

## NIIT Technologies Pte. Ltd.

(Incorporated in the Republic of Singapore)

## **Directors**

Arvind Thakur Arvind Mehrotra Vangal Rangarajan Ranganathan

## Secretary

Vangal Rangarajan Ranganathan

## **Registered Office**

31 Kaki Bukit Road 3 #05-13 Techlink Singapore 417818

## **Auditors**

Natarajan & Swaminathan Certified Public Accountants 1 North Bridge Road #19-04/05 High Street Centre Singapore 179094

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The directors have pleasure in presenting their report to the members together with the audited financial statements of the Company for the financial year ended March 31, 2013.

#### 1 Directors

The directors in office at the date of this report are:-Arvind Thakur Arvind Mehrotra Vangal Rangarajan Ranganathan

## 2 Arrangements to enable directors to acquire shares and debentures

Neither during nor at the end of the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

## 3 Directors' interest in shares and debentures

The directors holding office at the end of the financial year had no interests in shares, debentures, warrants or share options of the Company as recorded in the Register of Directors' Shareholding kept by the Company under Section 164 of the Singapore Companies Act, except as follows:

	Shareholding in the name o	•	Shareholdings in which director are deemed to have an interest	
Name of directors and companies in which interests are held	At beginning of year	At end of year	At beginning of year	At end of year
Holding company NIIT Technologies Ltd Ordinary shares of Rs 10 each				
Arvind Thakur	52 <b>7,77</b> 3	527,773	-	•
Arvind Mehrotra	570	5 <i>,77</i> 9	-	-

## 4 Directors' receipt and entitlement to contractual benefits

Since the beginning of the financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(8) of the Singapore Companies Act, by reason of a contract made by the Company with the director or with a firm of which he is a member, or with a Company in which he has a substantial financial interest, except as disclosed in **Note 18** to the financial statements.

## 5 Share options

No options were granted during the financial year to take up unissued shares of the Company.

No shares were issued by virtue of the exercise of options.

There were no unissued shares under option at the end of the financial year.

## 6 Auditors

The auditors, Natarajan & Swaminathan, have expressed their willingness to accept re-appointment.

On behalf of the board

Arvind<sup>|</sup>Thakur

Arvind Mehrotra

Singapore,

Date: May 14, 2013

NIIT Technologies Pte. Ltd.

**Statement of Directors** 

For the financial year ended March 31, 2013

We, Arvind Thakur and Arvind Mehrotra, being the directors of NIIT Technologies Pte. Ltd., do hereby

state that, in the opinion of the directors,

(i) the accompanying statement of financial position, statement of comprehensive income, statement of

changes in equity and statement of cash flows together with notes thereto are drawn up so as to give

a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the results,

changes in equity and the cash flows of the Company for the year ended on that date, and

(ii) at the date of this statement there are reasonable grounds to believe that the Company will be able

to pay its debts as and when they fall due.

On behalf of the board

Arvind Thakur

Arvind Mehrotra

Singapore,

Date: May 14, 2013

NATARAJAN & SWAMINATHAN CERTIFIED PUBLIC ACCOUNTANTS, SINGAPORE

1 NORTH BRIDGE ROAD, #19-04/05,

HIGH STREET CENTRE, SINGAPORE 179094

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INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF NIIT TECHNOLOGIES PTE. LTD.

(Incorporated in the Republic of Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of NIIT TECHNOLOGIES PTE. LTD., which

comprise the statement of financial position as at March 31, 2013, and the statement of comprehensive

income, the statement of changes in equity and the statement of cash flows for the year then ended, and a

summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in

accordance with the provisions of the Singapore Companies Act, Cap. 50 ("the Act") and Singapore

Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls

sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use

or disposition; and transactions are properly authorised and that they are recorded as necessary to permit

the preparation of true and fair statement of comprehensive income and statement of financial position

and to maintain accountability of assets.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We

conducted our audit in accordance with Singapore Standards on Auditing. 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 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 control relevant to the entity's

preparation of financial statements that give a true and fair view in order to design audit procedures that

are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of

accounting policies used and the reasonableness of accounting estimates made by management, as well

as evaluating the overall presentation of the financial statements.

Sixty 958-2010 Years

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#### **NATARAJAN & SWAMINATHAN** CERTIFIED PUBLIC ACCOUNTANTS, SINGAPORE

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NIIT TECHNOLOGIES PTE. LTD.

(Incorporated in the Republic of Singapore)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the results, changes in equity and cash flows of the Company for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Natarajan & Swar

Public Accountants and Certified Public Accountants

Singapore,

Date: May/14, 2013

## NIIT Technologies Pte. Ltd. Statement of Financial Position

As at March 31, 2013

	Note	<u>2013</u>	<u>2012</u>
		\$\$	S\$
Assets			
Non-current assets			
Plant and equipment	3	19,400	22,950
Capitalised software	4	5,241	12,130
Investment in subsidiaries	5	540,402	540,402
Deferred tax asset	6	479,970	413,966
Total non-current assets		1,045,013	989,448
Current assets			
Trade receivables	7	6,171,838	<i>7,77</i> 0,068
Other receivables	8	2 <b>,277,67</b> 2	1,848,631
Cash and bank balances	9	2,010,665	2,495,653_
Total current assets		10,460,175	12,114,352
Total assets		11,505,188	13,103,800
Equity and liabilities			
Equity			
Share capital	10	2,989,3 <i>7</i> 5	2,989,3 <i>7</i> 5
Accumulated profits		5,149 <i>,7</i> 88	5,463, <b>7</b> 62
General reserve		450,000_	450,000
Total equity		8,589,163	8,903,137
Current liabilities			
Trade payables and accruals	11	2,669,812	3,899,343
Other payables	12	244,737	272,320
Income tax payable		1,476	29,000
Total current liabilities		2,916,025	4,200,663
Total liabilities		2,916,025	4,200,663
Total equity and liabilities		11,505,188	13,103,800

## NIIT Technologies Pte. Ltd. Statement of Comprehensive Income

For the financial year ended March 31, 2013

	Note	<u>2013</u>	<u>2012</u>
		\$\$	\$\$
Revenue	13	12,853,387	15,177,694
Other income	14	185,478	324,850
Software development charges		(1,465,320)	(1,740,377)
Purchases of hardwares and softwares		(1,727,951)	(1,572,554)
Salaries and employee benefits	15	(8,238,428)	(8,751,291)
Training and recruitment		(69,999)	(51,29 <i>7</i> )
Rental on operating leases		(249,815)	(227,281)
Foreign currency loss		(60,302)	(56,713)
Travelling expenses		(448,485)	(421,762)
Telecommunication		(158,727)	(163,358)
Depreciation of plant and equipment	3	(12,691)	(7,545)
Amortisation of software	4	(6,889)	(6,666)
Other operating expenses		(909,003)	(890,112)
(Loss)/Profit before income tax	16	(308,745)	1,613,588
Income tax expense	17	(5,229)	344,483
(Loss)/Profit after income tax		(313,974)	1,958,071
Other comprehensive income		-	-
Total comprehensive (loss)/income for the year		(313,974)	1,958,071

# NIIT Technologies Pte. Ltd. Statement of Changes in Equity

For the financial year ended March 31, 2013

	Share capital	Accumulated profits	General reserve	Total
	<b>S</b> \$	\$\$	S\$	\$\$
Balance as at 01.04.2011	2,989,375	3,505,691	450,000	6,945,066
Total comprehensive income for the year	-	1,958,071	-	1,958,071
Balance as at 31.03.2012	2,989,375	5,463,762	450,000	8,903,137
Total comprehensive loss for the year	-	(313,974)	-	(313,974)
Balance as at 31.03.2013	2,989,375	5,149,788	450,000	8,589,163

# NIIT Technologies Pte. Ltd. Statement of Cash Flows

For the financial year ended March 31, 2013

	<u>2013</u>	<u>2012</u>
	S\$	<b>S</b> \$
Cash flows from operating activities		
(Loss)/Profit before income tax	(308,745)	1,613,588
Adjustments for:-		
Interest income	(84,241)	(71, <i>7</i> 16)
Depreciation of plant and equipment	12,691	<i>7,</i> 545
Amortisation of software	6,889	6,666
Operating (loss)/profit before working capital changes	(373,406)	1,556,083
Trade receivables	1,598,230	(2,028,790)
Other receivables	(429,041)	(152,845)
Trade payables and accruals	(1,229,531)	1,659,459
Other payables	(27,583)	92,339
Cash (used in)/generated from operations	(461,331)	1,126,246
Interest received	84,241	<i>7</i> 1, <i>7</i> 16
Income tax paid	(98 <i>,757</i> )_	(62,483)
Net cash (used in)/from operating activities	(475,847)	1,135,479
Cash flows from investing activities		
Purchase of plant and equipment	(9,141)	(18,333)
Purchase of software	-	(1,629)
Net cash used in investing activities	(9,141)	(19,962)
Cash flows from financing activities		
Increase in fixed deposits pledged	(101)	(1,146)
Net cash used in financing activities	(101)	(1,146)
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Net (decrease)/increase in cash and cash equivalents	(485,089)	1,114,371
Cash and cash equivalents brought forward	2,215,555	1,101,184
Cash and cash equivalents carried forward	1,730,466	2,215,555
Cash and cash equivalents comprise:-		
Cash at banks	1,730,466	2,215,555
	1,730,466	2,215,555

## NIIT Technologies Pte. Ltd.

## Notes to the Financial Statements

For the financial year ended March 31, 2013

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## 1 Corporate information

The Company (Registration No. 199503929E) is a private limited Company incorporated and domiciled in Singapore.

The registered and administration office of the Company is located at 31 Kaki Bukit Road 3, #05-13 Techlink, Singapore 417818.

The principal activities of the Company are development and distribution of computer software and the provision of consultancy, training and support services.

#### Holding company

The Company is a wholly owned subsidiary of NIIT Technologies Ltd, a company incorporated in the Republic of India.

#### Branch office

The Company has registered a Branch in Hong Kong and the revenue and expenses of the branch has been incorporated in the financial statements.

#### Subsidiary

Refer to Note 5 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

#### 2 Significant accounting policies

#### a) Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS") as required by the Singapore Companies Act, Chapter 50. These financial statements are the separate financial statements of NIIT Technologies Pte. Ltd. The Company is exempted from the preparation of consolidated financial statements as the Company is a wholly-owned subsidiary of NIIT Technologies Ltd, a company incorporated in India, which prepares consolidated financial statements available for public use. The registered office of NIIT Technologies Ltd is as follow:

NIIT House B-234 Okhla Ph-1 New Delhi 110020 India

The financial statements are expressed in Singapore dollars (S\$) and are prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the financial year.

#### a) Basis of preparation (cont'd)

These estimates and assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances (refer **Note 2(b)** to the financial statements).

The Company adopted the new or revised FRS that is mandatory for application on that date. This includes the following FRS, which are relevant to the Company as a single entity:

FRS 12

: Amendments to FRS 12

Deferred Tax: Recovery of Underlying Assets

FRS 107

: Amendments to FRS 107

Disclosure - Transfers of Financial Assets

The adoption of these does not result in any significant changes to the Company's accounting policies or have any significant impact on the financial statements.

## b) Critical judgements in applying the entity's accounting policies

In the process of applying the entity's accounting policies, management is of the opinion that there are no critical judgements (other than those involving estimates) that have significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the statement of financial position date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### Allowance for trade and other receivables

The provision policy for doubtful debts of the Company is based on the ongoing evaluation of collectability and aging analysis of the outstanding receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Company were to deteriorate, resulting in an impairment of their ability to make payments, allowances would be made.

#### c) Foreign currency transactions

(i) Functional currency

The functional currency of the Company is Singapore dollars, being the currency in which the Company transacts its sales and purchases.

(ii) Transactions and balances

Transactions in currencies other than in Singapore dollars are recorded at the rates of exchange prevailing on the date of transaction. At each statement of financial position date, recorded monetary balances that are denominated in foreign currencies are retranslated at the rates prevailing on the statement of financial position date.

All exchange differences are included in the profit or loss for the year.

#### d) Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditure for additions, improvements and renewals are capitalised and expenditure for maintenance and repairs are charged to the profit or loss. When assets are sold or retired, their cost and accumulated depreciation and impairment loss are removed from the financial statements and any gain or loss resulting from their disposal is included in the profit or loss.

#### e) Depreciation of plant and equipment

Depreciation is calculated on a straight-line method to write off the cost of the plant and equipment over their estimated useful lives as follow:-

Furniture & fittings - 3-5 years
Office equipment - 3 years

Computer equipment - 1-3 years

Fully depreciated assets still in use are retained in the financial statements.

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each statement of financial position date. The effects of any revision are recognised in the profit or loss when the changes arise.

#### f) Capitalised software

Capitalised software is stated at cost less accumulated amortisation and accumulated impairment loss, if any.

Amortisation is calculated so as to write off the cost of the capitalised software over the estimated useful life of 5 years from the date of purchase.

## g) Investment in subsidiaries

Subsidiaries are entities over which the Company has power to govern the financial and operating policies, generally accompanied by a shareholding giving rise to the majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

Investments in the subsidiaries are carried at cost less accumulated impairment loss in the Company's statement of financial position. On disposal of investments in subsidiaries, the differences between disposal proceeds and the carrying amounts of the investments are recognised in the profit or loss.

#### h) Impairment of non-financial assets

At each statement of financial position date, the Company reviews the carrying amounts of its plant and equipment, capitalised software and investment in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

## h) Impairment of non-financial assets (cont'd)

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of impairment loss is recognised immediately in profit or loss unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### i) Financial instruments

Financial instruments comprise financial assets and liabilities and they are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

## Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income is recognised on an effective interest basis for debt instruments other than those financial instruments "at fair value through profit or loss".

## Financial assets

Financial assets are classified as one of the financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments or available-for-sale financial assets, as appropriate.

#### Recognition

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not measured at fair value through profit or loss, directly attributable transaction costs. The Company determines the classification of its financial assets at the time of initial recognition, and where allowed and appropriate, re-evaluates this designation at each financial year end.

### i) Financial instruments (cont'd)

Recognition (cont'd)

All regular way purchases and sales of financial assets are recognised or derecognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place concerned.

As of year end the Company has the following classes of financial assets:-

#### - Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as "trade and other receivables" and "cash and bank balances" on the statement of financial position. They are presented as current assets, except for those maturing 12 months after the financial position date, which are presented as non-current assets. Loans and receivables are measured at amortised cost using the effective interest method less impairment losses. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process. For short term receivables the nominal cost would approximate the fair value.

Unbilled receivables are stated based on revenue recognised using the percentage completion method for uncompleted projects. Costs include sub-contractor fees and salaries directly attributable to project activities. When it is probable that the total contract costs will exceed the total contract revenue, the expected loss is recognised as an expense immediately in profit or loss.

#### <u>Impairment</u>

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each statement of financial position date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

#### i) Financial instruments (cont'd)

Impairment (cont'd)

With the exception of available-for-sale equity instruments, if any, if in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity instruments, any subsequent increase in fair value after an impairment loss is recognised directly in equity.

#### Derecognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred assets, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

### Financial liabilities

Financial liabilities include trade payables on normal trade terms, other payables and interestbearing loans and borrowings.

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis. For short term payables the cost approximates the fair value.

Interest-bearing bank loans and overdraft are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the company's accounting policy for finance costs.

Financial liabilities are derecognised when the obligation under the liabilities are discharged, cancelled or expire.

#### j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of unpledged fixed deposits, cash at banks and cash in hand.

#### k) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

#### i) Related companies

Related companies refer to members of the holding company's group of companies.

## m) Related parties

Related parties are entities with common director or indirect shareholders and/or directors. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decision. Related parties may be individuals or entities.

## n) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is presented net of value added tax, rebates, discounts and sales returns.

The Company recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria for each of the Company's activities are met as follows:-

## Revenue from rendering of services

Revenue from rendering of services is recognised when the services is rendered or percentage of completion method depending on the contractual agreement. The percentage of completion method is calculated as the proportion of costs incurred to date to the estimated total costs for the project.

#### ii) Interest income

Interest income is recognised using the effective interest method.

## o) Employee benefits

Retirement benefit costs

As required by law, the Company makes contributions to the Central Provident Fund (CPF), a defined contribution plan regulated and managed by the Government of Singapore. CPF contributions are recognised as expense in the same year to which the contribution relates.

#### Key management personnel

Directors and certain managers that have the authority and responsibility for planning, directing and controlling the activities of the Company are considered key management personnel.

Employee entitlements to annual leave are recognised when they accrue to the employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by the employees up to the statement of financial position date.

A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

#### p) Operating lease

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the profit or loss on a straight-line basis over the lease term.

#### g) Income tax

income tax expense represents the sum of tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Company's liability for current tax is calculated using statutory tax rate at the statement of financial position date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investment in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset, realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt, within equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on net basis.

Plant and equipment	Furniture	Office	Computer	
2013	& fittings	<u>equipment</u>	equipment	Total
	<b>S</b> \$	S\$	S\$	S\$
Cost	·	•		
At April 1, 2012	32 <i>7,</i> 865	7,620	42,031	3 <i>77,</i> 51
Addition			9,141	9,14
At March 31, 2013	327,865	7,620	51,172_	386,65
Depreciation				
At April 1, 2012	324,798	6, <b>7</b> 39	23,029	354,56
Charge for the year	1,128	881	10,682	12,69
At March 31, 2013	325,926	7,620	33,711	367,25
Net book value				
At March 31, 2013	1,939		17,461	19,40
	Furniture	Office	Computer	
<u>2012</u>	<u>&amp; fittings</u>	<u>equipment</u>	equipment	Total
	S\$	S\$	S\$	S\$
Cost	- •	- 4	- •	- •
At April 1, 2011	324,482	<b>7,</b> 266	2 <b>7,</b> 435	359,18
Addition	3,383	354	14,596	18,3
At March 31, 2012	327,865	7,620	42,031	377,5
Depreciation				
At April 1, 2011	324,482	6,345	16,194	347,02
Charge for the year	316	394	6,835	7,54
At March 31, 2012	324,798	6,739	23,029	354,50
Net book value				
At March 31, 2012	3,067	881	19,002	22,95
Capitalised software			<u>2013</u>	<u>2012</u>
			S\$	S\$
Cost			29,708	28,07
Addition			•	1,62
			29,708	29,70
Less : Accumulated amor	tisation			
Balance brought f			1 <i>7,</i> 5 <i>7</i> 8	10,91
<del>-</del>			6,889	6,66
Amortised during	liie yeai			
Amortised during Balance carried fo	•		24,467	17,57

5	Investment in subsidiaries		
		<u>2013</u>	<u>2012</u>
		S\$	S\$

Unquoted equity shares, at cost 540,402 540,402

## Details of the subsidiaries:-

Name of subsidiaries	Country of incorporation	n Principal activities	Percent <u>equity</u>		<u>C</u>	ost
			<u>2013</u>	<u>2012</u>	<u>2013</u>	2012
		Distribution of computer software and the provision of	%	%	S\$	<b>S</b> \$
NIIT Technologies Ltd (*)	Thailand	consultancy, training and support services	99.98	99.98	539,333	539,333
NIIT Technologies		Distribution of computer software and the provision of consultancy, training	100			
Pty Ltd (*)	Australia	and support services	100	100	1,069 <b>540,402</b>	1,069 <b>540,402</b>

<sup>(\*)</sup> Audited by another firm of auditors.

## 6 Deferred tax asset

The movement in the deferred tax asset is as follows:

	Accelerated tax	Unutilised tax loss and	Provision for leave	
	depreciation	capital allowance	and other items	Total
	<b>S</b> \$	<b>S</b> \$	S\$	S\$
At April 1, 2011	•	-	-	-
Prior year under provision	16,361	562,1 <i>7</i> 0	58,190	636, <b>7</b> 21
Credit/(debit) to profit or loss	2,416	(254,567)	29,396	(222,755)
At March 31, 2012	18 <i>,777</i>	307,603	87,586	413,966
Prior year over provision	(1,152)	(16,718)	-	(1 <i>7,</i> 8 <i>7</i> 0)
Credit to profit or loss	3,329	73,543	<i>7,</i> 002	83,874
At March 31, 2013	20,954	364,428	94,588	479,970

## 7 Trade receivables

Trade receivables	2013	<u>2012</u>
	S <b>\$</b>	\$\$
Outside parties	5,195,376	5,011,529
Less: Allowance for doubtful debts		•
- Balance at beginning of year	4,221	4,221
- Charge for the year	16,050	<u> </u>
- Balance at end of year	20,271	4,221
	5,1 <i>7</i> 5,105	5,007,308
Subsidiaries	193 <b>,</b> 503	151,128
Related parties	51,514	84,866
Unbilled receivables	<i>7</i> 51, <i>7</i> 16	2,526,766
	6,171,838	7,770,068

The average credit period for services rendered is 45 days to 60 days (2012:45 days to 60 days).

The table below is an analysis of trade receivables aging as at March 31:

	<u>2013</u>	<u>2012</u>
-	S\$	<b>S</b> \$
Not past due	1,641,153	3,063,634
Past due 1 to 45 days	868,395	<i>7</i> 95,237
Past due 46 to 365 days	2,480,459	1,050, <b>7</b> 52
Past due more than 365 days	430,115	333,679
Unbilled receivables	<i>7</i> 51,716	2,526,766
	<u>6,171,838</u>	7,770,068

The Company has not made any allowance on all these receivables as the directors are of the view that all the receivables are recoverable.

The trade receivables that are not denominated in Singapore dollars are as follows:

	<u>2013</u>	<u>2012</u>
	<b>S</b> \$	S\$
Euro	-	160,245
Hong Kong Dollars	3,100,653	4,729,165
United States Dollars	603,382	661,534

## 8 Other receivables

o their receivables	<u>2013</u>	2012
	S <b>\$</b>	S\$
Holding company - other advance Subsidiaries:	5,382	4,458
- Loan	2,003,134	1,366 <i>,7</i> 96
- Other advance	<b>~</b>	63,742
Advance to employees	105,601	1 <i>7</i> 2, <i>7</i> 6 <i>7</i>
Interest receivables	951	657
Deposits	<i>7</i> 4,122	86,864
Prepaid expenses	88,482	153,347
	2,277,672	1,848,631

The amounts due from subsidiaries and related parties are unsecured, interest free and repayable on demand, except for loan to subsidiaries that bears interest of 4.5% (2012:7%) per annum for Australian dollars loan of \$\$2,003,134 (2012:\$\$1,366,796).

The other receivables that are not denominated in Singapore dollars are as follows:

		<u>2013</u>	<u>2012</u>
		S <b>\$</b>	S\$
	Australian Dollars Hong Kong Dollars	2,003,134 40,587	1,429,645 38,385
9	Cash and bank balances		
		<u>2013</u>	<u>2012</u>
		5\$	\$\$
	Fixed deposits	280,199	280,098
	Cash at banks	<u>1,730,466</u>	2,215,555
		2,010,665	2,495,653

Fixed deposit interest rate as at year end is about 0.65% (2012:0.5% to 0.7%) per annum. The fixed deposits maturity from year end is between 2 months to 11 months (2012:1 month to 10 months). Fixed deposits are pledged to the bank for bankers' guarantee given to the Company. Refer **Note 20** to the financial statements.

The cash and bank balances that are not denominated in Singapore dollars are as follows:

	<u>2013</u>	<u>2012</u>
	<b>S</b> \$	S\$
Hong Kong Dollars United States Dollars	1,158,693 279,047	1,017,111 259,721

10 5	hare	capital
------	------	---------

	<u>2013</u>	<u>2013</u>	<u> 2012</u>	<u>2012</u>
	No. of		No. of	
	shares		shares	
	issued	S\$	issued	S\$
Ordinary shares issued and fully paid				
Balance at beginning and end of year	2,989,375	2,989,375	2,989,375	2,989,375

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction and have no par value.

## 11 Trade payables and accruals

	<u>2013</u>	<u>2012</u>
	S\$	<b>S</b> \$
Trade payables:		
- Outside parties	3 <i>7</i> 1,131	290,655
- Holding company	588,101	1,353,362
- Subsidiary	40,737	-
- Related companies	69,804	257,484
- Related party	25,189	-
Advances from customers	33 <i>,7</i> 98	85,523
Provision for unutilised leave (#)	261,8 <i>77</i>	325,3 <i>7</i> 3
GST payable	69,01 <i>7</i>	95,155
Accrued operating expenses	1,210,158	1,491,791
	2,669,812	3,899,343

The credit term for goods purchased is about 30 days (2012:30 days).

#### # Provision for unutilised leave movements are as follows:

Balance at beginning of year	325,373	212,648
Charge during the year	-	166,500
Utilised during the year	(3,496)	(53,775)
Amount written back during the year	(60,000)	
Balance at end of year	<u> 261,877</u>	325,373

The trade payables and accruals that are not denominated in Singapore dollars are as follows:

	<u>2013</u>	<u>2012</u>
	S\$	<b>S</b> \$
Australian Dollars	43,406	-
Great Britain Pounds	104,981	65,369
Hong Kong Dollars	118,406	657,372
United States Dollars	384,750	606,555

# NIIT Technologies Pte. Ltd. Notes to the Financial Statements

For the financial year ended March 31, 2013

12	Other payables		
		<u>2013</u>	<u>2012</u>
		<b>S</b> \$	S\$
	Sundry payables	244,737	272,320
13	Revenue	2013	<u>2012</u>
		S\$	<b>S</b> \$
	Services rendered	12,853,387	15,177,694
14	Other income	<u>2013</u>	<u>2012</u>
		<b>S</b> \$	S\$
	Interest income from banks	395	1,267
	Interest income from subsidiaries and related parties Miscellaneous income	83,846 101,237	70,449 253,134
	Wiscendieous meome	185,478	324,850
15	Salaries and employee benefits		
	Salaries and employee benefits for the financial year ended Marc	h 31;	
		<u>2013</u>	<u>2012</u>
		S\$	S\$
	Salaries and wages	7,843,600	8,337,621
	CPF contributions (defined)	267,061	223,386
	Staff welfare	8,238,428	190,284 <b>8,751,291</b>
			5,751,251
	Compensation of directors and key management personnel		
	The remuneration of directors and other members of key ma follows:	nagement during th	ne year were as
	IOHOW5.	<u>2013</u>	<u>2012</u>
		S\$	S\$
	Salaries and other employee benefits	397,590	406,022

## 16 (Loss)/Profit before income tax

In addition to the charges and credits disclosed elsewhere in the notes to the income statement, this item includes the following charges/(credits):

		5,229	(344,483)
	Foreign tax paid	71,233	69,483
		(66,004)	(413,966)
	- (Credit)/Debit for the year	(83,874)	222,755
	- Prior year over/(under) provision	1 <i>7,</i> 8 <i>7</i> 0	(636, <b>7</b> 21)
	Current year Deferred tax:	•	-
		S\$	\$\$
17	Income tax expense	<u>2013</u>	<u>2012</u>
	Recoveres from employees	(125)(21)	(101)//2/
	- Recoveries from employees	(129,127)	(134,772)
	Rental on operating lease: - Gross	3 <b>7</b> 8,942	362,053
	Allowance for doubtful debts - trade (outside parties)	16,050	-
		<b>S</b> \$	S\$
	Them mended the following endinger (creditor).	<u>2013</u>	<u>2012</u>

In 2013, no provision for income tax is made in view of the losses incurred.

In 2012, the income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% to profit before income tax as a result of the following differences;

**S**\$

Profit before income tax	1,613,588
Tax expense at rate of 17%	2 <b>74,</b> 310
Deferred tax asset:	
- Prior year under provision	(636,721)
Effect of difference in tax rate in branch profit	9,473
Others	8,455
Income tax credit for the financial year	(344,483)

As at statement of financial position date, the Company had unutilised tax losses and capital allowances of approximately \$\$2,300,000 (2012:\$\$1,500,000) which are available for set off against the future taxable profits, subject to compliance with Section 37 of the Income Tax Act, Cap.134 and agreement by the Comptroller of Income Tax.

## 18 Holding company, related companies and parties transactions

Some of the Company's transactions and arrangement are with holding company, subsidiaries, related companies and related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances with these parties are unsecured, interest free and repayable on demand unless otherwise stated.

During the year, the Company entered into the following trading transactions:

	<u>2013</u>	<u>2012</u>
	C.A.	C.fr
	S\$	<b>S</b> \$
Holding company		
Offshore software development charges paid	1,395,516	1,520,211
Management fees paid	92,203	90,265
Other costs paid	61,414	15,876
Other income	923	4,459
	-	
Subsidiaries		
Professional services recovered	50,022	46,009
Interest income on loan	82,926	63,743
Other costs recovered	198,893	160,528
Related companies		
Interest income on loan	920	6, <i>7</i> 0 <i>7</i>
Offshore software development charges paid	69,804	1 <i>7</i> 2,320
Other costs recovered	22,844	18,025
Other costs paid	-	25,91 <i>7</i>
Purchase of hardwares and software (expense)	24,798	· <u>-</u>
, ,	<del></del>	
Related parties		
Offshore software development charges paid	-	47,846
Professional services recovered	46,216	, -
Other costs recovered	71,266	278,962
Other committee of the		

## 19 Operating lease commitments

As at statement of financial position date, the commitments in respect of operating leases were follows:

	<u>2013</u>	<u>2012</u>
	S\$	S\$
Rental expense:		
Within 1 year	224,629	248,234
Within 2 to 5 years	155,486	54,165
·	380,115	302,399

## NIIT Technologies Pte. Ltd.

## Notes to the Financial Statements

For the financial year ended March 31, 2013

## 20 Other commitments

Bankers guarantee	630,671	636,638
	\$\$	S\$
Care communication	<u>2013</u>	<u>2012</u>

The bankers' guarantee is secured by the pledge of the Company's fixed deposits.

The directors do not foresee crystallisation of these guarantees in the foreseeable future.

## 21 Financial instruments, financial and capital risk management

## (a) Categories of financial instruments

The following table sets out the financial instruments as at the statement of financial position date:

	<u>2013</u>	<u>2012</u>
	<b>S</b> \$	S\$
Financial assets		
Loans and receivables	10,371,693	11,961,005

Loans and receivables under financial assets comprise trade receivables, other receivables and cash and bank balances.

	<u>2013</u>	<u>2012</u>
	<b>S</b> \$	<b>S</b> \$
Financial liabilities Amortised cost	2,914,549	4,171,663

Amortised cost under financial liabilities comprises trade payables and accruals and other payables.

## (b) Fair value measurements

FRS 107 requires disclosure of the fair value measurements by level of the following fair value measurement hierarchy:

- (i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (ii) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (is as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (iii) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

## 21 Financial instruments, financial and capital risk management (cont'd)

## (b) Fair value measurements (cont'd)

The financial assets and liabilities of the Company comprise trade and other receivables, cash and bank balances and trade and other payables. The carrying values of the financial assets and liabilities as shown in the statement of financial position approximate their fair value amounts at the statement of financial position date. The carrying values of these assets and liabilities are the nominal or cost values.

### (c) Financial risk

The management reviews and agrees policies for managing risk with a view to minimize potential adverse effects of financial performance of the Company. Each of these risks are summarised below:

#### Interest rate risk

The Company has no significant exposure to market risk for changes in interest rates because it has no interest bearing borrowings from any external sources. The Company has interest bearing fixed deposits. However with the current interest rate level, any variation in the interest rates will not have a material impact on the net income of the Company. The Company has loans receivable from subsidiaries that bears a fixed rate of interest. Thus the Company has no risk of any changes in the interest rate.

### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company has no significant liquidity risk as it maintains a level of cash and cash equivalents that is sufficient for working capital purpose.

The table below analyses the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows.

			Cash flows	
-	Carrying amount	Contractual cash flow	Less than 1 year	Between 2 to 5 years
	S\$	S\$	S\$	\$\$
2013 Non-derivative financial liabilities Trade and other payables	2,914,549	(2,914,549)	(2,914,549)	
2012 Non-derivative financial liabilities Trade and other payables	4,171,663	(4,171,663)	(4,171,663)	

## 21 Financial instruments, financial and capital risk management (cont'd)

## (c) Financial risk (cont'd)

#### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss of the Company. The Company has adopted a policy of only dealing with creditworthy counterparties.

The Company's trade receivables of outside parties comprise of a couple of customers' balance that comprise 57% (2012:60%) of the total outside parties' trade and unbilled receivables. Except for the receivables from these customers, the other customers' balances are spread across various parties. The management does not foresee any risk of default by these parties as they are creditworthy customers. Further details of credit risks on trade receivables are disclosed in **Note 7** to the financial statements.

Cash at banks are placed with credit worthy financial institutions.

The carrying amounts of the Company's trade receivables, other receivables, fixed deposits and cash at banks represent the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

## Foreign currency risk

The Company is exposed to foreign exchange risk arising from its consultancy services rendered or purchases that are mainly invoiced in Hong Kong dollars and United States dollars. The management monitors closely these foreign currency debtors and creditors and recovers or pays the amount at the earliest to minimise the foreign exchange risk.

As at financial year end, the carrying value of the monetary assets and liabilities denominated in currencies other than in Singapore dollars are disclosed in the respective notes to the financial statements.

#### Foreign currency sensitivity analysis

Any increase or decrease in the following foreign currencies will have an impact on the financial statements:

	<u>2013</u>	<u>2012</u>
Increase in the rate of the foreign currencies by 10% against Singapore dollar will increase/(decrease) profit before tax by the following amount:	S <b>\$</b>	S\$
Australian Dollars	196,000	143,000
Euro	-	16,000
Great Britain Pounds	(10,000)	(7,000)
Hong Kong Dollars	418,000	512,000
United States Dollars	50,000	31,000

A corresponding decrease in the rate of foreign currency against Singapore dollars will decrease the profit before tax by the same amount.

The effect of fluctuation in the other foreign currencies will have no or very minimal impact on the results of the Company.

## 21 Financial instruments, financial and capital risk management (cont'd)

## (c) Financial risk (cont'd)

#### Price risk

The Company has no significant exposure to price risk.

## (d) Capital risk management

The management considers the capital of the Company to mainly consist of share holders' equity.

The management manages the capital to ensure the Company will be able to continue as a going concern while maximizing the return to shareholders through optimization of the capital.

As part of the management's review of the capital structure, the management considers the cost of capital and the risks associated with each class of capital. The management will balance its overall capital structure through the payment of dividends, new issue of shares, obtaining new loans or repayment of loans.

The management's overall strategy remains unchanged from 2012.

## 22 New accounting standards and FRS interpretations

At the date of authorisation of these financial statements, the following FRS and INT FRS that are relevant to the Company were issued and not effective:

		Effective from annual periods beginning on or after
FRS 1 (Amendments)	: Presentation of Items of Other Comprehensive Income	July 1, 2012
FRS 19	: Employee Benefits	January 1, 2013
FRS 32 (Amendments)	: Offsetting of Financial Assets and Financial Liabilities	January 1, 2014
FRS 107 (Amendments)	: Offsetting of Financial Assets and Financial Liabilities	January 1, 2013
FRS 113	: Fair Value Measurement	January 1, 2013
Improvements to FRSs 20	12	
FRS 1 (Amendments)	: Presentation of Financial Statements	January 1, 2013
FRS 16 (Amendments)	: Property, Plant and Equipment	January 1, 2013
FRS 32 (Amendments)	: Financial Instruments: Presentation	January 1, 2013

The management anticipates that the adoption of the above FRS and INT FRS does not result in any significant changes to the Company's accounting policies or have any significant impact on the financial statements of the Company.

#### 23 Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the directors on May 14, 2013.

NIIT Technologies Pte. Ltd.

The Accompanying Supplementary Detailed Income Statement

Has Been Prepared For Management Purposes Only And

Does Not Form Part Of The Audited Financial Statements

	<u>2013</u>	2012
	S\$	S\$
Revenue	42.052.00	45.4
Services rendered	12,853,387	15,177,694
Other income		
Interest income from banks	395	1,267
Interest income from subsidiaries and related parties	83,846	70,449
Miscellaneous income	101,237	253,134
	185,478_	324,850
Software development charges	_(1,465,320)	(1,740,377)
Purchases of hardwares and softwares	(1,727,951)	(1,572,554)
Salaries and employee benefits Salaries and wages	(7,843,600)	(8,337,621)
CPF contributions (defined)	(267,061)	(223,386)
Staff welfare	(127,767)	(190,284)
	(8,238,428)	(8,751,291)
Training and recruitment	(69,999)	<u>(51,297)</u>
Rental on operating leases	(249,815)	(227,281)
Foreign currency loss	(60,302)	(56,713)
Travelling expenses	(448,485)	(421,762)
Telecommunication	(158,727)	(163,358)
Depreciation of plant and equipment	(12,691)	(7,545)
Amortisation of software	(6,889)	(6,666)
Other operating expenses		
Audit fee	(26,700)	(24,600)
Allowance for doubtful debts - trade (outside parties)	(16,050)	-
Bank and financial expenses	(45,667)	(40,273)
Brokerage charges	(17,723)	(26,442)
Business promotion	(181,734)	(154,526)

	<u>2013</u>	<u>2012</u>
	<b>S</b> \$	<b>S</b> \$
Other operating expenses (cont'd)		
Conveyance	(111,196)	(124,686)
Insurance expenses	(52,525)	(104,911)
Management services	(92,203)	(90,265)
Miscellaneous expenses	(109,136)	(111,339)
Postal and courier charges	(9,335)	(7,128)
Printing and stationery	(18,881)	(16,863)
Professional and legal expenses	(155,131)	(71,834)
Repairs and maintenance	(33,088)	(61,858)
Subscription and membership fee	(6,598)	(11,519)
Utility charges	(33,036)	(43,868)
	(909,003)	(890,112)
(Loss)/Profit before income tax	(308,745)	1,613,588
Income tax expense		
- Deferred tax credit	66,004	413,966
- Foreign tax paid	(71,233)	(69,483)
(Loss)/Profit after income tax	(313,974)	1,958,071
Other comprehensive income	-	-
Total comprehensive (loss)/income for the year	(313,974)	1,958,071