



NSPIRA/BSE/NCDs/30  
18 January 2018

To  
Debt Listing Department  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

Dear Sir/Madam,

**Sub: Intimation regarding submission of audited results**

This has reference to the below mentioned NCDs listed with BSE. Pursuant to the proviso to Regulation 52 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations 2015, we are submitting herewith half-yearly results for the period ended with 30-09-2017.

ISIN	Security Code	Security ID	Details of Non-Convertible Debentures (NCDs)
INE608T07019	953243	135NMSPL20	Secured Redeemable Non Convertible Debentures – Series-1
INE608T07027	953244	12NMSPL20	Secured Redeemable Non Convertible Debentures – Series-2

Kindly take the above information on record.

Thanking you,

Yours faithfully  
For Nspira Management Services Private Limited

  
K. S. Sastry  
Chief Financial Officer

Nspira Management  
Services Pvt. Ltd.

10th Floor, Melange Towers, No. 80-84, Patrika Nagar, Hitech City,  
Madhapur, Hyderabad – 500 081.  
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# Walker Chandiook & Co LLP

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## Independent Auditor's Review Report on Half Yearly Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### To the Board of Directors of NSPIRA Management Services Private Limited

1. We have reviewed the accompanying statement of unaudited financial results ("Statement") of NSPIRA Management Services Private Limited ("the Company") for the half year ended 30 September 2017, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the corresponding half year ended 30 September 2016, including the reconciliation of net profit under Indian Accounting Standards ("Ind AS") of the corresponding half year with net profit reported under previous GAAP, as included in the Statement have been approved by the Board of Directors but have not been subject to limited review or audit. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 and SEBI Circulars CIR/IMD/DF1/9/2015 dated 27 November 2015 and CIR/IMD/DF1/69/2016 dated 10 August 2016 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

  
For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm Registration No.: 001076N/N500013  
per Sanjay Kumar Jain  
Partner  
Membership No.: 207660

Place: Hyderabad  
Date: 18 January 2018



**NSPIRA MANAGEMENT SERVICES PRIVATE LIMITED**

CIN: U74900TG2013PTC088609

Registered office: 1-98/9/6, 10th floor, Melange Tower, MCH 23/37, Survey No. 80 to 84, Pathrika Nagar,  
Madhapur, Hyderabad - 500 081, Telangana, India

**Statement of unaudited financial results for the half year ended 30 September 2017**

(All amounts in lakhs of ₹ except for EPES and ratios)

Particulars	Half year ended	
	30.09.2017 (Unaudited)	30.09.2016 (Unaudited) (Refer note 3)
<b>I Revenue from operations</b>	53,431.56	45,460.65
<b>II Other income</b>	615.08	33.61
<b>III Total Income (I + II)</b>	<b>54,046.64</b>	<b>45,494.26</b>
<b>IV Expenses</b>		
Purchases of Stock-in-trade	8,835.64	9,690.83
Changes in inventories of Stock-in-trade	2,354.19	1,888.13
Employee benefits expense	14,487.97	12,572.43
Finance costs	3,764.72	3,354.98
Depreciation and amortisation expense	1,630.39	888.76
Other expenses	13,698.05	10,625.49
<b>Total expenses (IV)</b>	<b>46,770.96</b>	<b>38,930.62</b>
<b>V Profit before tax (III - IV)</b>	<b>7,275.68</b>	<b>6,563.64</b>
<b>VI Tax expense:</b>		
(1) Current tax	2,491.46	3,190.53
(2) Deferred tax (benefit) / expense	(246.17)	136.13
<b>VII Profit for the period (V - VI)</b>	<b>5,030.40</b>	<b>3,236.98</b>
<b>VIII Other Comprehensive Income</b>		
Items that will not be reclassified subsequently to profit or loss including its income tax effects	4.93	4.93
<b>IX Total Comprehensive Income (VII + VIII)</b>	<b>5,035.33</b>	<b>3,241.91</b>
<b>X Paid-up Equity Share Capital</b>	5.00	5.00
<b>XI Paid-up Debt Capital</b>	37,800.00	40,000.00
<b>XII Debenture Redemption Reserve</b>	9,450.00	9,021.38
<b>XIII Earnings per equity share (face value of ₹10 per share)</b>		
(a) Basic (in absolute ₹ terms)	10,060.79	6,473.96
(b) Diluted (in absolute ₹ terms)	10,060.79	6,473.96
<b>XIV Debt Equity Ratio</b>	6.57	(32.45)
<b>XV Debt Service Coverage Ratio (DSCR)</b>	1.83	2.73
<b>XVI Interest Service Coverage Ratio (ISCR)</b>	2.93	2.97

*See accompanying notes to the financial results.*

**STATEMENT OF ASSETS AND LIABILITIES**

(All amounts in lakhs of ₹ unless otherwise stated)

Particulars	As at
	30.09.2017 (Unaudited)
<b>(1) ASSETS</b>	
<b>Non-current assets</b>	
(a) Property, plant and equipment	20,079.34
(b) Capital work-in-progress	509.82
(c) Other intangible assets	370.53
(d) Intangible assets under development	451.18
(e) Financial assets	
(i) Investments	145.21
(ii) Loans	42,481.00
(iii) Bank deposits with more than 12 months maturity	2.27
(f) Deferred tax assets (net)	590.54
(g) Other non-current assets	3,101.92
<b>Total non-current assets</b>	<b>67,531.81</b>
<b>(2) Current assets</b>	
(a) Inventories	969.18
(b) Financial assets	
(i) Trade receivables	18,735.76
(ii) Cash and cash equivalents	435.73
(iii) Bank balances other than (ii) above	2,516.33
(iv) Loans	5,906.87
(v) Others	69.25
(c) Current tax assets	1,080.08
(d) Other current assets	670.65
<b>Total current assets</b>	<b>30,403.83</b>
<b>Total Assets</b>	<b>97,935.64</b>
<b>EQUITY AND LIABILITIES</b>	
<b>EQUITY</b>	
(a) Equity share capital	5.00
(b) Other equity	17,273.05
<b>Total equity</b>	<b>17,278.05</b>
<b>LIABILITIES</b>	
<b>(1) Non-current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	43,176.50
(ii) Provisions	210.16
<b>Total non-current liabilities</b>	<b>43,386.66</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	
(i) Trade payables	6,067.85
(ii) Other financial liabilities	15,872.33
(b) Other current liabilities	15,304.79
(c) Provisions	25.96
<b>Total current liabilities</b>	<b>37,270.93</b>
<b>Total Equity and Liabilities</b>	<b>97,935.64</b>

See accompanying notes to the financial results.



**Notes:**

- The unaudited financial results have been reviewed and approved by the Board of Directors at their meeting held on 18 January 2018. These results have been subjected to a "Limited review" by the Statutory auditors of the Company.
- Effective 1 April 2017, the Company has adopted Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Accounting Standards) Rules, 2015 and Securities Exchange Board of India (SEBI) circular no. CIR/IMD/DF1/69/2016 dated 10 August 2016, respectively. Accordingly, the aforesaid financial results have been prepared in accordance with the recognition and measurement principles laid down under Ind AS 34, Interim Financial Reporting. Consequently, the financial results for the above comparable periods have been restated to comply with Ind AS.
- The Ind AS compliant financial results and other financial information pertaining to corresponding half year ended 30 September 2016, have been compiled by the management after making necessary adjustment in accordance with Ind AS and the management has exercised necessary due diligence to ensure that the said comparative results provide a true and fair view of its affairs. This has not been subject to any limited review or audit.
- Reconciliation between net profit reported in accordance with Indian GAAP (previous GAAP) and Ind AS for the half year ended 30 September 2016 is as follows:

(All amounts in lakhs of ₹ unless otherwise stated)

Particulars	₹ in lakhs
<b>Net profit after tax reported as per previous GAAP</b>	<b>5,451.70</b>
<b>Adjustments:</b>	
Adjustment on account of accounting for common control business combination in accordance with Ind AS 103	(2,011.41)
Impact on account of computation of interest cost as per effective interest method	180.39
Recognition of rental expenses at fair value	(4.77)
Interest income on rental security deposit	3.62
Deferred tax charge on account of Ind AS adjustments	(377.62)
<b>Total comprehensive income for the period under Ind AS</b>	<b>3,241.91</b>

- The paid-up debt capital of the Company comprises of first series and second series non-convertible debentures ("NCDs") aggregating to ₹37,000 lakhs (31 March 2017: ₹40,000 lakhs) issued to a consortium of investors. These NCDs are listed with the BSE Limited.
- As reported by India Ratings and Research Private Limited (credit rating agency) on 30 January 2017, the Company's credit rating was 'IND A+' as on 30 September 2017 and the rating has changed to 'IND AA+' as on date.
- The following are the details of previous and next due dates for payments of interest and principal on the NCDs

(All amounts in lakhs of ₹ unless otherwise stated)

Description	Previous due date for payment of interest/ principal	Amount	Whether previous interest paid or not	Next due date for payment of interest/principal
<b>First series NCDs</b>				
Interest payment				
- First instalment	30 June 2017	1,012.50	Paid	-
- Second instalment	30 September 2017	975.38	Paid	31 December 2017
Principal redemption:				
- First redemption	30 June 2017	1,100.00	Paid	-
- Second redemption	30 September 2017	1,100.00	Paid	31 December 2017
<b>Second series NCDs</b>				
Interest payment				
- First instalment	30 June 2017	500.00	Paid	-
- Second instalment	30 September 2017	500.00	Paid	31 December 2017
Principal redemption	-	-	-	30 September 2020*

\*The Company has an option to extend the tenure up to 30 September 2021, with the unanimous consent of the debenture holders.

8. Based on the Company's business model, the business of provision of education and education support services have been considered as the only reportable segment. Further, all the services are rendered only in India and all the fixed assets are located in India. Hence no separate financial disclosures have been provided for segment reporting.
9. Earnings per equity share for the half year ended 30 September 2017 and 30 September 2016 have not been annualised.
10. In respect of the listed non-convertible debentures, the Company has maintained 100% asset cover, sufficient to discharge the principal amount at all times.
11. Pursuant to a slump sale arrangement between the Company and Narayana Learning Private Limited (NLPL), the coaching business of NLPL, together with identified assets and liabilities pertaining to the said business activity has been sold to the Company on a slump sale basis with an effective date of 1 April 2017. Further, as the said transfer of business meets the criteria set for common control business combination in accordance with the principles of IND AS 103 - Business Combinations, the identified assets and liabilities of the aforesaid coaching business have been recorded in the books of account of the Company on the effective date at their carrying amounts and further, the comparative financial information pertaining to the half year ended 30 September 2016 have been restated to comply with the principles of IND AS 103. Consequently, the revenue and expenditure for the half year ended 30 September 2017 includes amounts aggregating to ₹4,208.73 lakhs (30 September 2016: ₹4,393.44 lakhs) and ₹6,778.94 lakhs (30 September 2016: ₹6,404.85 lakhs) respectively pertaining to the said business.
12. Formulas used for computation of ratios:  
Debt equity ratio: Debt/(equity share capital + free reserves, excluding debenture redemption reserve)  
DSCR: Earnings before interest and tax/(Interest expense + principal repayment)  
Asset cover ratio: ((Total assets - Intangible assets) - (Current liabilities - short-term debt (including current maturities of long-term debt)))/Total debt  
ISCR: Earnings before interest and tax/interest expense

Place: Hyderabad  
Date: 18 January 2018

For and on behalf of the Board of Directors of  
**NSPIRA Management Services Private Limited**

  
**Puncet Kohlapa**  
Managing Director