

**1.4 Revenue & Expenditure Recognition**

Revenue /Income and Cost /Expenditure are accounted on accrual basis as and when they are earned or incurred.

**1.5 Use of Estimates**

The preparation of financial statements is in conformity with generally accepted accounting principles. It requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements, and the reported amount of revenue and expenses during the reporting period. Difference between actual results and estimates are recognized in the year in which the results are known /materialized.

**1.6 Dividend Income**

Income from Dividend is recognised on receipt basis.

**1.7 Employees Retirement Benefits**

The company has accounted for actual liability towards Gratuity and Leave Encashment.



**1.8 Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration various benefits and disallowances as per the Income Tax Act 1961. Deferred tax in accordance with AS-22 is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

**Note 2: Notes to Accounts**

- 2.1 In the opinion of the Board, all the assets other than Fixed Assets and Non-Current Investments have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.
- 2.2 Details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016: -

The details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 as provided in the Table below: -

	<b>SBNs</b>	<b>Other denomination notes</b>	<b>Total</b>
Closing cash in hand as on 08-11-2016	-	Rs.100x37 Rs.10x7 Re.1x3	Rs.3773.00
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	Rs.100x25	Rs.2499.00
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30-12-2016	-	Rs.100x12 Rs.10x7 Re.1x4	Rs.1274.00



## 2.3. Transactions with Related parties during the year:

	For the year ended 31st March 2017 (In Rs.)	For the period ended 31 <sup>st</sup> March 2016 (In Rs.)
Gift of (25,915,838) shares received from Global Solutions Pvt. Ltd (Holding Company). [ Refer note 2.4 below]	100	-
Loan received from Global Solutions Pvt Ltd	700,000	-
Repayment of Loan to Global Solutions Pvt Ltd	700,000	-
Reimbursement of professional expenses to Global Solutions Pvt. Ltd.	17,175	252,330
Interest Expenses Payable to Global Solutions Pvt Ltd	37,800	-

## Balances as on 31.03.2017

	As at 31st March 2017 (In Rs.)	As at 31 <sup>st</sup> March 2016 (In Rs.)
Payable to Global Solutions Pvt. Ltd.	-	252,330

- 2.4. During the year, the Company has received 25,915,838 Equity shares of Rs. 2 each of NIIT Ltd as gift from its Holding Company, and the same are accounted at nominal value of Rs. 100 and accordingly capital reserve has been created by the same amount.
- 2.5. As per the Accounting Standards on "Accounting for taxes on income" issued by the 'Institute of Chartered Accountants of India' the Deferred Tax Asset as on 31.03.2017 amounting to Rs 143,027/- has been recognized (Previous Year: Nil)



<b>GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017</b>		
	(Rs.)	(Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after Tax		(453,751)
Add / (Less) :		
Interest Income	-	
Dividend Income	-	
Interest Expenses	37,800	37,800
Operating Profit before Working Capital Changes		(415,951)
Increase/ (Decrease) in Operating Working Capital		
Current Assets	(21,500)	
Non- Current Assets	(143,027)	
Current Liabilities	(270,732)	(435,259)
<b>Net cash from / (used in) Operating Activities</b>	<b>(A)</b>	<b>(851,210)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	-	
Dividend Income	-	
<b>Net cash from / (used in) Investing Activities</b>	<b>(B)</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital issued	900,000	
Loan raised	-	
Interest Expenses	(37,800)	862,200
<b>Net cash from / (used in) Financing Activities</b>	<b>(C)</b>	<b>862,200</b>
Cash and Cash Equivalents at the beginning of the Year		8,000
Cash and Cash Equivalents at the end of the Year		18,990
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(A+B+C)</b>	<b>10,990</b>

1) The above Cash Flow Statement has been prepared as per the indirect method prescribed by Accounting Standard-3 issued by the Institute of Chartered Accountants of India. This is the Cash Flow Statement referred to in our report of even date.


  
 Sanjiv Kumar  
 Director  
 DIN - 07481874

  
 Kunal Singh  
 Director  
 DIN - 06543593

In Terms of Our Audit Report of Even Date

**For Sood Brij & Associates**  
 Chartered Accountants  
 Firm Regn.no. 00350N



  
**A.K. Sood**  
 Partner  
 Membership No - 14372

Place : New Delhi  
 Dated : 29.04.2017

**GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED**

**Note 3: Share Capital** (Amount in Rs)

Particulars	As at March 31st, 2017		As at March 31st, 2016	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
Equity Shares of Rs 10/- each	1,800,000	18,000,000	100,000	1,000,000
<b>Issued</b>				
Equity Shares of Rs 10/- each	91,000	910,000	1,000	10,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs 10/- each	91,000	910,000	1,000	10,000
<b>Total</b>	<b>91,000</b>	<b>910,000</b>	<b>1,000</b>	<b>10,000</b>

**a. Reconciliation of shares outstanding at the beginning and at the end of reporting Year**

Particulars	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the Year	1,000	10,000	-	-
Shares Issued during the Year	90,000	900,000	1,000	10,000
Shares bought back during the Year	-	-	-	-
Shares outstanding at the end of the Year	91,000	910,000	1,000	10,000

**b. Details of Shareholders holding more than 5% shares in company**

Name of Shareholder	As at March 31st, 2017		As at March 31st, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Thadani Family Trust	91,000	100	-	-
Global Solutions Pvt Ltd	-	-	1,000	100





GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED		
Note 4: Reserves and Surplus		Amount in Rs.
Particulars	As at March 31st, 2017	As at March 31st, 2016
<b>a. Capital Reserve*</b>		
Opening Balance	-	-
(+) Equity Shares received as gift ( refer note no. 2.3 of Notes to accounts)	100.00	-
<b>Closing Balance</b>	<b>100.00</b>	<b>-</b>
<b>b. Surplus</b>		
Opening Balance	(275,898)	-
(+) Net Profit/(Net Loss) for the current period	(453,751)	(275,898)
<b>Closing Balance</b>	<b>(729,649)</b>	<b>(275,898)</b>
* Represents notional cost of gift of 25,915,838 Equity Shares of Rs. 2 each of NIIT Ltd. received from Global Solutions Pvt. Ltd. (Holding Company).		
<b>Total (a+b)</b>	<b>(729,549)</b>	<b>(275,898)</b>

Note 5: Other Current Liabilities		
Particulars	As at March 31st, 2017	As at March 31st, 2016
Trade Payable	-	252,330
Salary Payable	-	10,330
Audit Fee Payable	11,500	11,450
TDS Payable	1,666	-
Provision for Expenses	-	9,788
<b>Total</b>	<b>13,166</b>	<b>283,898</b>



**GLOBAL CONSUL TANCY AND INVESTMENT PRIVATE LIMITED**

**Note 6: Non Current Investments At Cost**

Particulars	As at March 31st, 2017	As at March 31st, 2016
<b>A Other Investments</b>		
(a) Investment in Equity Instruments*	100	-
(b) Investments in debentures or bonds	-	-
<b>Total (A)</b>	<b>100</b>	<b>-</b>

Particulars	As at March 31st, 2017		As at March 31st, 2016	
	At Cost	Mkt Value	At Cost	Mkt Value
Aggregate amount of quoted investments*	100	2,182,113,560	-	-
Aggregate amount of unquoted investments	-	-	-	-

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount in Rs		Whether stated at Cost Yes / No
			As at March 2017	As at March 31st, 2016			As at March 31st, 2017	As at March 31st, 2016	As at March 31st, 2017	As at March 31st, 2016	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
(a)	Investment in Equity Instruments										
1	NIIT Limited*	Others	25,915,838	-	Quoted	Fully Paid	15.636	-	100	-	YES
<b>Total</b>									<b>100</b>	<b>-</b>	

\* Gift of 25,915,838 Equity shares of Rs. 2 each of NIIT Limited received from Global Solutions Pvt. Ltd. (Holding Company) recognised at notional cost of Rs. 100.



GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITEDNote 7:Deferred Tax ComputationAmount (Rs.)

<b>Deferred Tax Assets As on 01.04.2016</b>		-
<b>A DEFERRED TAX (LIABILITIES)/ ASSETS</b>		
(i) Impact of Depreciation on Fixed Assets		
WDV as per Income Tax Act	-	
WDV as per Companies Act	-	
Tax (Liability)/ Assets (30.90%)	-	-
<b>B DEFERRED TAX ASSETS</b>		
Business Loss (30.90%)	311,474	96,245
Long Term Capital Loss (20.60%)	-	-
Deduction U/S 35DD (30.90%)	151,398	46,782
<b>NET DEFERRED TAX (LIABILITY)/ ASSET</b>		<b>143,027</b>
<b>As on 31.03.2017</b>		
<b>Deferred Tax Benefit/(Charge)</b>		<b>143,027</b>

**GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED**

**Note 8: Cash and cash equivalents** Amount in Rs.

Particulars	As at March 31st, 2017	As at March 31st, 2016
a. Balances with banks	18,990	8,000
b. Cash on hand	-	-
<b>Total</b>	<b>18,990</b>	<b>8,000</b>

**Note 9: Other Current Assets**

Particulars	As at March 31st, 2017	As at March 31st, 2016
Sundry Debtors	13,500	10,000
TDS Recoverable	18,000	-
<b>Total</b>	<b>31,500</b>	<b>10,000</b>

**Note 10: Revenue From Operations**

Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Sale of services	180,000	10,000
<b>Total</b>	<b>180,000</b>	<b>10,000</b>

**Note 11: Employee Benefit Expenses**

Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Salary	183,000	10,330
<b>Total</b>	<b>183,000</b>	<b>10,330</b>

**Note 12: Finance Expenses**

Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Interest	37,800	-
<b>Total</b>	<b>37,800</b>	<b>-</b>

**Note 13: Other Expenses**

Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Filing Fee	410,970	1,200
Professional Expenses	128,075	8,588
Audit Fees	11,500	11,450
Printing & Stationery	4,910	-
Bank Charges	523	-
Preliminary Expenses	-	252,330
Demat Charges	-	2,000
<b>Total</b>	<b>555,978</b>	<b>276,568</b>

**Note 13.1: Payments to Auditors**

Particulars	Year ended March 31st, 2017	Period ended March 31st, 2016
Audit Fee	10,000	10,000
Service Tax	1,500	1,450
<b>Total</b>	<b>11,500</b>	<b>11,450</b>

Signature to Notes '1' to '13'

For and on behalf of the Board of Directors

  
**Sanjiv Kataria**  
 Director  
 DIN - 07481874

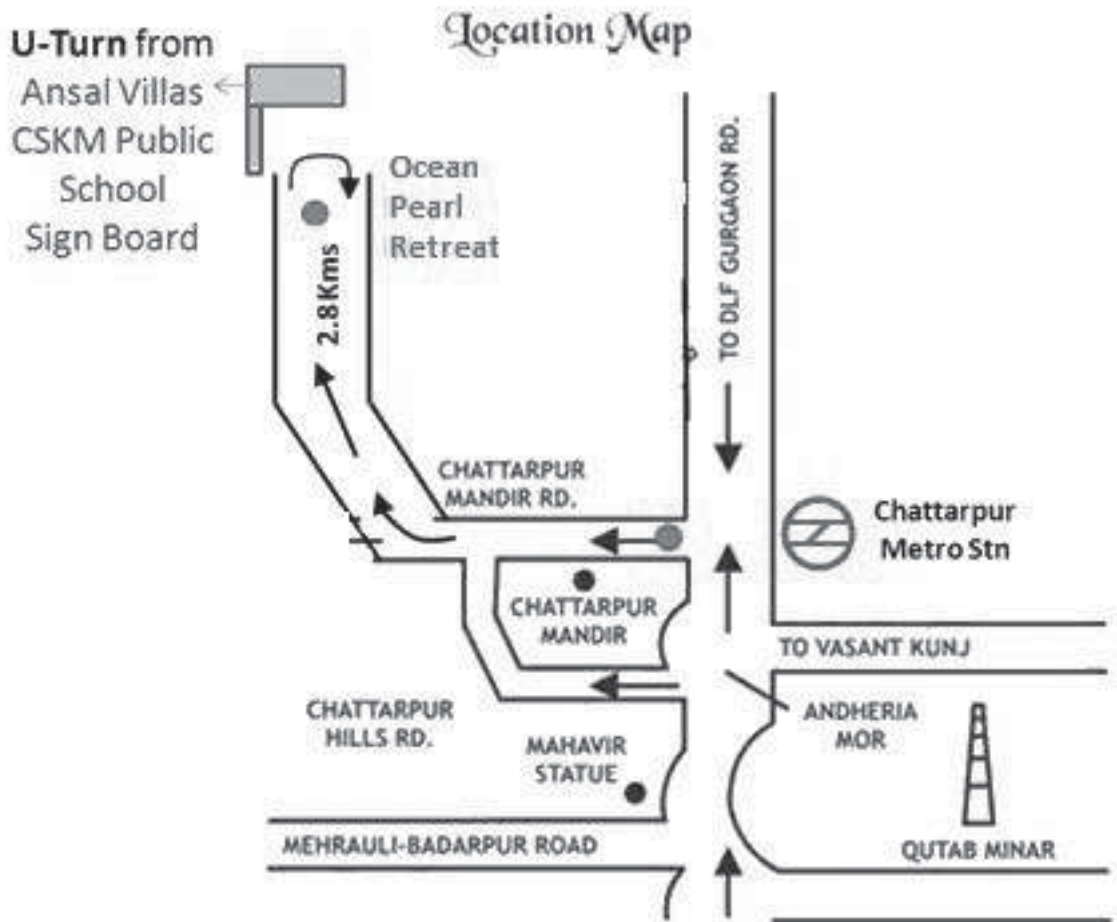
  
**Karwaljit Singh**  
 Director  
 DIN - 06543593

In Terms of Our Audit Report of Even Date

**For Sood Brij & Associates**  
 Chartered Accountants  
 Firm Regn.no. 00350N

  
  
**A.K. Sood**  
 Partner  
 Membership No. -14372

Place : New Delhi  
 Dated : 29.04.2017





NIIT Limited

Regd. Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019  
 Phone: 91 (11) 41675000; Fax: 91 (11) 41407120 CIN: L74899DL1981PLC015865  
 Website: <http://www.niit.com> E-mail: [investors@niit.com](mailto:investors@niit.com)

FORM NO. MGT-11  
 FORM OF PROXY

I/We, the undersigned, as an Unsecured Creditor of NIIT Limited (the "Company"), do hereby appoint \_\_\_\_\_ of \_\_\_\_\_, and failing him/her \_\_\_\_\_, of \_\_\_\_\_, as my/our proxy, to act for me/us at the meeting of the Unsecured Creditors of the Company, to be held at 2:30 p.m. on Saturday, the 16<sup>th</sup> day of September, 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of resolution as indicated below:-

S.No.	Resolution(s)	Vote	
		For	Against
1	Resolution for approval of the Scheme of Amalgamation, in terms of Section 230 to 232 of the Companies Act, 2013 read with other applicable provisions, if any between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Company"/"Amalgamated Company") and their respective Shareholders and Creditors.		

Signed this \_\_\_\_ day of \_\_\_\_ 2017.

Signature of Unsecured Creditor

Signature of proxy

Please affix revenue stamp

**NOTES:**

- (1) Please affix revenue stamp not less than Re.1 before putting signature.
- (2) The proxy must be deposited at the registered office of the Company situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019 at least 48 hours before the commencement of the meeting.
- (3) Strike out which is not necessary.
- (4) All alterations made in the Form of Proxy should be initialed.
- (5) Bodies Corporate would be required to deposit certified copy of the Board Resolution/Power of Attorney, as the case may be, authorizing the Individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the registered office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019 at least 48 hours before the commencement of the meeting.
- (6) In case of multiple proxies, proxy later in time shall be accepted.





**NIIT Limited**

Regd. Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019

Phone: 91 (11) 41675000; Fax: 91 (11) 41407120 CIN: L74899DL1981PLC015865

Website: <http://www.niit.com> E-mail: [investors@niit.com](mailto:investors@niit.com)

**ATTENDANCE SLIP**

I/We, \_\_\_\_\_ hereby record my/our presence at the meeting of the Unsecured Creditors of NIIT Limited having its registered office at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110 019, convened pursuant to Order dated July 28, 2017 of the National Company Law Tribunal, Principal Bench at New Delhi, at 2:30 p.m. on Saturday, the 16<sup>th</sup> day of September, 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074.

Name & Address of the  
Unsecured Creditor : \_\_\_\_\_

Name & Address of the  
Authorized Representative/  
Proxy Holder : \_\_\_\_\_

Signature of the Unsecured  
Creditor/ Signature of the  
Proxy Holder / Authorized  
Representative : \_\_\_\_\_

**Notes:**

Unsecured Creditors attending the Meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Hall.

