

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.

Dear Sir,

**Sub: Form A - NIIT Technologies Limited for the Financial Year ended on March 31, 2015**

<b>1</b>	Name of the Company:	NIIT Technologies Limited
<b>2</b>	Annual financial statements for the year ended	31st March, 2015
<b>3</b>	Type of Audit observation	Un-qualified
<b>4</b>	Frequency of observation	Not applicable

  
**Rajendra S Pawar**  
 Chairman & Managing Director  
 NIIT Technologies Limited

  
**Ashwani Puri**  
 Chairman -Audit Committee  
 NIIT Technologies Limited

  
**Pratibha K Advani**  
 Chief Financial Officer  
 NIIT Technologies Limited

  
**Usha Rajeev**  
 Partner-Price Waterhouse (Statutory Auditors)  
 FRN:301112E

## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of NIIT Technologies Limited will be held on Monday, August 3, 2015, at 9:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;
- To declare dividend on equity shares.
- To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration and to pass the following resolution, with or without modification as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), be and is hereby ratified by the members of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

### SPECIAL BUSINESS:

- To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company and in this regards to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Holly Jane Morris (DIN

06968557) who was appointed as an Additional Director in the meeting of the Board of Directors held on October 15, 2014 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office till March 31, 2017 on the terms and conditions contained in the Letter of Appointment to be issued by the Company.

**RESOLVED FURTHER THAT** the Board or a Committee be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place: New Delhi**  
**Date: May 5, 2015**  
**Company Secretary**  
**Membership No. ACS 15702**

### Notes:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy shall not be entitled to speak at the meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
- Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the

## NOTICE

proxies lodged shall be required to be provided to the Company.

5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
6. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., Saturday, July 25, 2015 to Monday, August 03, 2015 (both days inclusive). The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on July 24, 2015.
8. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
10. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.

In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the dividend warrants so as to protect against any fraudulent encashment of dividend warrants.

The shareholders can obtain a copy of the ECS mandate

form from the registered office of the Company or can download from the website of the Company at [www.niit-tech.com](http://www.niit-tech.com).

In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change.

11. Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
12. Members/Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
13. The certificate from the Auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the general meeting will be available at the venue for inspection by members.
14. All unclaimed/unpaid dividend for the financial year ended on March 31, 2007, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A and 205C of the Companies Act, 1956. Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2008 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2015, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2008 is Rs. 21,68,361.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules thereunder and Clause 35B of the Listing Agreement, the stated items of

## NOTICE

business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged services of NSDL for providing remote e-voting facilities to the Members. **The e-voting facility will commence from Friday, July 31, 2015 at 9:00 A.M. and end on Sunday, August 2, 2015 at 5:00 P.M.**

17. In terms of Clause 35B of the Listing Agreement, in order to enable its members who do not have access to e-voting facility, a Ballot Form is annexed to the Notice to send their assent or dissent in writing in respect of the resolutions as set forth in this notice. A member who is not able to attend the AGM and desiring to exercise vote by ballot shall complete the enclosed Ballot Form with assent (For) or dissent (Against), as per the instructions mentioned in the Ballot Form, and send to the Scrutinizer.

### Instructions for E-Voting:

NSDL shall be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details provided in "Particulars of E-voting".

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on **"Shareholder – Login"**
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID & Password for casting your vote.
- (v) If you are logging on for the first time, Password change menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) After Completing the Log in process the Home page of remote e-voting opens. Click on remote **e-voting>Active Voting Cycles**.
- (vii) Select "EVEN" of "NIIT Technologies Limited". Now you are ready for e-voting as **"Cast Vote"** page opens.
- (viii) Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be

allowed to modify your vote.

- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [officenns14@gmail.com](mailto:officenns14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Members are requested to note the following:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 27, 2015.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 27, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
6. Mr. Nityanand Singh, Company Secretary (Membership No. FCS- 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at

## NOTICE

the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place : New Delhi** **Company Secretary**  
**Date : May 5, 2015** **Membership No. ACS 15702**

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos.5

The Board appointed Ms. Holly Jane Morris (DIN 06968557) as an Additional Director in the capacity of Non-Executive Independent Director on October 15, 2014. As an Additional Director, Ms. Morris shall hold office up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, the Board of Directors have also recommended her appointment as the Independent Director of the Company till March 31, 2017 on the terms and conditions as may be contained in the Letter of Appointment to be issued by the Company, for the approval of the members.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from Ms. Morris that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as directors.

In the opinion of the Board, Ms. Morris fulfills the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

A brief profile of Ms. Morris, is provided below:

Ms. Morris has extensive experience as a corporate IT and operations executive in Fortune 500 global financial services organizations, local government and manufacturing. From 2006 to 2012, she was the CIO at Thrivent Financial, a Fortune 500 financial services organization where she led the creation and implementation of a \$250M modernization program to retire legacy systems and implement new technology to enable the company's growth strategy. Ms. Morris also served as the SVP of technologies at American Express Global Financial Services. She held CIO and CTO positions at ING North America, and was also CIO for the City of Minneapolis. She started her career at Honeywell where she rose to Section Head of Computer Aided Engineering, and then moved to the at the Honeywell spin-off, Alliant Techsystems, where she was responsible for all business and manufacturing systems.

Since retiring, Ms. Morris has been advising global IT delivery companies and has continued several volunteer activities, serving universities, non-profits and government on innovative ways to re-invent themselves given today's technology opportunities and challenges. She served on the board of Royal Cameron Corporation and Highland Capital Brokerage Corporation and was recognized as an "Outstanding Woman" by Twin Cities Business and as one of the "Elite 8" by Insurance and Technology magazine.

Ms. Morris holds a BA in Classics from Kent State University, an MA and PhD in Ancient Studies from the University of Minnesota and is close to completing her masters in software systems from the University of Saint Thomas in Saint Paul, MN. While a student, her research interests included using computing tools such data bases, statistical packages and simulation technology to better understand ancient social and economic systems.

Ms. Morris is interested in the resolution set out at Item Nos. 5 of the Notice.

The relatives of Ms. Morris may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Ms. Morris does not hold any directorship in other Indian Public Ltd. company and any shares thereof.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place : New Delhi** **Company Secretary**  
**Date : May 5, 2015** **Membership No. ACS 15702**

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019  
Email: investors@niit-tech.com , Website: www.niit-tech.com  
Ph. No. +91 11 41675000 Fax : +91 11 41407120  
CIN:L65993DL1992PLC048753



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[illegible][illegible]

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company held at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 on Monday, August 3, 2015 at 9:00 A.M. IST.

Name of the Proxy : \_\_\_\_\_

Signature : \_\_\_\_\_

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the AGM.



# NIIT Technologies Limited

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019  
Email: investors@niit-tech.com , Website: www.niit-tech.com  
Ph. No. +91 11 41675000 Fax : +91 11 41407120  
CIN:L65993DL1992PLC048753



## PROXY FORM

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

### 23<sup>rd</sup> Annual General Meeting – August 3, 2015

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email : \_\_\_\_\_

DP ID No. : 

--	--	--	--	--	--	--	--

Folio No. / Client ID No. : 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We, being the member(s) of .....Shares of the above named Company, hereby appoint:

Name:\_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or falling him/her

Name:\_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or falling him/her

Name:\_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, August 3, 2015 at 9:00 A.M. IST, at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:

# NIIT Technologies Limited

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019  
Email: investors@niit-tech.com , Website: www.niit-tech.com  
Ph. No. +91 11 41675000 Fax : +91 11 41407120  
CIN:L65993DL1992PLC048753



## Proxy Form Cont....

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention number of shares)		
		No. of share(s)	For	Against
Ordinary Business				
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon			
2	To declare dividend on equity shares.			
3	To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.			
4	To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration			
Special Business				
5	To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Member \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

### Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix Revenue  
Stamp not less  
than Rs.0.15

# NIIT Technologies Limited

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019  
Email: investors@niit-tech.com , Website: www.niit-tech.com  
Ph. No. +91 11 41675000 Fax : +91 11 41407120  
CIN:L65993DL1992PLC048753



## FORM NO. MGT – 12 BALLOT PAPER 23<sup>RD</sup> ANNUAL GENERAL MEETING

(Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies Management and Administration) Rules, 2014)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (IN BLOCK LETTERS)	
2.	Postal Address	
3.	Registered Folio No. / *DP ID - Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of shares	Equity share of the face value of Rs.10/- each

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent/dissent to the said resolutions in the following manner

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>Ordinary Business</b>				
1.	To receive, consider and adopt: (a) the audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;			
2.	To declare dividend on equity shares.			
3.	To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment			
4.	To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration			
<b>Special Business</b>				
5.	To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company.			

Place :

Date :

Signature of the Shareholder/Proxy

Notes:

1. Please put ("✓") in the appropriate column signifying your assent/dissent to the resolution(s) indicated in the box.
2. Signature of shareholder/proxy should be as per the specimen registered/recorded with the Company/Depository.
3. Any cutting/overwriting on this Polling Paper should be signed by the Shareholder/Proxy.



**time2lead**



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# OUR VISION

## VALUES, MOTIVES AND BELIEFS

WE, NIIT, BELIEVE THAT OUR GROWTH IS THE DERIVATIVE OF THE GROWTH OF EACH ONE OF US. IT IS THE DUTY OF EACH ONE OF US TO ESPOUSE AND GIVE ACTIVE EFFECT TO THE VALUES, MOTIVES AND BELIEFS WE STATE HERE

•

## NIIT IS PEOPLE

WE HAVE POSITIVE REGARD FOR EACH ONE OF US

•

WE WILL FOSTER CAREER-BUILDING BY CREATING OPPORTUNITIES THAT DEMAND LEARNING, THINKING AND INNOVATION FROM EACH ONE OF US.

•

WE EXPECT EACH OF US TO CONTRIBUTE TO THE PROCESS OF ORGANISATION BUILDING AND THUS DERIVE PRIDE, LOYALTY AND EMOTIONAL OWNERSHIP.

•

WE RECOGNISE THE NECESSITY OF MAKING MISTAKES AND RISK-TAKING WHEN IT CONTRIBUTES TO THE LEARNING, INNOVATION AND GROWTH OF EACH ONE OF US.

•

## NIIT IS QUALITY AND VALUE

EACH OF US WILL ENSURE THAT IN ANY ASSOCIATION WITH SOCIETY, SOCIETY BENEFITS SUBSTANTIALLY MORE THAN:

(A) WHAT SOCIETY GIVES TO US.

(B) WHAT SOCIETY WOULD GAIN FROM ANY OTHER SIMILAR ASSOCIATION

•

WE WILL MEET ANY AND EVERY COMMITMENT MADE TO SOCIETY IRRESPECTIVE OF ANY COST THAT MAY HAVE TO BE INCURRED.

•

WE WILL ENSURE OUR PROFITABILITY, LONG-TERM GROWTH AND FINANCIAL STABILITY, THROUGH THE PROCESS OF DELIVERING THE BEST, BEING SEEN AS THE BEST AND BEING THE BEST.

•

WE WILL BE FAIR IN ALL OUR DEALINGS AND PROMOTE HIGH STANDARDS OF BUSINESS ETHICS.

•

## NIIT IS A MISSION

WE WILL GROW IN THE RECOGNITION AND RESPECT WE COMMAND, THROUGH PIONEERING AND LEADING IN THE EFFECTIVE DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW.

•

WE WILL SEEK TO PLAY A KEY-ROLE IN THE DIRECTIONS AND DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW FOR THE BENEFIT OF MANKIND.

## Corporate Information

## Board of Directors



**Rajendra S Pawar**  
Chairman & Managing Director



**Arvind Thakur**  
Chief Executive Officer  
& Joint Managing Director



**Vijay K Thadani**  
Non-Executive Director



**Surendra Singh**  
Independent Director



**Amit Sharma**  
Independent Director



**Ashwani Puri**  
Independent Director



**Ms. Holly Jane Morris**  
Independent Director

**Company Secretary**

Monika Arora

**Chief Financial Officer**

Pratibha K Advani

**Auditors**

Price Waterhouse

**Financial Institutions/Bankers**

Indian Overseas Bank  
ICICI Bank Limited  
Standard Chartered Bank  
Citibank NA  
Wells Fargo Bank  
Lloyds TSB Bank Plc  
NatWest

**Registered Office**

NIIT Technologies Ltd.  
8, Balaji Estate, First Floor  
Guru Ravi Das Marg, Kalkaji,  
New Delhi - 110 019, India  
Email: investors@niit-tech.com  
Tel : +91-11-41675000  
Fax : +91-11-41407120

**Corporate Office**

NIIT Technologies Limited  
Corporate Office  
Tapasya Corp Heights  
Plot No. - 5, Sector - 126,  
Noida Express Highway,  
Noida, UP, INDIA  
Ph: +91 120 711 8400  
Fax: +91 120 711 9150

**Registrar & Share Transfer Agent**

Alankit Assignments Ltd.  
Unit - NIIT Technologies Ltd.  
1E/13  
Jhandewalan Extn.,  
New Delhi - 110 055  
Tel : +91-11-23541234, 42541234  
Fax : +91-11-41543474  
Email: rta@alankit.com

**NIIT Technologies Website**

Corporate Website : [www.niit-tech.com](http://www.niit-tech.com)

All trademarks acknowledged.



## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of NIIT Technologies Limited will be held on Monday, August 3, 2015, at 9:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;
- To declare dividend on equity shares.
- To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration and to pass the following resolution, with or without modification as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), be and is hereby ratified by the members of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

### SPECIAL BUSINESS:

- To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company and in this regards to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Holly Jane Morris (DIN

06968557) who was appointed as an Additional Director in the meeting of the Board of Directors held on October 15, 2014 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office till March 31, 2017 on the terms and conditions contained in the Letter of Appointment to be issued by the Company.

**RESOLVED FURTHER THAT** the Board or a Committee be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place: New Delhi**  
**Date: May 5, 2015**  
**Company Secretary**  
**Membership No. ACS 15702**

### Notes:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy shall not be entitled to speak at the meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
- Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the

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proxies lodged shall be required to be provided to the Company.

5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
6. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., Saturday, July 25, 2015 to Monday, August 03, 2015 (both days inclusive). The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on July 24, 2015.
8. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
10. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.

In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the dividend warrants so as to protect against any fraudulent encashment of dividend warrants.

The shareholders can obtain a copy of the ECS mandate

form from the registered office of the Company or can download from the website of the Company at [www.niit-tech.com](http://www.niit-tech.com).

In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change.

11. Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
12. Members/Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
13. The certificate from the Auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the general meeting will be available at the venue for inspection by members.
14. All unclaimed/unpaid dividend for the financial year ended on March 31, 2007, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A and 205C of the Companies Act, 1956. Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2008 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2015, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2008 is Rs. 21,68,361.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules thereunder and Clause 35B of the Listing Agreement, the stated items of

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business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged services of NSDL for providing remote e-voting facilities to the Members. **The e-voting facility will commence from Friday, July 31, 2015 at 9:00 A.M. and end on Sunday, August 2, 2015 at 5:00 P.M.**

17. In terms of Clause 35B of the Listing Agreement, in order to enable its members who do not have access to e-voting facility, a Ballot Form is annexed to the Notice to send their assent or dissent in writing in respect of the resolutions as set forth in this notice. A member who is not able to attend the AGM and desiring to exercise vote by ballot shall complete the enclosed Ballot Form with assent (For) or dissent (Against), as per the instructions mentioned in the Ballot Form, and send to the Scrutinizer.

### Instructions for E-Voting:

NSDL shall be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details provided in "Particulars of E-voting".

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on **"Shareholder – Login"**
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID & Password for casting your vote.
- (v) If you are logging on for the first time, Password change menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) After Completing the Log in process the Home page of remote e-voting opens. Click on remote **e-voting>Active Voting Cycles**.
- (vii) Select "EVEN" of "NIIT Technologies Limited". Now you are ready for e-voting as **"Cast Vote"** page opens.
- (viii) Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be

allowed to modify your vote.

- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [officenns14@gmail.com](mailto:officenns14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Members are requested to note the following:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 27, 2015.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 27, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
6. Mr. Nityanand Singh, Company Secretary (Membership No. FCS- 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at

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the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place : New Delhi** **Company Secretary**  
**Date : May 5, 2015** **Membership No. ACS 15702**

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos.5

The Board appointed Ms. Holly Jane Morris (DIN 06968557) as an Additional Director in the capacity of Non-Executive Independent Director on October 15, 2014. As an Additional Director, Ms. Morris shall hold office up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, the Board of Directors have also recommended her appointment as the Independent Director of the Company till March 31, 2017 on the terms and conditions as may be contained in the Letter of Appointment to be issued by the Company, for the approval of the members.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from Ms. Morris that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as directors.

In the opinion of the Board, Ms. Morris fulfills the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

A brief profile of Ms. Morris, is provided below:

Ms. Morris has extensive experience as a corporate IT and operations executive in Fortune 500 global financial services organizations, local government and manufacturing. From 2006 to 2012, she was the CIO at Thrivent Financial, a Fortune 500 financial services organization where she led the creation and implementation of a \$250M modernization program to retire legacy systems and implement new technology to enable the company's growth strategy. Ms. Morris also served as the SVP of technologies at American Express Global Financial Services. She held CIO and CTO positions at ING North America, and was also CIO for the City of Minneapolis. She started her career at Honeywell where she rose to Section Head of Computer Aided Engineering, and then moved to the at the Honeywell spin-off, Alliant Techsystems, where she was responsible for all business and manufacturing systems.

Since retiring, Ms. Morris has been advising global IT delivery companies and has continued several volunteer activities, serving universities, non-profits and government on innovative ways to re-invent themselves given today's technology opportunities and challenges. She served on the board of Royal Cameron Corporation and Highland Capital Brokerage Corporation and was recognized as an "Outstanding Woman" by Twin Cities Business and as one of the "Elite 8" by Insurance and Technology magazine.

Ms. Morris holds a BA in Classics from Kent State University, an MA and PhD in Ancient Studies from the University of Minnesota and is close to completing her masters in software systems from the University of Saint Thomas in Saint Paul, MN. While a student, her research interests included using computing tools such data bases, statistical packages and simulation technology to better understand ancient social and economic systems.

Ms. Morris is interested in the resolution set out at Item Nos. 5 of the Notice.

The relatives of Ms. Morris may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Ms. Morris does not hold any directorship in other Indian Public Ltd. company and any shares thereof.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

By the Order of the Board  
For **NIIT Technologies Limited**  
Sd/-  
**Monika Arora**

**Place : New Delhi** **Company Secretary**  
**Date : May 5, 2015** **Membership No. ACS 15702**

## Corporate Profile

### COMPANY OVERVIEW

NIIT Technologies is a global IT solutions organisation with over 8000 professionals addressing the requirements of clients across the Americas, Europe, Middle East, Asia and Australia. The Company's portfolio of service offerings encompasses Application Development and Maintenance, Infrastructure Management Services, Digital Services and Business Process Management. The Company has built a robust portfolio of marquee customers in key verticals such as Travel and Transportation, Banking and Financial Services, Insurance, Manufacturing, Media and the Government.

The Company's highly developed offshore and near-shore facilities, experienced team of domain specialists and innovative approaches to customer experience management & delivery has been a catalyst in sustaining long-term customer engagements - many spanning over 10 years. Known for its quality-orientation, NIIT Technologies has been assessed at leading global quality benchmarks and standards including the ISO 9001:2000, ISO: 27001 (an Information Security Management accreditation), Level 5 of SEI CMMi version 1.2, COPC, PCMM level 5, and the international ISO 20000 (IT management standard).

### FOCUS ON SELECT INDUSTRY SEGMENTS

**Travel and Transportation:** NIIT Technologies' has built a strong presence through years of experience, deep focus and expertise in the Airline, Travel Distribution, Surface Transport, Airports and Logistics space. The Company has been working on technology solutions that innovatively and cost-effectively enhance business productivity. These solutions and services address the business challenges of customers, helping them minimise operational costs and maximise efficiency through the effective use of Information Technology.

The Company is an IATA strategic partner and involved with industry initiatives like StB, eCargo, Passenger Standards, SIS, and NDC.

**Banking and Financial Services (BFS):** NIIT Technologies' innovative technological solutions have been a catalyst in helping Banking and Financial enterprises sustain the dynamism of the global economy. Banking and Financial industry has been the

most vulnerable industry in the prevailing economic environment. Banking and Capital Markets being the core sub-verticals, the company is strategically focusing on spreading its strong capability of Wealth Management, Asset Management, Private Banking and Investor Services globally. The company specializes in solutions centred-around Investment Management, Banking, Credit and Operational risk.

Apart from the larger institutions, NIIT Technologies is also addressing the requirements of smaller, community, cooperative and rural banks through its Cloud based customised banking solutions.

**Insurance:** Insurance remains an important area of focus for the Company. NIIT Technologies provides solutions to Property & Casualty, Life & Pensions, and, Commercial & Reinsurance providers. The Company has invested largely to develop new and progressive solutions that help transform IT for insurance enterprises. The Company has created IP platforms in the areas of Analytics & Financial reporting, Policy Administration (for commercial insurance players) and Exposure Management. Built on strong product practices and a proven global delivery model, NIIT Technologies' helps insurance enterprises exploit technology effectively and efficiently. Over the past two decades, NIIT Technologies has built deep and enduring relationships with global Insurance players.

**Manufacturing:** NIIT Technologies has built skill sets in Manufacturing and Distribution, helping customers to implement automated, transparent and integrated information management systems across their value chains. Available to customers are the Company's web-based e-Procurement platform, Supplier Portal, Enterprise Mobility Solutions and Dealer Management Systems.

**Government:** NIIT Technologies' solutions have been adding value to government establishments rolling out numerous IT initiatives within multiple domains. The solutions offered are based on deep understanding of public sector processes and technology capabilities to address the challenges being faced by major government organisations. Your Company's delivery models have improved delivery-efficiency, saved costs, reduced wastage and brought about transparency in processes. Over the years, NIIT Technologies has built up vast experience in handling complex e-governance projects.

### SERVICE OFFERINGS

**Application Development and Management:** NIIT Technologies provides Application Development Services including custom software development, business intelligence and migration and modernisation to globally dispersed customers. The company helps clients manage their mission and time-critical applications by providing cost-effective application management services over a wide range of technologies. NIIT Technologies specialises in functional and regression testing, system testing (load testing, volume testing

and compatibility testing) and the full lifecycle testing of complex software applications.

**Infrastructure Management Services (IMS):** NIIT Technologies' Infrastructure Management Services simplify IT operational and investment challenges by delivering IT infrastructure and applications as completely administered services. With multi-year experience in managing IT for many enterprises across industries, the company is now focusing on expanding its Infrastructure Management Services footprint to larger/mature markets, globally. The company provides a comprehensive portfolio of end to end Infrastructure Management Services ordained around the philosophy/vision of continuous delivery that map all aspects of IT infrastructure advisory, design, implementation and E2E business driven IT SLA agreements catering to the needs of both industrial and digital world. The Company is committed to create an optimized infrastructure that is agile and flexible which will help deliver measurable business value - enabling clients to adjust to changing business scenarios.

**Business Process Management (BPM):** NIIT Technologies' BPM business offers outsourcing solutions that combine domain expertise, process excellence and cutting-edge technologies. It enables clients to effectively and efficiently manage back office, middle office and front office operations. Within its verticals of choice, NIIT Tech is targeting specific horizontals including F&A, Customer Support, HRO, Data Management and Analytics.

**Systems Integration and Package Implementation:** These solutions mainly revolve around SAP and other ERP platforms. NIIT Technologies' subsidiary, NIIT GIS Ltd. also provides end-to-end GIS-based solutions to customers.

Esri India (NIIT GIS Ltd) is a joint venture with Esri Inc. the global technology leader in GIS and provider of end-to-end GIS solutions to customers. NIIT GIS provides software products, training, technical support, data conversion and application development to varied industry sectors. They also include complete geo-spatial image processing and consulting solutions.

**IP asset based solutions:** NIIT Technologies combines in-depth business knowledge and technical expertise to offer IP-led solutions that enable customers to respond to the challenges faced in a dynamic and changeable economic environment. The IP-led solutions leverage time-tested solution accelerators already deployed across its client base.

**Digital Services:** The Company has clearly articulated its offerings in this area which has four elements:

- **Digital Experience :** multichannel offerings and mobility solutions
- **Cloud:** end-to-end tailored services that deliver key Cloud benefits to customers. The Company works closely with its customers to understand their business needs and deliver business agility, scalability, and flexibility, in a robust and secure environment.
- **Analytics:** supporting the traditional and New Data Analytics needs of enterprises including predictive analytics.
- **Digital Integration:** Integrating complex legacy systems with digital front-ends; Digitalization of processes; and intelligent business process management services.

## The year gone by 2014-15 at a glance

FY 2015 has been a year with many challenges as the Company addressed changing expectations of the market.

After an initial set back in the first quarter, the company reported steady improvement in both revenues and operating margins and closed the last quarter of the year with strong growth. The new financial year witnessed implementation of robust plans for the emerging Digital Services space through strategic investments, to acquire capabilities in Digital Integration.

Key highlights of the year include:

### Sharp focus on Digital Services

**Partnership with Air Tahiti Nui for the launch of its five new responsive regional websites**



Your Company enabled Air Tahiti to present its new 'Internet face' to the world through the launch of five regional websites. NIIT Technologies helped the airline to develop the platform using an entirely new design that included features such as an improved navigation structure, fresh functionalities and rich content editorial, photos and videos of the airline and the different destinations it reaches.

The responsive regional websites developed by your Company is helping Air Tahiti Nui improve its consumer reach and convince more travelers to choose the Islands of Tahiti as their next holiday destination.

### Launched Digital Foresight®, a predictive analytics solution

During the year your Company launched Digital Foresight® in the U.S which is a solution grounded in advanced predictive analytics. It applies advanced



Digital Foresight® advertisement at Atlanta airport

cloud computing capability and fuses customer data with all source external data enabling clients to understand, see and anticipate with exactness the perspective of their respective customers.

### Geo-Enabling Digital India

During the year, your Company built greater traction and branding within the GIS vertical with the 15th edition of Esri India's User Conference which had 'Geo-Enabling Digital India' as its theme. The conclave improved awareness and visibility about GIS, pointing to how it was becoming a core component of digital infrastructure and enabling the process of governance, planning and nation building. Various thought leaders, eminent speakers and technology experts from the GIS industry shared their knowledge about GIS and talked about how the technology could be leveraged for geo-enabling Digital India.



NIIT GIS Ltd & Esri Inc. leadership with Dr. Sharma, DDG, NIC at the inauguration of Esri India User Conference

## Strategic investment in Incessant for leadership in Digital Integration

Your Company forayed into Digital Integration by acquiring a 51 percent stake in Incessant Technologies, a global BPM specialist. This strategic investment gives NIIT Technologies the capability to be a significant player in the Digital Integration space spanning across three key areas: Digital legacy integration, Digitalization of business processes and intelligent business process management.



NIIT Technologies and Incessant Technologies, signing strategic investment agreement

## Strengthening platform play Launched +ADVANTAGEsuite



Arvind Thakur, CEO, NIIT Technologies delivering keynote at the +ADVANTAGEsuite launch in London

Your Company launched +ADVANTAGEsuite, integrated platform for policy administration, exposure management, and analytics for driving underwriting productivity and profitability for its clients. +ADVANTAGEsuite's highly configurable user led platform readily adapts to the needs of specific classes of business, allowing new lines to be brought to market quickly. Precise risk visualization and impact assessment at the point of underwriting, facilitated through analytics and reports, enable insurers to make better decisions and improve their bottom-line.

## Transformation Engagements



AAI-Chennai Airport Operations Control Center launch

## Completed the implementation of AOCCs across 10 airports in India

As part of the first phase of airport modernization your Company has completed the implementation of AOCCs (Airports Operations Control Centers) across 10 airports in India. The project is a key initiative undertaken by Airports Authority of India to improve capacity utilization, passenger throughput, and key stakeholder management for improved service.

## Dual-shore transition for major airline

NIIT Technologies completed the transition of a major airline in Asia Pacific region to a dual-shore managed services model and the steady state of support and maintenance is operating as desired. The engagement included service transition for over 300 applications across all business domains of the airline.

Apart from transition of testing and application support services, other transition tracks included ITSM standardization, Application Monitoring, Infrastructure Setup and Organisation Change Management.

## Long standing partnership

### Completed 15 years of partnership with Toyota



Mr. Deepak Khosla, President, APAC & ANZ addressing the audience at the Toyota celebration

Your company celebrated 15 years of successful engagement with Toyota Motor Asia Pacific Engineering & Manufacturing Co. Ltd. During this period, NIIT Technologies has been providing support to Toyota's dealer management applications developing, maintaining and enhancing several apps for the automobile maker.

## Expanded the Board

### Inducting Ms. Holly Jane Morris into the NIIT Technologies Board

Your Company appointed Ms. Holly Jane Morris as a Independent Director of NIIT Technologies Ltd. She has an extensive experience in developing enterprise level strategies and implementing transformative process improvements in support of business growth. For the last 25 years, her career has spanned corporate boards, Fortune 500 and global financial services organizations. In her last corporate role she was the CIO at Thrivent Financial, a Fortune 500 financial services organization. Prior to Thrivent she served as Sr. VP of Technologies at American Express Global Financial Services and held CIO and CTO positions at ING.



## Rewards & Recognitions

### Getting appraised at People CMM Level 5, again!

Your Company was successfully appraised at the People Capability Maturity Model (PCMM®) Maturity Level 5, again. PCMM is a maturity framework that focuses on continuously improving the management and development of the human assets of an organization.

The appraisal was performed by KPMG India across all locations in the country. It was based on a thorough analysis of your Company's people practices, with an enhanced focus on the quantitative aspects of HR.

### Drawing industry recognition: Bags awards across categories

- Your Company's Chairman and Co-Founder, Rajendra Pawar, was conferred with a 'Lifetime Achievement Award' by Geospatial Media for his leadership role in promoting the Geographic Information Systems (GIS) industry in India.



*Rajendra S. Pawar, Chairman, NIIT Technologies Ltd, received the Lifetime Achievement Award by Geospatial Media from Shri RS Sharma, Secy. Ministry of IT*

- NIIT Tech was included in the 2015 list of The Global Outsourcing 100® and The World's Best Outsourcing Advisors in the Leader size category. The awards,

presented by the International Association of Outsourcing Professionals (IAOP), were based on an evaluation by a panel of independent experts.



*Arvind Mehrotra, President, Infrastructure Management Services, NIIT Technologies receiving the award on behalf of the Company from Shri Ashok Gajapathi Raju Pusapati, Hon'ble Minister of Civil Aviation Govt. of India*

- Your Company was felicitated for its outstanding contribution to infrastructure development at The Economic Times Infra Focus Summit 2014.
- Rosita Rabindra, Chief People Officer, NIIT Technologies won 'HR leader of the year' award by Lokmat HR Leadership.
- Your Company was conferred with 3 HR awards in the year:
  - "Award for Excellence in HR through Technology" at the 5th Asia's best Employer Awards 2014
  - "Best in Training and Organization Development" award at the Asian HR Leadership Awards 2014
  - The Golden Globe Tigers award for excellence and leadership in training and development' and best results based training
- NIIT Technologies BPO was conferred with an Award for 'Delivering Business Value' at the National Awards for Excellence in Outsourcing and BPO 2014 from the Asia Sourcing Congress.
- Your Company was conferred with the 'Best Service Desk Award' at the 2013 International Whitepaper Competition organized by itSMF International. The submission paper highlighted the way NIIT Tech had implemented a Service Desk to enable the organization to improve efficiency, effectiveness and customer service while scaling support across the globe.

## Analyst acknowledgement

- Your Company was positioned as a Leader in NelsonHall NEAT (Vendor Evaluation Tool) for Reference Data Management BPO (Instrument Data market segment), 2014
- NIIT Technologies was ranked among ISG's Top 10 Breakthrough Sourcing Standouts in the Americas. (Source: ISG Outsourcing Index™, Q2 and Q3, 2014)

- NIIT Technologies was positioned as an Emerging Player in Infrastructure services by the Everest Group Infrastructure Services' PEAK Matrix™ Assessment 2014
- It was referred to as an Emerging Player in Capital Markets ITO Services by the Everest Group Capital Markets ITO-PEAK Matrix™ Assessment 2014
- NIIT Technologies was positioned as an Emerging Player in Insurance BPO Services: Everest Group Insurance BPO-PEAK Matrix™ Assessment 2014
- Your Company was called a 'rising star' in the industry by Pierre Audoin Consultants, a CXP group company
- In a 2014 report on Agile Development Service Providers, Forrester Research talked about how your Company was invigorating its Agile services with continuous delivery capabilities and tracking technical debt as a key Agile metric
- Forrester referred to your Company as one of the additional India-centric suppliers competing for Infrastructure Management Services in North America in its 2014 study

## Directors' Report

To,

### The Members,

Your Directors have pleasure in presenting their Twenty Third Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

### FINANCIAL PERFORMANCE OF THE COMPANY

The highlights of the financial results for the financial year 2014-15 are as follows:

*(Figures in Rs.mn except for EPS)*

Particulars	FY 2014-15	FY 2013-14
Consolidated Revenues	23,725	23,050
<b>Standalone financials</b>		
Income from operations	13,461	13,085
Other Income	224	741
<b>Total Income</b>	<b>13,685</b>	<b>13,826</b>
Profit before depreciation and taxes	2,479	3,125
Depreciation	665	420
Exceptional Item	135	---
Provision for tax & (deferred tax)	203	621
Profit After Tax	1,476	2084
Earning Per Share (Basic) (In Rs.)	24.25	34.47

### Brief description of the Company's working during the year and state of Company's affair

During the financial year under review, revenues increased 3% on a consolidated basis, from Rs. 23,050 million in FY2014 to Rs. 23,725 million in FY2015. The consolidated Profit after Tax (PAT) for the year was Rs. 1,141 million, representing a decline from the preceding financial year mainly due to exceptional items relating to the settlement of a dispute between one of the Company's subsidiaries and its client in the Asia-Pacific (APAC) region, with a total impact of Rs. 800 million.

The Company's strategy to direct more efforts and resources towards growing the Western markets, reinforcing its market position in the Travel & Transportation vertical, and expanding its Infrastructure

Management Services (IMS) footprint have yielded results during FY2015. The share of the Americas and Europe & Middle East (EMEA) regions to total consolidated revenues increased to 80% in FY2015 from 79% in the preceding year. The Travel & Transportation verticals contributed 40% to overall consolidated revenues in the year under review, as against 37% during the preceding financial year. Similarly, the IMS business also showed traction, with its contribution to consolidated revenues rising from 13% in FY2014 to 17% in FY2015.

The Company has also been strengthening its Digital Services offerings, creating a dedicated team and a comprehensive services stack. The Company sees the Digital space as a high-potential area and an important growth driver.

### Operating highlights

The Company added 19 new clients during FY2015, compared to 16 in the FY2014. These included some large organizations that are established leaders in their respective industries. The Western geographies account for a dominant share of these new customers added during the year under review, with 11 from the Americas and 4 from EMEA. Driven by fresh business from these and other existing customers, the Company was able to secure fresh orders worth \$425 million during FY2015, with 87% contributed by the international markets. As a result, the order book executable over the next 12 months as on 31st March 2015 stood at \$295 million.

The Company also made substantial progress in its implementation of the Airports Operations Control Centre for the Airports Authority of India (AAI), with successful go-live across multiple airports during the year. This programme is the first multi-airport installation in Asia, which is aimed at enabling information sharing across these airports instantly and hence benefits AAI, airlines, as well as other stakeholders at those airports.

During FY2015, the Company was again successfully appraised at People Capability Maturity Model (PCMM®) Maturity Level 5. Developed by the Software Engineering Institute at Carnegie Mellon University, PCMM is a maturity framework that focuses on continuously improving the management and development of an organisation's human assets, with Level 5 being the highest maturity level. This achievement is a reflection of the Company's innovative and progressive human resources policies, manifested also in attrition levels that compare favorably to many other industry peers. During FY2015, the Company's manpower increased to 8,494.

The **Management's Discussion & Analysis (MD&A)** of the Company's global business during the year under review as well as business outlook, along with a discussion of internal controls & risk management and mitigation practices, is provided separately in this Annual Report. Reports on Corporate Governance and Corporate Social Responsibility (CSR) too are provided in this Annual Report.

## Dividend

The Board has recommended a dividend of Rs. 9.50 per equity share of face value Rs.10/- each (previous year Rs. 9/- per equity share) amounting to Rs. 653 Mn (inclusive of tax of Rs. 73 Mn) subject to approval of the shareholders at the ensuing Annual General Meeting.

## Transfer to Reserves

The Company has transferred an amount of Rs. 148 Mn to General Reserve (Rs. 208 Mn Previous year).

## Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

During the year, there is no material change in the nature of business of the Company which have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

There is a one-time impact, in the nature of exceptional items, on the Company's reported consolidated financial statements for FY2015 due to dispute between one of the Company's subsidiaries and its client in the Asia-Pacific region, which has been resolved and settled. As a result, the total impact, is Rs 800 million on the Company's pre-tax profits for the FY2015.

## Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013

The particulars of Loans, Guarantees & Investments under section 186 of the Companies Act 2013, have been disclosed in the Financial Statements.

## Particulars of contracts or arrangements with related parties

All the Related Party Transactions are entered on arm's length basis and in ordinary course of business. All the transactions are in compliance with the applicable provisions of the relevant Acts and the Listing Agreement. There are no related party transactions entered by the Company which may have potential conflict with the interest of the Company at large.

The Related Party Policy as approved by the Board is uploaded on the website of the Company and the URL of same is : [www.niit-tech.com/investors/policysummarized.pdf](http://www.niit-tech.com/investors/policysummarized.pdf). The policy for determining the material subsidiaries of the Company is also available on the Website of the Company and the URL is : [www.niit-tech.com/investors/Policy-Material-Subsidiaries.pdf](http://www.niit-tech.com/investors/Policy-Material-Subsidiaries.pdf).

A Statement of all related party transactions is presented before the Audit Committee on a quarterly basis and prior/ omnibus approval is also obtained for the entire year, specifying the nature, value and terms and conditions of the transactions. The details of Related Party transactions

which are material in nature are disclosed in Form No. AOC-2 as given in **Annexure – A**.

## CORPORATE GOVERNANCE & COMPANIES ACT DISCLOSURES

### Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of Annual Return is enclosed in **Annexure B**.

### Number of meetings of the Board

The Board of Directors of the Company met 6 (six) times in the FY2014-15. The details pertaining to the Board Meetings and attendance are provided in the Corporate Governance Report. The intervening gap between two Board Meetings was within the period prescribed under Companies Act, 2013.

### Directors Responsibility Statement

As required under clause (c) of sub-section (5) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby states and confirms that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) a proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts are prepared on a going concern basis;
- (e) the internal financial controls are laid to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Statement on declaration by the Independent Directors

All the Independent Directors have given declarations that they meet all the requirements specified under Section 149(6) of the Companies Act, 2013 and Clause 49 of Listing Agreement with the Stock Exchanges, for holding the position of Independent Director.

### Familiarization program of Independent Directors

The details of the Familiarization program of Independent Directors are available on the website of the Company <http://www.niit-tech.com/investors/Familiarization-Programme-Independent-Directors.pdf>

## Changes in Directors and Key Managerial Personnel

### a. Regularization of Ms. Holly Jane Morris (DIN 06968557)

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Ms. Holly Jane Morris (DIN 06968557) as an Additional Director who shall hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a member proposing her appointment as Director. The Board of Directors recommends her appointment as an Independent Director till March 31, 2017.

### b. Retirement by rotation of Mr. Rajendra S Pawar (DIN 00042516), Director

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Rajendra S Pawar, Director (DIN 00042516) will retire by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting of the Company.

### c. Key Managerial Personnel

The following employees were re-designated as Whole-time Key Managerial Personnel by the Board of Directors during the year under review:

- Mr. Rajendra S Pawar (DIN 00042516) - Chairman & Managing Director
- Mr. Arvind Thakur (DIN 00042534) - CEO & Jt. Managing Director
- Ms. Pratibha K Advani - Chief Financial Officer
- Mr. Onkarnath Banerjee - Company Secretary

Mr. Onkarnath Banerjee resigned from the office of Company Secretary w.e.f the close of business hours on Feb. 17, 2015 and Ms. Monika Arora was appointed to serve as Company Secretary in the interim period from Feb. 18, 2015.

### Performance Evaluation of the Board

In terms of the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the evaluation of its own performance, the Directors individually including the Chairman of the Board and that of its Committees. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-Independent Directors were carried out by Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees.

The process of evaluation is explained in the Corporate Governance Report.

### Deposits

The Company has not accepted any deposits under Chapter V of the Companies Act, 2013 during the

year and hence no amount of principal or interest was outstanding on the date of the Balance Sheet.

### Share Capital

#### A) Issue of equity shares with differential rights or sweat equity shares

During the year, the Company did not issue any equity shares with differential rights/sweat equity shares under Companies (Share Capital and Debentures) Rules, 2014.

#### B) Issue of employee stock options

During the year, the Company issued 3,43,725 shares on the exercise of stock options under the Employee Stock Option Scheme of the Company (ESOP 2005). Due to this the outstanding issued, subscribed and paid up equity capital increased from Rs. 607,011,740 to Rs. 610,448,990 as at March 31, 2015 pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014.

The grantwise details of the Employee Stock Option Scheme is partially provided in the Notes to Accounts of the Financial Statement in Annual Report and a comprehensive note on the same forms part of the Directors' Report, which may be obtained from the Company and is open for inspection at the Registered Office of the Company.

#### C) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees

In terms of Rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014, the Company is not exercising the voting rights directly by the employees in respect of shares to which the scheme relates.

### Audit Committee:

The Audit Committee of the Company is constituted as per Section 177 of the Companies Act, 2013/Listing Agreement consisting of majority of Independent Directors. The Audit Committee comprises of Mr. Ashwani Puri (Chairman of the Committee), Mr. Amit Sharma, Mr. Surendra Singh, Independent Directors & Mr. V K Thadani as Non-Executive Director are the other members of the Committee. During the year, the scope of functioning of Audit Committee has also been aligned as per the new Companies Act/Listing Agreement and the same is provided in the Corporate Governance Report. The Board had accepted all the recommendations of the Audit Committee made during the year.

The details pertaining to the no. of meetings of the Committee held during the year and terms of reference are given in the Corporate Governance Report in detail.

### Nomination and Remuneration Committee

During the year, the Company changed the nomenclature of 'Compensation/Remuneration Committee' to 'Nomination & Remuneration Committee' under the provisions of Section 178 of the Companies Act, 2013 and adopted the

amended terms of reference which are disclosed under the Corporate Governance Report of the Company.

### Compliance with the Code of Conduct

The Company has adopted the "NIIT Technologies Limited – Code of Conduct" (Code). The Code is available on the website of the Company (weblink <http://www.niit-tech.com/investors>).

The Chief Executive Officer of the Company has given a declaration that the Directors and Senior Management of the Company have given an annual affirmation of compliance with the code of conduct during the year 2014-15.

### Vigil mechanism/Whistle Blower Policy

In view of the requirement as stipulated by Section 177 of the Companies Act, 2013 and the amended Clause 49(II)(f) on Corporate Governance of Listing Agreement, the Company has complied with all the provisions of the Section and has adopted a Whistle Blower Policy duly approved by the Audit Committee to report concerns about unethical behaviour, actual & suspected frauds, or violation of Company's Code of Conduct and Ethics.

The policy is uploaded on the website of the Company and the URL for the same is [www.niit-tech.com/investors/whistleblowerpolicy.pdf](http://www.niit-tech.com/investors/whistleblowerpolicy.pdf)

### Managerial Remuneration

The disclosure pertaining to the managerial remuneration is mentioned in the Corporate Governance Report.

### Remuneration Policy

Pursuant to the provisions Section 178 of the Companies Act, 2013, the Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

### Particulars of Employees

The information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is applicable and forms part of the Report. In terms of Section 136, the said annexure is open for inspection at the Registered Office of the Company.

The information required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in **Annexure-C**.

### Conservation of energy, technology absorption and foreign exchange earnings and outgo

#### - Conservation of energy

The operations of the Company involve low energy consumption. However, adequate measures, wherever possible, have been taken to conserve energy. The Company is continuously evaluating new technologies and invests in them to make its infrastructure more energy efficient.

#### - LEED Certification:

a. The Company's Software Development First Block (SDB) at Greater Noida has been awarded the highest possible 'PLATINUM' Green Building rating by Indian Green Building Council (IGBC) under LEED® India Core & Shell system. In order to evaluate energy performance of the building, a computer simulation model was used to assess the energy performance. Overall Savings continue @ rate of approx. 21% savings over the LEED® mandated ASHRAE 90.1-2004 baseline. The Company has got registered a project for Operation & Maintenance for phase 1 building in June, 2013 for LEED Certification. During review, various upgrades like metering of systems (Water/irrigation/flushing/electricals etc.) were required for appropriate measurements, which are completed. The project is under close review and monitoring as part of one year performance period by consultants from USGBC (US Green Building Council) w.e.f. June, 2014. Certification is done based on data verification & evaluation by competent authority after performance period. Certification is expected by end of current FY 2015-16.

b. Second phase of construction which includes a separate software development block is also registered for LEED certification as new building. Document compilation is in process for submission to IGBC. **All Existing Initiatives** like energy efficient Chillers, VFDs, VAVs, High Energy Efficient Glass on External Façade, Wall & Ceiling Insulation, LED Lights, Solar Energy for internal & external lighting & hot water generation, recycling of waste water etc. plus new **technologies** like using decomposers for waste management have been incorporated for the same.

c. New Consolidated Server Farm: The initiative of data centre consolidation was taken in 2013 and it was implemented in 2014. This data centre offers high availability and concurrent maintainability of infrastructure as part of Tier III guidelines from uptime institute. Consolidation also supported in terms of energy efficiency. This provides the improved PUE (Power utilization effectiveness) by 25% to 30% which is the unit of measurement for data centre efficiency.

#### - Technology absorption

In today's world, perpetually evolving technologies and increasing competition define the global market space. In order to maintain its position of leadership, the Company has continuously and successfully developed innovative methods for absorbing, adapting and effectively deploying new technologies.

A new data centre has been commissioned consisting of blade servers instead of rack servers; virtualized servers and unified storage. The benefits derived are as follows:

a. Blade servers are much more compact than rack

server and hence reduce power consumption;

- b. Server virtualization enhances hardware utilization and hence reduces both power consumption capital investment;
- c. Unified storage facilitates accessibility by persons as well as applications and hence reduces capital investment.

#### - Research & Development

During the year, the Company continued its research in software engineering. These efforts have resulted in innovative products in software engineering especially in the area of Analytics, Big Data, Mobility and Cloud.

The Technology Innovation Centre (TIC) located in Bangalore explores emerging technologies and devices innovative solutions for clients. Some of these innovations gets converted into research paper and other are converted to patent application and the first US patent was granted last year. In addition to the granted patent another eight inventions have been filed as a patent in US / India.

#### - Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as under:

(Rs. Million)

Particulars	Year 2014-15	Year 2013-14
Foreign Exchange Earnings	10,852	10,743
Foreign Exchange Outflow	4,585	3,688

#### Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

#### Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company is having a strong internal control system for all the processes to ensure the reliability of the financial reporting and timely feedback on achievement of operational objectives.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliances with operating systems, accounting procedures and policies of the Company. Based on the report of Internal Audit Function, process owners undertake corrective action in their respective areas and thereby strengthen controls. All significant audit observations and corrective actions thereon are presented to the Audit Committee for its review and

suggestions.

#### Risk Management Policy

The Company has developed and implemented a risk management framework for identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

#### Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2015, the Company has subsidiaries in the United States of America, Japan, United Kingdom, Netherlands, Belgium, Germany, Switzerland, India, Singapore, Thailand, Australia, Canada, Dubai, Spain, Philippines & Brazil.

#### Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

Pursuant to provisions of Section 129(3) of the Companies Act, 2013, a statement containing a report on the performance and financial position of each of the subsidiaries, associates and joint venture companies is included in the consolidated financial statement and the same has been annexed to this Report as AOC-1 given in **Annexure D**.

Also, pursuant to provisions of Section 136 of the Companies Act, 2013, the audited financial statements of the Company, consolidated financial statements alongwith relevant documents are available on the website of the Company. The financial statements are also open for inspection at the Registered office of the Company.

#### AUDITORS & AUDITORS' REPORT

##### a. Statutory Audit:

The members of the Company at the Annual General Meeting held on July 7, 2014 had appointed M/s Price Waterhouse, Chartered Accountants (FRN 301112E), as Statutory Auditor under the provisions of section 139 of the Companies Act, 2013 for a period of 3 years, subject to ratification of their appointment at every Annual General Meeting. Accordingly, the appointment of M/s Price Waterhouse is placed for ratification by the Shareholders. The Report given by the Statutory Auditors forms part of the Annual Report. The Auditors Report to the Shareholders does not contain any qualification, reservation or adverse remarks.

##### b. Secretarial Audit:

During the year, the Board of Directors of the Company had appointed CS Nesar Ahmed (FCS-3360), M/s Nesar & Associates, (CP No. – 1966), Company Secretaries in Whole-time Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 and the Rules framed thereunder, for the financial year 2014-15. The Report given by Secretarial Auditors is annexed to this report as **Annexure E**. The Report does not contain any qualification.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of provisions of section 135 of the Companies Act, 2013 & Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, read with various clarifications issued by Ministry of Corporate Affairs, the Company has undertaken activities as per the CSR Policy (available on Company's website [www.niit-tech.com](http://www.niit-tech.com)) and the details are contained in the Annual Report on CSR Activities given in **Annexure-F** forming part of this Report.

Your Company's approach is to spend on activities for the welfare of society under Corporate Social Responsibility activities ensuring that the total spend in each financial year would be above the level prescribed under the Companies Act, 2013.

As part of its CSR initiatives, the Company continued its CSR drive around Education, Employability and Infrastructure support.

In our sustained efforts, to take our CSR initiatives forward, we continued with the Scholarship program for deserving students in NIIT University. NIIT Institute of Information Technology "TNI", a society registered under the Societies Act, 1860, (Central Act No 21 of 1860) in the office of Registrar of Societies, Government of NCT of Delhi, has set up NIIT University "NU" as a private University at Neemrana, Dist. Alwar, Rajasthan. Our staff was also engaged in providing teaching support to neighborhood village schools in Noida and also volunteered to provide career counselling and English language training to underprivileged youth to help them become job ready. A project by the name of "Youth Empowerment Program" was launched aimed at making underprivileged youth in slum areas of Noida more employable.

## HUMAN RESOURCE INITIATIVES

While keeping in mind our Business strategy, our Human Resource initiatives enabled us to accomplish substantial milestones in helping the organization achieve its strategic Business objectives.

As part of our culture change journey which is being driven by our service vision, "New Ideas, More Value", this year over 5600 NIITians have undergone the 'Uplift Your Service' Training. We launched the new version of INSPIRE, aligning our Reward and Recognition portal with our service vision and recognizing specific behavior traits was rolled out.

The Company was successfully appraised at People Capability Maturity Model (PCMM®) Maturity Level 5 once again. The evaluation for all locations in India was based on a thorough analysis of the organization's people practices which has been more stringent with enhanced focus on the quantitative aspects of HR. The appraisal was performed by KPMG India.

SEED (School for Employee Education and Development) recorded 8,44,800 hours of learning by employees. A new Global Leadership Program (NGLP) was rolled out for senior leaders. The program spans over 4 months and starts with

a 15 day residential component that lays the foundation for Executive Leadership. Select senior leaders from across the globe have been nominated to the first batch.

We also won various awards for being Best in Training & Organizational Development at "Asian HR Leadership Awards; Award for Excellence in HR Through Technology at "The 5th Asia's Best Employer Brand Awards 2014 and The Golden Globe Tigers Award For Excellence & Leadership In Training & Development' in the category of Overall Award For Best Results Based Training.

All the initiatives undertaken were widely appreciated within the organization and have helped us engaging with NIITians better, allowing us to maintain lower attrition levels.

## Prevention/Prohibition of Sexual Harassment of women at workplace:

The Company has a policy on Prohibition/Prevention of Sexual Harassment of Women at workplace and matters connected therewith or incidental covering thereto all the aspects as contained in "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, the Company did not receive any complaints under the said Act as reported by the Chairperson of the Committee in its Annual Report.

The Company believes in providing a congenial atmosphere to work for all employees that is free from discrimination and harassment without regard to caste, religion, marital status and gender. During the year, the Company conducted various awareness programmes and workshops at all locations.

## Awards and recognitions:

The Company bagged the following awards and recognitions during the FY 2015:

1. Mr. Rajendra S Pawar, Chairman, NIIT Group conferred with 'Lifetime Achievement Award' by Geospatial Media for leadership role in promoting the Geographic Information Systems (GIS) industry in India.
2. NIIT Technologies and Morris Communications secured "Best Managed Services Outsourcing Excellence Award" by Outsourcing Center, for their strategic partnership for integrated IT and BPO services.
3. The Company was awarded with Best Service Desk team project award in Call for Paper contest by the Information Technology Service Management Forum of India.
4. NIIT Technologies BPO conferred with award for "Delivering Business Value" from Asia Sourcing Congress
5. Ms. Pratibha K Advani, CFO, NIIT Technologies conferred with best performing CFO in the IT & ITES sector by CNBC-TV18
6. Ms. Rosita Rabindra, CPO, NIIT Technologies awarded with HR leader of the year award by LOKMAT HR LEADERSHIP AWARDS

7. Conferred with the "Award for Excellence in HR through Technology" at the 5th Asia's best Employer Awards 2014
8. Recognised for "Best in Training and Organization Development" at the Asian HR Leadership Awards 2014
9. Won an award for the "Best US and India Business Collaboration" at the 5th annual USA India Business Summit, Atlanta
10. Ms. Pratibha K Advani conferred with Business today, Best Woman CFO in IT/ITES sector
11. Felicitated for outstanding contribution in infrastructure development at The Economic Times Infra Focus Summit 2014
12. NIIT Technologies conferred with 'BRAND EXCELLENCE AWARD' in Information Technology sector at ABP NEWS BRAND EXCELLENCE (B.E.) AWARDS
13. NIIT Technologies listed in "The Breakthrough 10 Sourcing Standouts" in Americas by the Information Services Group in its third quarter 2014 Global Outsourcing Index
14. Conferred with the Golden Globe Tigers award for excellence & leadership in training & development' in the category of overall award for best results based training
15. Best in Training & Organizational Development at "Asian HR Leadership Awards;
16. Award for Excellence in HR Through Technology at "The 5th Asia's Best Employer Brand Awards 2014
17. The Golden Globe Tigers Award For Excellence & Leadership In Training & Development' in the category of Overall Award For Best Results Based Training.

#### ACKNOWLEDGEMENTS

The Board of Directors would like to take this opportunity to place on record its appreciation for the committed services and contributions made by employees of the Company during the year. In addition, the Directors wish to thank the Company's customers, business partners, vendors, bankers & financial institutions, government & non-governmental agencies, and other business associates for their continued support. The Directors also acknowledge and appreciate the support and confidence of the Company's shareholders, and remain committed to enabling the Company achieve its growth objectives in the coming years.

**For and on behalf of the Board of Directors**

Sd/-

**Rajendra S Pawar**

Place : New Delhi  
 Dated : May 05, 2015

Chairman & Managing Director  
 DIN: 00042516

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)  
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act.

**1. Details of contracts or arrangements or transactions not at arm's length basis - Not Applicable**

**2. Details of material contracts or arrangement or transactions at arm's length basis**

**(a) Name(s) of the related party and nature of relationship**

Name of the Party	Relationship
– NIIT Technologies Limited, UK (NTL, UK)	Wholly Owned Subsidiary
– NIIT Technologies, Inc. USA (NTL, US)	Wholly Owned Subsidiary

**(b) Nature of contracts/arrangements/transactions: Rendering of Software Development Services & Corporate Services**

**(c) Duration of the contracts / arrangements/transactions : Ongoing, unless terminated**

**d) Salient terms of the contracts or arrangements including the value, if any:**

Scope : Computer Software development and maintenance and other IT enabled services. Charges: Service charges to be determined based on the internationally recognised arms length principles. Payment terms: 150 days from the date of invoice. Tenure : Perpetual unless terminated by either party. Termination: 30 days notice by either party.

a). Master Service Agreement is for Corporate Services. b) The services covered under this agreement are organizational services such as Financial, Secretarial, Legal, Human Resources and Internal Resources. c) Allocation of cost to be made in accordance with reasonable and prudent business practices and shall be mutually agreed between the parties and all invoices under the agreement shall be on arm's length basis. d) Recovery of expenses shall be based on usage of common facilities such as telephone, premises, electricity etc. e) agreement terminable with 30 days notice by either party. f) Payment to be remitted vide Bank TT within such period as may be agreed from time to time.

**(e) Date(s) of approval by the Board, if any: Not Applicable, since the contract was entered into in the ordinary course of business and on arms length basis.**

**(f) Amount paid as advances, if any: NIL**

**For and on behalf of the Board of Directors**

Sd/-

**Rajendra S Pawar**

Chairman & Managing Director

DIN: 00042516

Place : New Delhi

Dated : May 05, 2015

## FORM NO. MGT.9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015

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

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN:-**L65993DL1992PLC048753**
- ii) Registration Date – **MAY 13, 1992**
- iii) Name of the Company – **NIIT TECHNOLOGIES LIMITED**
- iv) Category/Sub-Category of the Company – **Public Limited Company**
- v) Address of the Registered office and contact details – **8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019, Tel: 091-11-41675000, email: investors@niit-tech.com**
- vi) Whether listed company - Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any–**Alankit Assignments Limited, 1E/12 Jhandewalan Extn. New Delhi-110055, Tel: +91-11-42541234, email: rta@alankit.com**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Computer Programming Consultancy and Related Activities	620	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr. No	Name of the Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable section
<b>INDIAN SUBSIDIARIES/ASSOCIATES</b>					
1	NIIT SmartServe Limited	U72900DL2002PLC114946	Subsidiary	100%	2 (87)
2.	NIIT GIS Limited	U74140DL1996PLC080487	Subsidiary	88.99%	2 (87)
3.	NIIT Technologies Services Limited	U72900DL2006PLC156099	Subsidiary	100%	2 (87)
4.	Scantech Evaluation Services Limited	U72200DL2002PLC116228	Associate	23.74%	2 (6)
<b>OVERSEAS SUBSIDIARIES</b>					
5.	NIIT Technologies Inc. USA	Foreign Company	Subsidiary	100%	2 (87)
6.	NIIT Media Technologies LLC, USA	Foreign Company	Subsidiary	60%	2 (87)
7.	NIIT Technologies Co. Ltd. Japan	Foreign Company	Subsidiary	100%	2 (87)
8.	NIIT Technologies Pte. Ltd Singapore	Foreign Company	Subsidiary	100%	2 (87)
9.	NIIT Technologies Pty Ltd, Australia	Foreign Company	Subsidiary	100%	2 (87)
10.	NIIT Technologies Ltd. Thailand	Foreign Company	Subsidiary	100%	2 (87)
11.	NIIT Technologies Ltd. UK	Foreign Company	Subsidiary	100%	2 (87)
12.	NIIT Technologies BV Netherlands	Foreign Company	Subsidiary	100%	2 (87)
13.	NIIT Technologies NV Belgium	Foreign Company	Subsidiary	100%	2 (87)
14.	NIIT Insurance Technologies Ltd., UK	Foreign Company	Subsidiary	100%	2 (87)
15.	NIIT Technologies Brazil Ltda., Brazil	Foreign Company	Subsidiary	100%	2 (87)
16.	NIIT Technologies S.A, Spain	Foreign Company	Subsidiary	100%	2 (87)
17.	NIIT Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
18.	NIIT Technologies AG Switzerland	Foreign Company	Subsidiary	100%	2 (87)
19.	NIIT Technologies FZ-LLC Dubai	Foreign Company	Subsidiary	100%	2 (87)
20.	NIIT Technologies Ltd. Canada	Foreign Company	Subsidiary	100%	2 (87)
21.	NIIT Airline Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
22.	NIIT Technologies Philippines Inc., Philippines	Foreign Company	Subsidiary	100%	2 (87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>	-	-	-	-	-	-	-	-	-
a. Individual/HUF	2816	0	2816	0.00	2816	0	2816	0.00	0.00
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	18845302	0	18845302	31.05	18845302	0	18845302	30.87	-0.17
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total- A (1)</b>	<b>18848118</b>	<b>0</b>	<b>18848118</b>	<b>31.05</b>	<b>18848118</b>	<b>0</b>	<b>18848118</b>	<b>30.88</b>	<b>-0.17</b>
<b>(2) Foreign</b>									
a. NRI-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/ FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub-total - A (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoters (A)=A(1)+A(2)</b>	<b>18848118</b>	<b>0</b>	<b>18848118</b>	<b>31.05</b>	<b>18848118</b>	<b>0</b>	<b>18848118</b>	<b>30.88</b>	<b>-0.17</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	8839110	1628	8840738	14.56	10408349	1628	10409977	17.05	2.49
b. Bank/ FI	35379	224	35603	0.06	32716	112	32828	0.05	0.00
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-
e. Venture Capital	-	-	-	-	-	-	-	-	-
f. Insurance Co.	774178	0	774178	1.28	774178	0	774178	1.27	-0.01
g. FIs	20215969	4378	20220347	33.31	17281820	4378	17286198	28.32	-4.99
h. Foreign Portfolio Corporate	0	0	0	0.00	2860567	0	2860567	4.69	4.69
i. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
j. Others	-	-	-	-	-	-	-	-	-
<b>Sub-total - B (1)</b>	<b>29864636</b>	<b>6230</b>	<b>29870866</b>	<b>49.21</b>	<b>31357630</b>	<b>6118</b>	<b>31363748</b>	<b>51.38</b>	<b>2.17</b>
<b>2. Non- Institution</b>									
a. Body Corp.	2478880	4353	2483233	4.09	2310359	4353	2314712	3.79	-0.30
b. Individual									
i. Individual Shareholder holding nominal share capital upto 1 Lakh	5715452	266585	5982037	9.85	4786743	250930	5037673	8.25	-1.60
ii. Individual Shareholder holding nominal share capital in excess of 1 Lakh	2864878	0	2864878	4.72	2763924	0	2763924	4.53	-0.19

c. Others									
(i) NRI (Rep)	291436	52649	344085	0.57	377929	62531	440460	0.72	0.15
(ii) NRI (Non-Rep)	251247	16450	267697	0.44	216099	15300	231399	0.38	-0.06
(iii) Foreign National	22550	17700	40250	0.07	22550	22200	44750	0.07	0.01
(iv) OCB		0		0.00		0		0.00	0.00
(v) Trust	10	0	10	0.00	115	0	115	0.00	0.00
(vi) In Transit		0				0			
<b>Sub-Total - (B)(2)</b>	<b>11624453</b>	<b>357737</b>	<b>11982190</b>	<b>19.74</b>	<b>10477719</b>	<b>355314</b>	<b>10833033</b>	<b>17.75</b>	<b>-1.99</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>41489089</b>	<b>363967</b>	<b>41853056</b>	<b>68.95</b>	<b>41835349</b>	<b>361432</b>	<b>42196781</b>	<b>69.12</b>	<b>0.17</b>
<b>C.Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0		
Promoter & Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>60337207</b>	<b>363967</b>	<b>60701174</b>	<b>100.00</b>	<b>60683467</b>	<b>361432</b>	<b>61044899</b>	<b>100.00</b>	<b>0.00</b>

Note: There is no change in the number of shares held by the Promoter/Promoter Companies. However the percentage of the shareholding has changed during the year due to ESOP allotments.

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year#
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	RAJENDRA SINGH PAWAR & NEETI PAWAR	100	0.00	0	100	0.00	0	0.00
2	NEETI PAWAR & RAJENDRA SINGH PAWAR	100	0.00	0	100	0.00	0	0.00
3	R.S.PAWAR HUF	759	0.00	0	759	0.00	0	0.00
4	RENUKA VIJAY THADANI & VIJAY KUMAR THADANI	998	0.00	0	998	0.00	0	0.00
5	VIJAY KUMAR THADANI & RENUKA VIJAY THADANI	100	0.00	0	100	0.00	0	0.00
6	V.K.THADANI HUF	759	0.00	0	759	0.00	0	0.00
7	PACE INDUSTRIES PRIVATE LIMITED*	21,75,911	3.58	0	21,75,911	3.56	0	-0.02
8	GLOBAL SOLUTIONS PRIVATE LIMITED	21,75,911	3.58	0	21,75,911	3.56	0	-0.02
9	SCANTECH EVALUATION SERVICES LIMITED	1,44,93,480	23.88	0	1,44,93,480	23.74	0	-0.13
	<b>Total</b>	<b>1,88,48,118</b>	<b>31.05</b>	<b>0</b>	<b>1,88,48,118</b>	<b>30.88</b>	<b>0</b>	<b>-0.17</b>

\* Name changed from Pace Services Private Limited to Pace Industries Private Limited from March 2015

# Variation in %age due to ESOP Allotment to Employees

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

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,88,48,118	31.05	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equities etc.):	-	-	-	-
	At the end of the year	1,88,48,118	30.88	1,88,48,118	30.88

Note: There is no change in the Promoter shareholding except change in %age due to ESOP allotment to employees

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

Sl. No	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):		Cumulative Shareholding during the year (01-04-14 to 31-03-15)		
		No. of Share at the beginning (01-04-14)/end of the year (31-03-15)	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company
1	FIDELITY MANAGEMENT AND RESEARCH COMPANY A/C FIDELITY ADVISOR SERIES I FIDELITY ADVISOR SMALL CAP FUND	3800000	6.26	1-Apr-2014				
					Nil Movement during the year			
		3800000	6.22	31-Mar-2015	-		3800000	6.22

2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	2328496	3.84	1-Apr-2014				
				9-May-2014	4000	Transfer	2332496	3.84
				30-May-2014	17504	Transfer	2350000	3.87
				30-Jun-2014	8500	Transfer	2358500	3.88
				11-Jul-2014	11000	Transfer	2369500	3.90
				18-Jul-2014	39180	Transfer	2408680	3.97
				22-Aug-2014	10000	Transfer	2418680	3.98
				30-Sep-2014	31320	Transfer	2450000	4.03
				10-Oct-2014	125100	Transfer	2575100	4.23
				17-Oct-2014	50000	Transfer	2625100	4.32
				24-Oct-2014	150000	Transfer	2775100	4.56
				31-Oct-2014	24900	Transfer	2800000	4.60
				28-Nov-2014	100000	Transfer	2900000	4.76
				19-Dec-2014	100000	Transfer	3000000	4.92
				2-Jan-2015	50000	Transfer	3050000	5.00
				9-Jan-2015	98500	Transfer	3148500	5.16
				16-Jan-2015	131500	Transfer	3280000	5.38
				23-Jan-2015	120000	Transfer	3400000	5.57
				31-Mar-2015	-		3400000	5.57
		3400000	5.57					
3	EDGBASTON ASIAN EQUITY TRUST	2185193	3.60	1-Apr-2014				
				4-Apr-2014	43586	Transfer	2228779	3.67
				11-Apr-2014	62454	Transfer	2291233	3.77
				18-Apr-2014	1	Transfer	2291234	3.77
				9-May-2014	37742	Transfer	2328976	3.84
				6-Jun-2014	36027	Transfer	2365003	3.89
				4-Jul-2014	22481	Transfer	2387484	3.93
				8-Aug-2014	48436	Transfer	2435920	4.01
				14-Aug-2014	106781	Transfer	2542701	4.18
				22-Aug-2014	294	Transfer	2542995	4.18
				12-Sep-2014	27176	Transfer	2570171	4.23
				19-Sep-2014	126268	Transfer	2696439	4.43
				10-Oct-2014	49420	Transfer	2745859	4.51
				17-Oct-2014	27044	Transfer	2772903	4.56
				7-Nov-2014	36509	Transfer	2809412	4.62
				14-Nov-2014	24441	Transfer	2833853	4.65
				21-Nov-2014	87391	Transfer	2921244	4.79
				5-Dec-2014	18006	Transfer	2939250	4.82
				12-Dec-2014	60683	Transfer	2999933	4.92
				19-Dec-2014	19321	Transfer	3019254	4.95
				31-Dec-2014	28629	Transfer	3047883	5.00
				2-Jan-2015	12213	Transfer	3060096	5.02
				9-Jan-2015	6841	Transfer	3066937	5.03
				16-Jan-2015	81150	Transfer	3148087	5.16
				23-Jan-2015	24908	Transfer	3172995	5.20
				27-Feb-2015	20148	Transfer	3193143	5.23
				6-Mar-2015	35678	Transfer	3228821	5.29
				13-Mar-2015	212618	Transfer	3441439	5.64
				31-Mar-2015	-		3441439	5.64
		3441439	5.64					

4	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK FUND	1949000	3.21	1-Apr-2014				
				25-Apr-2014	51000	Transfer	2000000	3.29
				2-May-2014	18000	Transfer	2018000	3.32
		2018000	3.31	31-Mar-2015	-		2018000	3.31
5	GOVERNMENT PENSION FUND GLOBAL #	1297389	2.14	1-Apr-2014				
				31-Oct-2014	-7166	Transfer	1290223	2.12
				7-Nov-2014	-33361	Transfer	1256862	2.07
				12-Dec-2014	-149944	Transfer	1106918	1.81
				19-Dec-2014	-31790	Transfer	1075128	1.76
				31-Dec-2014	-81665	Transfer	993463	1.63
				9-Jan-2015	-121889	Transfer	871574	1.43
				16-Jan-2015	-541850	Transfer	329724	0.54
				23-Jan-2015	-287573	Transfer	42151	0.07
				30-Jan-2015	-42151	Transfer	0	0.00
		0	0.00	31-Mar-2015	-		0	0.00
6	ASHISH DHAWAN	1109079	1.83	1-Apr-2014				
				31-Dec-2014	20000	Transfer	1129079	1.85
				30-Jan-2015	100000	Transfer	1229079	2.01
				6-Feb-2015	72212	Transfer	1301291	2.13
				13-Feb-2015	14894	Transfer	1316185	2.16
		1316185	2.16	31-Mar-2015	-		1316185	2.16
7	UTI-DIVIDEND YIELD FUND	1055099	1.74	1-Apr-2014				
				23-May-2014	-20099	Transfer	1035000	1.70
				30-Jun-2014	-16573	Transfer	1018427	1.68
				18-Jul-2014	-5654	Transfer	1012773	1.67
				31-Dec-2014	-38913	Transfer	973860	1.60
				27-Feb-2015	-28860	Transfer	945000	1.55
		945000	1.55	31-Mar-2015	-		945000	1.55
8	AKM SYSTEMS PVT LTD	1048884	1.73	1-Apr-2014				
				4-Apr-2014	-448	Transfer	1048436	1.73
				18-Apr-2014	-179	Transfer	1048257	1.73
				2-May-2014	-806	Transfer	1047451	1.73
				16-May-2014	-807	Transfer	1046644	1.72
				6-Jun-2014	2485	Transfer	1049129	1.73
				8-Aug-2014	1045	Transfer	1050174	1.73
				30-Sep-2014	1270	Transfer	1051444	1.73
				6-Feb-2015	6031	Transfer	1057475	1.73
				13-Feb-2015	876	Transfer	1058351	1.73
		1058351	1.73	31-Mar-2015	-		1058351	1.73
9	UTAH STATE RETIREMENT SYSTEMS	769526	1.27	1-Apr-2014				
				1-Aug-2014	77031	Transfer	846557	1.39
				8-Aug-2014	8637	Transfer	855194	1.41
				14-Aug-2014	58372	Transfer	913566	1.50
		913566	1.50	31-Mar-2015	-		913566	1.50
10	BLACKROCK INDIA EQUITIES FUND (MAURITIUS) LIMITED #	737004	1.21	1-Apr-2014				
				25-Jul-2014	-74843	Transfer	662161	1.09
				17-Oct-2014	-27424	Transfer	634737	1.04
				19-Dec-2014	-57010	Transfer	577727	0.95
				2-Jan-2015	-100000	Transfer	477727	0.78
				30-Jan-2015	-100000	Transfer	377727	0.62
		377727	0.62	31-Mar-2015	-		377727	0.62

11	BRANDES INVESTMENT TRUST-BRANDES INTERNATIONAL SMALL CAP EQUITY FUND*	371340	0.61	1-Apr-2014				
				4-Apr-2014	223237	Transfer	594577	0.98
				11-Apr-2014	39659	Transfer	634236	1.04
				18-Apr-2014	57644	Transfer	691880	1.14
				25-Apr-2014	39610	Transfer	731490	1.21
		1549141	2.54	2-May-2014	30650	Transfer	762140	1.26
				13-Jun-2014	113750	Transfer	875890	1.44
				25-Jul-2014	240001	Transfer	1115891	1.84
				1-Aug-2014	64221	Transfer	1180112	1.94
				8-Aug-2014	18663	Transfer	1198775	1.97
				14-Aug-2014	9966	Transfer	1208741	1.99
				29-Aug-2014	49600	Transfer	1258341	2.07
				5-Sep-2014	184800	Transfer	1443141	2.37
				12-Sep-2014	106000	Transfer	1549141	2.55
				31-Mar-2015	-		1549141	2.54
12	HDFC TRUSTEE COMPANY LIMITED A/C HDFC BALANCED FUND*	700000	1.15	1-Apr-2014				
				16-May-2014	15000	Transfer	715000	1.18
				30-Jun-2014	7500	Transfer	722500	1.19
		824894	1.35	23-Jan-2015	50000	Transfer	772500	1.27
				27-Feb-2015	52394	Transfer	824894	1.35
				31-Mar-2015	-		824894	1.35

#Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2014

\*Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

**(v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	Rajendra Singh Pawar*	859	0.00	859	0.00	0.00
2	Arvind Thakur	5,72,773	0.94	5,72,773	0.94	-0.02
3	Vijay Kumar Thadani*	859	0.00	859	0.00	0.00
4	Amit Sharma	55,705	0.09	55,705	0.09	0.00
5	Pratibha K Advani	117	0.00	117	0.00	0.00
	<b>Total</b>	<b>6,37,350</b>	<b>1.05</b>	<b>6,30,313</b>	<b>1.03</b>	<b>-0.02</b>

\*Includes shareholding as Karta (HUF)

## V. INDEBTEDNESS

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

VI. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8,42,03,737.00	21,50,00,000.00	-	29,92,04,439.00
ii) Interest due but not paid	-	57,15,181.00	-	57,15,181.00
iii) Interest accrued but not Due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>8,42,03,737.00</b>	<b>22,07,15,181.00</b>	<b>-</b>	<b>30,49,19,620.00</b>
<b>Change in Indebtedness during the financial year</b>				-
• Addition	4,21,28,429.00	52,68,566.00	-	4,73,96,995.00
• Reduction	4,55,20,300.97	2,07,15,181.00		6,62,36,179.97
<b>Net Change</b>	<b>(33,91,871.97)</b>	<b>(1,54,46,615.00)</b>	<b>-</b>	<b>(1,88,39,184.97)</b>
<b>Indebtedness at the end of the financial year</b>				-
i) Principal Amount	8,08,11,865.03	20,00,00,000.00	-	28,08,11,869.03
ii) Interest due but not paid	-	52,68,566.00	-	52,68,566.00
iii) Interest accrued but not due	-			-
<b>Total (i+ii+iii)</b>	<b>8,08,11,865.03</b>	<b>20,52,68,566.00</b>	<b>-</b>	<b>28,60,80,435.03</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount (Rs.)
		Mr. Rajendra S Pawar, (DIN 00042516) Chairman & Managing Director (Rs.)	Mr. Arvind Thakur (DIN 00042534), CEO & Jt. Managing Director (Rs.)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,69,89,000	2,62,65,194	5,32,54,194
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,44,120	28,61,708	36,05,828
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>2,77,33,120</b>	<b>2,91,26,902</b>	<b>5,68,60,022</b>
	Ceiling as per the Act	-	-	176,479,909

**B. Remuneration to other Directors (Refer Corporate Governance report for details)**

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Mr. Vijay K Thadani (DIN 00042527) (Amt. in Rs.)	Mr. Surendra Singh (DIN 00003337) (Amt. in Rs.)	Mr. Amit Sharma (DIN 00050254) (Amt. in Rs.)	Mr. Ashwani Puri (DIN 00160662) (Amt. in Rs.)	Ms. Holly Jane Morris (DIN 06968557) (Amt. in Rs.)	
	Other Non Executive Directors						
	• Fee for attending board committee meetings	2,40,000	-	-	-	-	2,40,000
	• Commission	7,00,000	-	-	-	-	7,00,000
	• Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>9,40,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,40,000</b>
	Independent Directors						
	• Fee for attending board committee meetings	-	2,40,000	2,40,000	2,40,000	61,630	7,81,630
	• Commission	-	7,00,000	8,00,000	7,50,000	8,51,001	31,01,001
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	9,40,000	10,40,000	9,90,000	9,12,631	38,82,631
	<b>Total (B)=(1+2)</b>	<b>9,40,000</b>	<b>9,40,000</b>	<b>10,40,000</b>	<b>9,90,000</b>	<b>9,12,631</b>	<b>48,22,631</b>
	<b>Total Managerial Remuneration</b>	-	-	-	-	-	6,16,82,653
	Overall Ceiling as per the Act	-	-	-	-	-	194,127,900

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

S I . no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29,08,314	1,15,99,592	1,45,07,906
1	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,35,613	37,23,062	39,58,675
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
	Commission	-	-	-
4	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>31,43,927</b>	<b>1,53,22,654</b>	<b>1,84,66,581</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015.

## ANNEXURE - C

**Information as per Rule 5(1) of Chapter XIII, Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Remuneration paid to Executive Directors**

Name	Title	Remuneration in FY15 (Rs. In Mn)	Remuneration in FY14 (Rs. In Mn)	% increase in Remuneration in FY15 over FY14	Ratio of Remuneration to		
					Median Remuneration of NIITians	Revenue FY15 (%)	Net profit FY15 (%)
Mr. Rajendra S Pawar	Chairman & Managing Director	28.4	24.8	14.72%	38.61	0.21	1.92
Mr. Arvind Thakur	CEO & Jt. Managing Director	34	29.6	14.81%	46.22	0.25	2.30

**Remuneration paid to non-executive Directors**

Name	Title	Remuneration in FY15 (Rs. In Mn)	Remuneration in FY14 (Rs. In Mn)	% increase in Remuneration in FY15 over FY14	Ratio of Remuneration to Median Remuneration of NIITians
Mr. Vijay Kumar Thadani	Non executive Director	.94	.90	4.44%	1.27
Mr. Surendra Singh	Independent Director	.94	.90	4.44%	1.27
Mr. Amit Sharma	Independent Director	1.04	1.00	4%	1.41
Mr. Ashwani Puri	Independent Director	.99	.95	4.21%	1.35
Ms. Holly Jane Morris	Independent Director	.93	-	-	1.27

Note: %increase in remuneration is due to increase in no. of meeting attended during the year.

**Remuneration paid to non- Director KMPs**

Name	Title	Remuneration in FY15 (Rs. In Mn)	Remuneration in FY14 (Rs. In Mn)	% increase in Remuneration in FY15 over FY14	Ratio of Remuneration to	
Ms. Pratibha K Advani	Chief Financial Officer	14.5	12.84	12.90%	Revenue FY15 (%)	Net profit FY15 (%)
Mr. Onkarnath Banerjee	Company Secretary & Legal Head	4.1	3.7	10.42%	0.11	0.98
					0.03	0.28

The percentage increase in the median remuneration of employees in the financial year FY15 over FY14 was 5.00%.

The number of permanent employees on the rolls of company as on March 31, 2015 was 4857.

The total increase in the aggregate remuneration of the Directors and the other KMPs was 14.77%. At the same time, the increase in the aggregate salary of the other employees of the company was 8.5%. The Nomination and Remuneration Committee (NRC) received inputs from HR consulting firms and publicly available data on employee remuneration in the market for similar sized companies in this sector. The 75th percentile was taken as the benchmark for corrections and changes in the managerial compensation as needed. The revenue growth in FY15 was 2.9% and the growth of net profit was (29.2)% over that of FY14.

The key parameters for variable compensation provided to the Whole Time Directors were: (a) Revenue (b) ROCE (c) EPS (d) Sustained Increase in US Presence (e) Scale Up Infrastructure Management Services.

The remuneration paid during the year FY15 was in line with the Remuneration Policy of the Company.

The Company's market capitalisation as on 31st March 2015, based on the closing price of its shares on the National Stock Exchange (NSE), was Rs 2130.7 crore, a decline of 12.8% from Rs 2443.5 crore as on 31st March 2014. The price-earnings ratio for the Company's shares, based on consolidated FY2015 earnings stood at 18.7 on 31st March 2015, compared to 10.6 as on 31st March 2014 based on consolidated FY2014 earnings, representing an increase of 76.8%.

## ANNEXURE - D

**Statement pursuant to first proviso to sub-section(3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed form AOC-1 relating to subsidiary companies**

Amount in Rs.

S. No.	Name of the subsidiary	Report- ing cur- rency	Ex- change rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share- holding	Country
1	NIIT Technologies Ltd, UK	GBP	92.55	303,233,319	1,586,089,322	2,864,249,617	974,926,975	1,573,828,484	3,669,782,049	233,034,607	7,005,942	226,028,664		100%	U.K
2	NIIT Technologies Limited, Thailand	THB	1.91	28,650,000	188,439,784	657,301,733	440,211,949	-	668,612,360	25,966,492	5,932,324	20,034,168		100%	Thailand
3	NIIT Technologies Pte Ltd, Singapore	SGD	45.43	754,791,056	151,159,966	1,036,666,216	130,715,194	592,729,026	434,800,853	(74,490,572)	1,070,785	(75,561,357)		100%	Singapore
4	NIIT Technologies Pty Limited, Australia	AUD	47.53	617,937,625	(596,374,405)	874,559,034	852,995,814	-	436,379,204	(585,535,616)	(450,727)	(585,084,889)		100%	Australia
5	NIIT Technologies BV, Netherlands	EUR	66.97	1,215,572	64,227,846	102,469,993	37,026,575	4,150,332	253,248,060	12,899,360	2,640,761	10,258,599		100%	Netherlands
6	NIIT Technologies Co. Ltd., Japan	JPY	0.52	212,612,647	(213,659,489)	9,580,130	10,626,972	-	14,321,689	(2,009,021)	-	(2,009,021)		100%	Japan
7	NIIT GIS Limited	INR	1.00	10,000,700	475,511,088	1,074,784,219	589,272,431	321,672,666	983,683,002	273,958,059	69,138,954	204,819,105	250,017,500	88.99%	India
8	NIIT Technologies NV, Belgium	EUR	66.97	4,150,357	2,839,932	33,369,759	26,379,470	-	75,881,340	(3,673,637)	12,708	(3,686,345)		100%	Belgium
9	NIIT SmartServe Limited	INR	1.00	500,000,000	61,194,303	631,739,733	70,545,430	-	479,551,986	112,115,649	36,839,792	75,276,057		100%	India
10	NIIT Technologies GmbH, Germany	EUR	66.97	36,023,163	19,744,394	161,757,873	105,990,316	-	319,630,489	6,758,272	2,426,133	4,332,139		100%	Germany
11	NIIT Technologies AG, Switzerland	CHF	64.15	16,037,500	(33,369,452)	23,359,713	40,691,665	-	44,313,133	(18,866,372)	87,796	(18,954,168)		100%	Switzerland
12	NIIT Technologies Inc., USA	USD	62.34	176,913,876	978,055,929	2,063,833,876	908,864,071	200,807,652	8,511,352,499	307,871,353	137,606,836	170,264,517		100%	USA
13	NIIT Insurance Technologies Limited, UK	GBP	92.55	1,162,150	347,835,570	994,170,804	645,173,084	-	1,531,518,973	217,808,373	47,820,307	169,988,066		100%	U.K
14	NIIT Technologies Services Limited	INR	1.00	50,000,000	(23,687,636)	26,497,849	185,485	-	-	(512,015)	384,799	(896,814)		100%	India
15	NIIT Technologies Limited, Canada	CAD	49.17	-	165,651	165,651	-	-	3,818,296	(126,908)	2,950	(129,858)		100%	Canada
16	NIIT Airline Technologies GmbH, Germany	EUR	66.97	66,970,000	67,534,289	165,902,772	31,398,483	-	115,170,117	25,639,264	8,283,586	17,355,677		100%	Germany
17	NIIT Technologies FZ LLC, Dubai	AED	16.97	84,850,000	(76,293,404)	347,763,902	339,207,306	-	893,659,716	(77,182,733)	-	(77,182,733)		100%	Dubai
18	NIIT Media Technologies LLC, USA	USD	62.34	334,558,268	77,439,776	549,144,208	137,146,165	-	1,680,405,506	143,628,451	-	143,628,451		60%	USA
19	NIIT Technologies S.A., Spain	EUR	66.97	13,320,333	197,944,970	329,172,886	117,907,583	-	597,898,181	35,601,252	11,684,926	23,916,326		100%	Spain
20	NIIT Technologies Philippines Inc., Philippines	PHP	1.40	1,400,000	23,501,698	55,150,921	30,249,223	-	160,160,290	10,891,766	3,448,319	7,443,447		100%	Philippines
21	NIIT Technologies Brazil Ltda, Brazil	BRL	19.59	4,897,500	(907,012)	95,101,819	91,111,331	-	132,719,354	2,449,650	2,918,923	(469,273)		100%	Brazil

Notes:-

1- Indian rupee equivalents of the figures given in foreign currencies in the accounts of subsidiary companies, are based on the exchange rates as on 31st March 2015.

2- The reporting period for all subsidiary in March-2015.

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
 The Members,  
 NIIT Technologies Limited  
 Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NIIT Technologies Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the NIIT Technologies Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by NIIT Technologies Limited (the Company) for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock NESAR & Associates, Company Secretaries, New Delhi, India 2 of 3 Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other Applicable Laws:
  1. Laws related to Social Security:
    - a) The Employees' State Insurance Act, 1948
    - b) The Employees' Provident Fund & Miscellaneous Provisions Act, 1952
    - c) The Payment of Gratuity Act, 1972
  2. Laws related to Equality and Empowerment of Women
    - a) The Maternity Benefit Act, 1961
    - b) The Equal Remuneration Act, 1976
  3. Laws related to Wages:
    - a) The Payment of Wages Act, 1936
    - b) The Minimum Wages Act, 1948
    - c) The Payment of Bonus Act, 1965
  4. Laws related to Conditions of Services and Employment
    - a) The Contract Labour (Regulation & Abolition) Act, 1970

- b) The Shops and Establishments Act
- 5. Miscellaneous Acts
  - a) Direct Taxes – Income Tax Act, 1961, Service Tax, Customs Act, Value Added Tax Act, Sales Tax
  - b) Information Technology Act, 2000
  - c) Indian Contract Act, 1965
  - d) Limitation Act
  - e) Indian Evidence Act, 1930
  - f) Trade Mark Act
  - g) Copyright Act
  - h) Patent Act
  - i) Indian Penal Code
  - j) Negotiable Instrument Act
  - k) Consumer Protection Act.
  - l) Sale of Goods Act
  - m) The Code of Criminal Procedure, 1973
  - n) The Environment (Protection) Act, 1986 -
  - o) Central Sales Tax, 1956
  - p) Sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act 2013,

We have also examined compliance with the applicable clauses of the following:

- i. The Secretarial Standards formulated by the Institute of Company Secretaries of India and notified by the Central Government is not applicable during the year under review.
  - ii. The Listing Agreement entered into by the Company with National Stock Exchange and Bombay Stock Exchange;
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines mentioned above.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executives Directors and the Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice along with detailed agenda were is given to all directors for the Board Meetings and a system exists for seeking and obtaining further information and clarification on agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes maintained by the Company for the Board/ Committee and Shareholders, we noticed that all the decisions were approved by the respective Board/ Committee and Shareholders without any dissent note.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We also report that** the compliances of other applicable laws, as listed in Para (vi) above, are based on the management certifications and further reporting to the Board through agenda papers.

For Nesar & Associates  
Company Secretaries

Nesar Ahmad  
Company Secretary  
FCS: 3360; CP-1966

Date: May 05, 2015  
Place: New Delhi

## ANNEXURE - F

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

## 2. The Composition of the CSR Committee.

3. Average net profit of the company for last three financial years for the computation of CSR

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year;

(b) Amount unspent, if any;

(c) Manner in which the amount spent during the financial year is detailed below.

1	2	3	4	5	6	7	8
S. No	CSR project or activity Identified	Sector in which the Project is covered	Projects or programs	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through Implementing agency*
					Sub - heads:		
1	NIFT Institute of Information Technology	Education	(1) Local area or other	45,995,000	(1) Direct expenditure on projects or programs	45,995,000	Direct
			(2) Specify the State and district where projects or programs was undertaken		(2) Overheads	-	
2	Government Schools : Govt School Murshadpur, Govt School Gharbaria, Tapovan Vidya Mandir, Junior High School, Raipur, NIFT Foundation, Govt. School, Karjat, Near Mumbai."	Education	(1) Local area or other	1,242,048	(1) Direct expenditure on projects or programs	1,242,048	Direct
			(2) Specify the State and district where projects or programs was undertaken		(2) Overheads	-	
				47,237,048	47,237,048	47,237,048	
	<b>TOTAL</b>						

6. In case the Company has failed to spend the 2% Average Net Profit of the last 3 financial years or any part thereof, the Company shall provide the reasons for not spending the amount in the Board Report.

7. Responsibility Statement of the CSR Committee that the implementation & monitoring of the CSR Policy is in compliance with the CSR Objectives and policy of the Company	We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR Objectives and policy of the Company
--	--

Place : New Delhi

Sd/-  
Arvind Thakur  
(CEO & Jt. Managing Director)

## Management Discussion and Analysis

### **NIIT Technologies: Sharply focused, highly specialized, investing in new technologies**

Over the years, NIIT Technologies has consistently endeavored to stay focused on select industry verticals and practice lines where it already has a strong track-record, relationships, brand recall and visibility, or other competitive advantages such as intellectual property (IP) assets and partnerships. Such sharp focus tends to result in a highly differentiated position in the marketplace and enables more efficient allocation of resources, both financial and non-financial, within the Company. The diligent execution of this strategy to 'Focus and Differentiate' is aligned to the Company's goal of establishing itself as the 'first choice' for customers and has allowed it to compete effectively on the strength of its specialization in its chosen vertical segments.

#### **Investing in Digital Services**

The increasing adoption of digital technologies by businesses and enterprises across industries, while disruptive with regard to traditional service offerings and delivery models, present a tremendous opportunity for specialized IT players such as NIIT Technologies with the deep domain expertise necessary to be able to partner with customers on their digital transformation journey. The Company has identified Digital Services as a key growth driver and a priority area for incremental investments and resource allocation, creating a dedicated team and a comprehensive services stack.

#### **Early mover advantage**

NIIT Technologies has been an early mover in the field of Digital Services and SMAC (Social/Mobility/ Analytics/ Cloud). For instance, the Company entered into a partnership with Hitachi to provide reliable and scalable Cloud infrastructure as early as in FY2011. The Company now offers an array of services on the Cloud through a variety of models that include:

- Software-as-a-Service (SaaS), where software and associated data are hosted on the Cloud;
- Platform-as-a-Service (Paas), which allows the development, deployment, testing, and cloud-integration of applications;
- Infrastructure-as-a-Service (IaaS), which is a pay-as-you-use model for the use of IT resources.

In the area of Mobility, the Company has developed multiple specific capabilities including Native Mobile Applications and Enterprise Mobility, providing customers with scalable and cost-effective solutions.

Business Analytics is a field where NIIT Technologies is able to leverage its understanding of the industries that clients operate in, helping them make intelligent decisions by deploying automated, transparent, and integrated information management systems.

The Company has seen encouraging traction in industry verticals where it already is seen as a leader, such as Travel & Transportation where its offerings include Revenue Analytics and Route Profitability Analyzer, and Insurance where IP assets like Exact and Acumen help insurers in various areas such as exposure management and financial reporting.

#### **Comprehensive offerings and assets**

NIIT Technologies' digital services stack enables businesses to strategize, build and leverage digital technologies and create market-ready solutions with transformational benefits to customers across verticals. The Company has clearly articulated its offerings in this area across four elements:

- **Digital Experience:** multichannel offerings, mobility solutions and digital marketing. The Company has implemented a comprehensive digital strategy for its clients which includes the revamp of mobile applications, real-time integration with applications and creation of digital channels for its customers.
- **Cloud:** end-to-end tailored services that deliver key Cloud benefits to customers. The Company works closely with its customers to understand their business needs and deliver business agility, scalability, and flexibility, in a robust and secure environment.
- **Analytics:** supporting the traditional and New Data Analytics needs of enterprises. With Digital Foresight® the Company also offers predictive analytic solutions.
- **Digital Integration:** Integrating complex legacy systems with digital front-ends; Digitalization of processes; and intelligent business process management services.

#### **Strategic investment in Digital Integration: Acquisition of 51% stake in Incessant Technologies**

In May 2015, the Company made its foray into the high opportunity area of Digital Integration by acquiring 51% stake in Incessant Technologies, a global BPM specialist sharply focused on enabling its clients to automate and integrate back end systems with a digital front end.

Incessant has over 300 consultants who are certified practitioners, strong relationships with more than 20 clients, and strong alliance partnerships with leading platform providers like Pegasystems and Appian. This acquisition provides NIIT Technologies with the capability to be a significant player in the Digital Integration space with Digitization and Automation of business processes

for seamless customer experience, and also enables the Company to reinforce its position in the BSFI vertical across geographies including North America, Europe, and Australia.

Incessant is a fast growing company with FY2014 revenues of US\$ 13.9 million and FY2015 revenues of US\$ 17 million, and is expected to be margin and EPS accretive for NIIT Technologies in FY2016, on a consolidated basis.

#### **Reinforcing leadership with +ADVANTAGESuite for commercial insurers**

As a responsive, customer-centric organization, NIIT Technologies keeps evaluating opportunities where it can leverage its innovative capabilities and domain expertise to make its clients more competitive. In line with this approach, in FY2015 the Company invested in and launched +ADVANTAGESuite, a next generation platform designed to support growth and underwriting profitability of Commercial Insurance firms. The Company already has a strong presence in the commercial insurance space in the UK, with an existing portfolio of IP assets. The newly launched +ADVANTAGESuite's highly configurable business-user led platform readily adapts to the needs of specific classes of business, allowing new lines to be brought to market quickly. Precise risk visualisation and impact assessment at the point of underwriting, further helped by analytics and reports, enables insurers to make better decisions and write more profitable business. This platform is designed as a decision support system that enables profitable underwriting, which is a significant leap over traditional policy administration systems that are mainly systems of record.

#### **Review of operating and financial performance**

The Company's operating performance during FY2015 reflects the roll-out of its corporate agenda and organizational restructuring that was initiated in the latter part of the preceding fiscal, which entailed growing the western markets and the US in particular (implying a shift away from bidding for large public sector projects in the domestic market, except in specialized areas such as GIS that tend to deliver better margins), scaling up the Infrastructure Management Services (IMS) business, reinforcing leadership in the Travel & Transportation vertical, and creating a dedicated Digital Services business team.

The Company's ability to register a sustained and healthy level of fresh orders through the course of the year has enabled it to deliver a stable revenue performance for FY2015 despite having undergone a transition marked by significant changes in both direction and structure. Consolidated revenues increased 3% from Rs 23,050 million in FY2014 to Rs 23,725 million in FY2015. The reduced emphasis on domestic system integration projects resulted in lower contribution to overall revenues

from hardware/purchase-for-resale (PFR), resulting in reduction in government revenue share from 8% in FY2014 to 5% in FY2015. Softness in some large accounts during the year under review also affected overall revenue expansion. While the Company began FY2015 with a sequential drop in revenues as well as margins during the first quarter itself, reflecting the aforementioned factors as well as seasonal softness in GIS business besides exchange rate headwinds, its performance gathered momentum during the course of the year with an industry-leading performance during the fourth quarter on the back of a healthy pick-up in business from international geographies and growth in the Insurance and Travel & Transportation verticals.

Operating (EBITDA) profit for the year was Rs 3,457 million compared to Rs 3,515 million in FY2014. Operating margin for FY2015 was 14.6%, marginally lower than 15.2% reported in the preceding financial year as a result of increase in SG&A in international geographies due to leadership hires. The Company's net profit after tax (PAT) of Rs 1,141 million during FY2015 reflects an impact of exceptional item of Rs 800 million, related to a dispute between one of the Company's subsidiaries and its client in the APAC region which has been resolved and settled.

(Consolidated financials include the financials of NIIT Technologies Limited and its subsidiaries, including subsequent level companies after eliminating inter-company transactions.)

#### **Revenue analysis**

An analysis of the revenue mix for FY2015 shows a noticeable growth in the revenue share of western markets among geographies, Travel & Transportation among verticals, and IMS among horizontal service lines. This is in line with, and demonstrates the successful execution of, the corporate agenda priorities outlined above.

Geographies: contribution to consolidated revenues (in %)	FY 2015	FY 2014
Americas	44%	42%
EMEA	36%	37%
Rest of World	20%	21%

Verticals: contribution to consolidated revenues (in %)	FY 2015	FY 2014
Travel & Transportation	40%	37%
Insurance	18%	19%
Banking and Financial Services	15%	15%
Government	5%	8%
Others(including Manufacturing)	22%	21%

Practice Lines: contribution to consolidated revenues (in %)	FY 2015	FY 2014
Application Development & Management	61%	63%
IP Assets	9%	9%
Infrastructure Management Services	17%	13%
System Integration & Package Implementation	7%	10%
Non-linear BPO	3%	2%
BPO	3%	3%

During FY2015, the share of Infrastructure Management Services to total revenues increased to 17% from 13% in FY2014, representing a growth of 43%.

#### Order intake and client additions

The Company secured fresh orders worth \$425 million during FY2015, with 67% of it coming from the western markets. This order intake was derived from both existing customers as well as new clients acquired during the course of the year, and included some large-sized deals as well. A total of 19 new clients were added during the year under review, compared to 16 in the preceding year. Of these new customers added in FY2015, 11 were in the US and 4 were in the EMEA (Europe & Middle East) region, as under:

New clients addition by geography	FY 2015	FY 2014
Americas	11	3
EMEA	4	5
Rest of World	4	8
<b>TOTAL</b>	<b>19</b>	<b>16</b>

The order book executable over the next 12 months as on 31st March 2015 stood at \$295 million.

#### Sales and marketing transformation

During the year, NIIT Technologies made significant progress in the transformation of its sales and marketing activity in line with the corporate agenda, with major improvements in internal processes as well as induction of fresh talent into the organization. The Company now has a new global marketing head, supported by new marketing heads in each of its key geographies – North America, Europe, and Asia-Pacific. It has also added new sales heads in the both the US and Europe for the Travel & Transportation vertical. In addition to that, NIIT Technologies also inducted new heads to lead its sales efforts in the BFS and Insurance segments in the US.

These initiatives have contributed to the substantially better quality of new client additions, with 19 new accounts added and 3 large deals won in FY2015. The Company has been able to successfully ramp-up many

of the new logos added by it.

In addition to the induction of fresh talent into its sales and marketing functions as detailed above, the Company has reinforced its senior leadership team with a new head for its European business. NIIT Insurance Technologies Ltd, the Company's IP-led insurance business in the UK, is now led by a new business leader reassigned from within the organization. The Company is also in the process of identifying a new business head for its Digital Services business.

#### Human resources

As a knowledge-led organization, its human resources are the Company's most important assets and it continued to implement measures aimed at enhancing the quality of its talent pool during the year under review. These include an organization-wide culture change initiative aligned to the service vision of "New Ideas, More Value", that was launched in the preceding fiscal and continued during the year under review.

Driven by its innovative human resources (HR) policies and best practices, NIIT Technologies has over the years been ranked among the best places to work. During FY2015, the Company was also successfully appraised at People Capability Maturity Model (PCMM®) Maturity Level 5 again. The evaluation for all locations in India was based on a thorough analysis of the organization's people practices, which was more stringent this time with enhanced focus on the quantitative aspects of HR. Developed by the Software Engineering Institute (SEI) at Carnegie Mellon University in the US, PCMM is a maturity framework that focuses on continuously improving the management and development of the human assets of an organization. Level 5 is the highest maturity level in the model.

As on 31st March 2015, the Company had a total of 8,494 NIITians, as its employees are often referred to. Attrition rate for the year was 15.8%.

#### Macroeconomic environment remains supportive

On an overall basis economic activity through most of the world, particularly larger economies such as the US and the UK, are demonstrating signs of sustained growth. The US economy registered an annual growth of 2.4% for the year 2014, the highest rate since 2010, and forecasts point to an even better growth during 2015. The UK economy recorded a growth of 2.6% during 2014, the fastest since 2007. The IMF has in its forecast estimated that the US and the UK economies should grow in 2015 by 3.1% and 2.7%, respectively.

Some pockets of sluggishness do remain, such as the Eurozone and some BRIC nations, but the global economy as a whole is estimated to stay on its growth trajectory. Reduced uncertainty post the general elections in May 2014 and expectations of additional reforms and initiatives thereafter seem to indicate a healthy environment for India. This optimism is reflected in the recent (in April 2015) upward revision of India's sovereign rating outlook by Moody's.

The substantial and rapid decline in crude oil prices during the second-half of FY2015 has been among the most significant developments from a macroeconomic perspective and will probably have different implications for different economies. While a softening in oil prices augurs well for industry segments such as airlines that are a key component of NIIT Technologies' travel & transportation vertical, the volatility in commodity prices such as crude oil and foreign exchange markets also imply that a certain degree of uncertainty continues to exist, and that the macro-environment is always subject to sudden events or developments that could affect business confidence and demand trends.

#### **The Indian IT-BPM industry continues to be in growth mode**

During the financial year under review (FY2015), the Indian IT-BPM (Information Technology & Business Process Management) industry is likely to have grown by about 13% to US\$146 billion, with exports growing by 12.3% to US\$98 billion, as per NASSCOM. IT Services exports are estimated to have grown by 12.6% to more than US\$ 55 billion during the same period.

The future outlook for the industry remains healthy, with NASSCOM projecting a growth of 12% to 14% during the next financial year FY2016 for exports from the Indian IT-BPM industry. Delivery of such growth in the coming year and beyond that is expected to increasingly depend upon the industry's ability to innovate and adapt to the multiple and momentous changes transpiring within the technology and demand landscape, led by the advent and embracement of Digital and SMAC (Social/ Mobility/ Analytics/Cloud) technologies by businesses worldwide. Industry players such as NIIT Technologies that are sharply focused on specific industry verticals and have been making investments in these new areas over a sustained period of time are likely to be better prepared to meet the challenges generated by the shifts in customer expectations, demand trends, and service/ solutions delivery dynamics.

#### **Outlook**

The year under review has been one of transition and transformation, as the Company continued with its efforts to re-organize and re-orient itself to capitalize on high potential opportunities while adapting to the ongoing shifts in the technological and demand landscape. It has made the investments necessary to build capabilities and create an innovation-led service culture aimed at delivering exceptional value. The Company already possesses a strong traditional IT services & solutions operation and has moved swiftly to reinforce its capabilities in its fast-growing new technologies based business that includes Digital Services. The Company has been witnessing encouraging traction in Digital Services and work related to the digital transformation of customer organisations, and these are likely to emerge as one of the key growth drivers for NIIT Technologies going forward.

#### **Related Party Transactions**

The details pertaining to Related Party Transactions are given in the Notes to Accounts section. Related Party Transactions are defined as transactions of the Company with the Promoters, Directors or the Management, its subsidiaries or other related parties who may have a potential conflict with the interests of the Company at large. All transactions covered under Related Party Transactions are regularly ratified and/or approved by the Board, the guiding principles being arm's length, fairness and transparency.

#### **Internal Controls**

In order to ensure that its assets and interests are adequately protected, NIIT Technologies has in place an adequate system for internal control, commensurate with its size and nature of business. The Company's internal control policies cover its financial and operating functions. The internal control systems and processes are continually reviewed for effectiveness and augmented by documented policies and procedures. A robust internal audit program driven by a dedicated internal audit team helps ensure that proper processes and internal controls systems are strictly adhered to. The Company uses leading ERP solutions in its global operations to monitor and review its worldwide operations online, which helps it exercise internal control measures more effectively. The Board's Audit Committee, which is a sub-committee of the Board of Directors, reviews adherence to internal control systems, internal audit reports and implementation of suggestions or recommendations. This Committee also reviews all quarterly and yearly financial reporting of the Company and conveys to the Board its recommendation for consideration of such financial results and their approval.

#### **Risk Management and Mitigation**

NIIT Technologies operates in a highly dynamic, global, and competitive environment and is thus subject to a number of factors that might have an impact on its business. The Company's risk management and mitigation practice aims to continually identify, assess, monitor, and mitigate various risks to its business, financials, and operating performance. Discussed below are some of the challenges and/or risks that might have to be addressed and/or managed. This may not be an exhaustive list of possible risk factors, as some presently not known or deemed immaterial uncertainties could emerge in the future. The factors discussed below are not necessarily in order of importance.

**Macroeconomic and geo-political risks:** The Company operates across geographies, with a business presence in North America, Europe & Middle East (EMEA), and the Asia-Pacific. Its order booking and revenues are affected by the economic performance, consumer confidence, macroeconomic indicators, and laws or rules of the countries and markets it operates in. In addition to that, the ability of India's IT industry to secure offshore projects from global client organisations is often subject to threat

perceptions with respect to the Indian subcontinent. Any internal unrest or natural calamities in places where the Company has an operating presence could also have negative implications. In order to mitigate these risks and to ensure continued delivery of services to clients irrespective of any disturbances, the Company has been taking appropriate measures in respect of disaster recovery and business continuity in different locations. The Company's relatively balanced geographic presence (with the Americas, EMEA, and Rest of the World contributing 44%, 36%, and 20% to revenues, respectively), too helps lower business portfolio risk from a geographic perspective.

**Exchange rate risk and hedge accounting:** Closely linked to the macroeconomic environment are fluctuations in foreign currency exchange rates, given that the Company's revenues tend to be denominated in multiple currencies that includes the US dollar, British pound sterling, and the Euro. A substantial portion of the Company's revenues is derived from foreign exchange and any fluctuation in foreign exchange rates could have an impact on the Company's performance. The functional currencies for the Company and its subsidiaries' operations are the respective currencies of the countries in which they operate. The Company actively books foreign exchange forward covers/derivative options to hedge against foreign currency fluctuations related to its bills receivables and anticipated realisations from projected revenues. In accordance with its risk management policies and procedures, the Company uses derivative instruments such as foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The derivatives that qualify for hedge accounting and designated as cash flow hedges are initially measured at fair value and are re-measured at a subsequent reporting date, with changes in the fair value of the derivatives (that is, gain or loss, net of tax impact) recognized directly in shareholders' funds under hedging reserve to the extent considered highly effective. Gain or loss on 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 recognized in the Profit and Loss account. Hedge accounting is discontinued when the hedging instrument expires, sold, terminated, or exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instrument recognized in shareholder's funds under hedging reserve is retained there until the forecasted transaction occurs, after which the same is adjusted against the related transaction. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholder's fund is transferred to Profit and Loss account in the same period.

**Competition-related risk:** The global IT services market is highly competitive and NIIT Technologies

competes with both Indian and foreign IT firms that are present in many of its target markets. The Company's differentiated business model, recognition in the market place within its industry verticals of focus as a specialist, domain specialization, IP assets, and long-standing relationships with several key clients has been enabling it to deliver growth in a highly competitive environment. The Company intends to stay the course in terms of following its strategy to Focus and Differentiate. It has an active marketing program and has established relationships with various industry analyst firms worldwide, and frequently participates in or organizes IT conferences and industry-specific events attended by CIO's and executives of major corporations. Such initiatives, along with ongoing investments in front-end sales, marketing, and delivery infrastructure helps the Company maintain its competitive edge over other players. Some global IT vendors, who have been increasing their India presence by setting up offshore delivery centres, also pose a challenge to the Company's efforts to attract and retain talent from a limited supply pool of skilled human resources in the country. The Company itself, however, has a large presence in the country with facilities across cities and operates facilities in international locations as well. NIIT Technologies is also well-regarded for its people practices.

**Execution risks:** The Company has been pursuing and entering into multiple large and transformational engagements across geographies. Some such engagements are at times priced on a fixed-bid/fixed-price basis, and any inability to adhere to delivery schedules or quality could have an adverse impact. The Company does have a strong track record of undertaking and delivering complex programs, and has also made investments to strengthen its project/program management capabilities. It follows global standards of development, including an ISO 9001:2000 certification, assessment at Level 5 of SEI-CMMi as well as PCMM frameworks, and BS 7799 information security management certification.

**Employee-related risks:** The Company's ability to attract and retain skilled and talented human resources is a key enabler of operational success. High levels of attrition or constraints in the availability of skilled human resources can have an adverse impact of its ability to deliver optimal performance. NIIT Technologies has a strong set of values and policies that drive its Human Resources function and initiatives. The Company has maintained a competitive, healthy and harmonious work environment at all levels. It has initiated multiple steps aimed at strengthening its recruitment processes, aligning employees with organizational values and vision, and retention of the best talent. During FY2015, NIIT Technologies was assessed at the highest maturity level (Level 5) in the People Capability Maturity Model (PCMM®), a maturity framework that focuses on continuously improving the management and development of the human assets of an organization. As a knowledge-led organization,

innovation, technological competence, and domain expertise are among the key ingredients for the Company's success. It is therefore imperative that NIIT Technologies is able to attract and retain superior talent on a sustainable basis. The Company offers world class infrastructure, an excellent work culture, competitive salaries constantly benchmarked to the market, high quality training, prospects for career development, and long term career growth opportunities in order to remain an employer of choice. The Company's facilities are located in cities that have good availability of skilled manpower, and its operations (including that of its subsidiaries) are managed by locally recruited professionals and talents across geographies.

**Concentration risks:** Concentration risks arise from concentration of a large part of revenues from either a small set of large clients or from one particular market, country, or geography. NIIT Technologies has a relatively diversified client and geographic mix, and it has been able to ensure that it does not become too dependent on any particular geography or customer. NIIT Technologies has a broad-based clientele, with the Top 10 customers contributing about 45% of FY2015 revenues. Americas, EMEA, and Rest of the World contributed 44%, 36%, and 20% of revenues respectively, during FY2015, which makes the Company's revenue mix fairly balanced.

**M&A execution and integration risks:** While it did not make any acquisition during the year under review, NIIT Technologies has chosen organic and inorganic routes to grow exponentially in the future years. In that case, the Company may be exposed to risks relating to strategic or cultural alignment with the acquired entity, increase in costs on account of staffing or advisory fees, any due diligence lapses, and other practical challenges in integration. NIIT Technologies follows a strategic approach in pursuance of its M&A activities and many of the risks are mitigated by restricting the choice of target companies by applying certain rigorous selection criteria and proper due diligence process to validate assumptions, using a team of experts as and when necessary, as well as by appropriate resourcing of integration efforts.

**Liquidity Risk:** The Company has a robust process for contract evaluation, multiple-vetting procedures, and strong account management processes & systems for collection of receivables. It also shares long term relationships with many of its clients and monitors projects on a regular basis, tracking issues relating to cost escalations.

**Obsolescence Risk:** The Company operates in a highly dynamic industry that is exposed to the advent of new and disruptive technologies or delivery models. Changes in technologies, software, products, method of services delivery, systems, processes, standards etc can impact its operational performance. The Company has had extensive experience through operations involving multiple aspects of technology like application development, maintenance of new and old applications, software application support, IT Infrastructure management, ERP implementations, managed services, remote infrastructure management, data center management, product sale, platform based services, and BPO services. The Company has always adapted to evolving market dynamics and new engagement models, and also has a track record of identifying relevant industry trends and staying ahead of the curve – its investments and initial success in areas such as Digital Services and Social Media, Mobility, Analytics, & Cloud (SMAC) reflect its intent and ability to be market-ready in the face of any shifts in the business landscape.

**Investment portfolio related risks:** NIIT Technologies is a profitable, cash-generating company. The Company, as a policy, does not prefer to invest its surplus cash in high risk assets such as equities or low liquidity assets like real estate. The primary area of risk for the Company's market exposures are related to the interest rate risk on its investment securities. To mitigate interest rate risk, all surplus funds are invested in appropriate avenues upon a review by the investment committee. All investment decisions are driven by certain guiding principles including the safety of investments, liquidity, and returns.

("The Company" in the context of this report means NIIT Technologies Limited and/or its subsidiaries.)

Important note: Certain statements made in this report relating to the Company's objectives, projections, outlook, estimates, etc. may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such estimates or projections etc., whether expressed or implied. Several factors including but not limited to climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities, etc., over which the Company does not have any direct control, could make significant difference to the Company's operations.

## Report on Corporate Governance

### OVERVIEW

NIIT Technologies Limited is a values-led organisation with a corporate governance philosophy that emphasizes consistent adherence to high standards of ethics, transparency, and accountability. For the Company, corporate governance encompasses a broader value system that needs to be an integral part of its corporate culture and plays a key role in strategic decision-making as well as overall business operations. In line with this view, the Company has been following corporate governance best-practices and strives to do more than what is mandatory. This enables the Company to build and sustain the trust and confidence of all its stakeholders, from customers and employees to shareholders, vendors, communities around its facilities, as well as society at large.

The Company's Board considers good corporate governance to be a key driver of sustainable corporate growth and long term value creation, and exercises its fiduciary responsibilities accordingly. During the financial year under review (FY2015), the Company duly addressed the requirements or guidelines pertaining to corporate governance, as stipulated under the Listing

Agreement with the Stock Exchanges, and also explored avenues to create a more robust governance mechanism.

### BOARD OF DIRECTORS

The Company is managed and controlled through a professional Board of Directors ("Board") comprising of a combination of mandatory Executive and Non-Executive Independent Directors. The composition of the Board of the Company is in conformity with the provisions of clause 49 of the Listing Agreement with the Stock Exchange(s) & Companies Act, 2013. The present composition of the Board is seven (7) members out of which four (4) members are Independent Directors, which constitutes more than 50 percent of the total strength of the Board. The Board consists of eminent persons with considerable professional expertise and experience. The Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which may affect the independence or judgment of the Directors.

### Composition of the Board as on March 31, 2015

Independent Directors	4
Non-Executive Promoter Director	1
Chairman and Managing Director	1
CEO and Joint Managing Director	1
Total	7

The Chairman of the Board of Directors is an Executive Director. As required under Section 149(3) of the Companies Act, 2013, Ms. Holly Jane Morris, a woman Director, was appointed as an Independent Director on the Board of the Company.

The composition of Board alongwith the number of **Directorship** and **Chairmanship/Membership** of committees held by them, is given hereunder:

Name of Directors	Present Designation	Category	No. of Directorships held in all public companies#	No. of Committee Chairmanships / Memberships held in all other public companies @	
				Chairmanships	Memberships
Mr. Rajendra S Pawar (DIN 00042516)	Chairman & Managing Director	Promoter & Executive	10	-	3
Mr. Arvind Thakur (DIN 00042534)	CEO & Joint Managing Director	Executive	5	1	2
Mr. Vijay K Thadani (DIN 00042527)	Director	Promoter & Non-Executive	8	3	3
Mr. Surendra Singh (DIN 00003337)	Director	Non-Executive, Independent	5	1	2
Mr. Amit Sharma (DIN 00050254)	Director	Non-Executive, Independent	3	-	1
Mr. Ashwani Puri (DIN 00160662)	Director	Non-Executive, Independent	2	1	-
Ms. Holly Jane Morris (DIN 06968557)*	Additional Director	Non-Executive, Independent	-	-	-

# including NIIT Technologies Limited and excluding private, foreign and section 8 Companies.

@ Board committee for this purpose includes Audit Committee and Stakeholders' Relationship committee

\*Ms. Holly Jane Morris has been appointed as an Additional Director of the Company w.e.f. October 15, 2014.

### Board meetings and Directors' attendance

During the year April 1, 2014 to March 31, 2015 the Board met Six times.

Attendance of each director at the Board meetings and the last annual general meeting is as follows:

Name of Director	Board Meeting						AGM
	May 09, 2014	July 15, 2014	October 15, 2014	January 14, 2015	March 23, 2015	March 31, 2015	July 07, 2014
Mr. Rajendra S Pawar	Y	Y	Y	Y	Y	Y	Y
Mr. Arvind Thakur	Y	Y	Y	Y	Y	Y	Y
Mr. Vijay K Thadani	Y	Y	Y	Y	Y	Y	Y
Mr. Surendra Singh	Y	Y	Y	Y	Y	Y	Y
Mr. Ashwani Puri	Y	Y	Y	Y	Y	Y	Y
Mr. Amit Sharma	Y	Y	Y	Y	Y	Y	Y
Ms. Holly Morris*	N.A.	N.A.	N.A.	Y	N	N	N.A

Y: Attended

N: Leave of absence granted

\*Ms. Holly Morris was appointed in the meeting held on October 15, 2014

### Directors appointed/retired during the year

Ms. Holly Jane Morris, was appointed as Additional Director in the capacity of Non-executive Director of the Company on October 15, 2014, pursuant to the requirement of Companies Act, 2013. Her appointment has been proposed to be regularized at the forthcoming Annual General Meeting of the Company.

### Disclosure regarding appointment/re-appointment of Director

All the Directors except the Independent Directors, are liable to retire by rotation and if, eligible, may offer themselves for re-appointment. Accordingly, Mr. Rajendra S Pawar (DIN 00042516), Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

No Director has resigned during the year.

### Appointment Letters and Familiarization Program for Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The terms and conditions of the appointment are also placed on the website of the Company.

Each newly appointed Director is taken through a familiarization program in terms of the Listing Agreement including the interaction with the Managing Directors & CEO & the Senior Management of the Company covering all marketing, finance and other important aspects of the Company. The Company Secretary briefs the Director about their legal and regulatory responsibilities. The familiarization program also includes interactive sessions with Business and Functional Heads and visit to the Business Centers.

### THE BOARD COMMITTEES

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate

Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

### Audit Committee

The Audit Committee is responsible for the effective supervision of the financial reporting processes to ensure proper disclosure of financial statements, their credibility, and compliance with the Accounting Standards, Stock Exchanges and other legal requirements, reviewing with internal and external audit and internal control systems, assessing their adequacy ensuring compliance with internal controls; reviewing findings of the Internal Audit, reviewing the Company's financial and risk management policies and ensuring follow up action on significant findings, and reviewing quarterly, half yearly and yearly annual accounts. It acts as a link between Statutory and Internal Auditors and the Board of Directors of the Company. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### The composition of the Audit Committee and details of the Meetings and Attendance during the FY2014-15 are as under:

Name of the Committee member	Category	Designation	Date of changes
Mr. Ashwani Puri	Independent Director	Chairman	N.A.
Mr. Surendra Singh	Independent Director	Member	N.A.
Mr. Vijay K Thadani	Non-Executive Promoter Director	Member	N.A.
Mr. Amit Sharma	Independent Director	Member	N.A.

Name of Members	Audit Committee					
Name of Director	May 08, 2014	July 14, 2014	October 15, 2014	November 20, 2014	January 13, 2015	March 31, 2015
Mr. Ashwani Puri	Y	Y	Y	Y	Y	Y
Mr. Surendra Singh	Y	Y	Y	Y	Y	Y
Mr. Amit Sharma	Y	Y	Y	Y	Y	Y
Mr. Vijay K Thadani	Y	Y	Y	Y	Y	Y

Y: Attended

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

### Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation/Remuneration Committee" as the "Nomination and Remuneration Committee". The Nomination and Remuneration Committee has adopted a Charter in terms of the Companies Act, 2013, which, inter-alia deals with the manner of selection of Directors, Key Managerial Personnels (KMP) and senior management personnels and their remuneration and to frame a policy to implement the same. The Committee is responsible for framing policies and systems for the Stock Options Plan, as approved by the shareholders. The role of the Committee was enhanced to include formulation of criteria for Evaluation of every Directors' performance, recommend to the Board, plans and process for succession for appointments to the Board and senior management, devising a policy on Board diversity

### Meetings held and attendance during the year:

The particulars of the meeting attended by the member of the Nomination and Remuneration Committee and the date of the meetings held during the year are given below:

Name of the Member	May 09, 2014	June 4, 2014	July 15, 2014	August 05, 2014	October 15, 2014	January 14, 2015	March 31, 2015
Mr. Amit Sharma	Y	Y	Y	Y	Y	Y	Y
Mr. Surendra Singh	Y	Y	Y	Y	Y	Y	Y
Mr. Vijay K Thadani	Y	Y	Y	Y	Y	Y	Y

Y: Attended

### Details of Remuneration paid to Directors during the year April 1, 2014 to March 31, 2015

#### A. Executive Directors

(in Rs.)

Name of the Director	Mr. Rajendra S Pawar	Mr. Arvind Thakur
Salary and Allowances	1,27,79,000	1,39,54,742
<b>Part – A</b> Perquisites	-	12,86,444
<b>Part – B</b> Contribution to Provident Fund, Superannuation Fund or Annuity Fund	25,09,469	30,00,414
Performance- linked Bonus paid during the year pertaining to the year 2013-14	1,09,33,059	1,30,78,952
<b>Total</b>	<b>2,62,21,528</b>	<b>3,13,20,552</b>

Service Contracts: The current term of Mr. Rajendra S Pawar and Mr. Arvind Thakur will expire on May 31, 2019.

Notice period: 6 months, unless otherwise agreed by the Board

Severance Fees: No severance fees, unless otherwise agreed by the Board

Performance criteria: As determined by the Nomination and Remuneration Committee and the Board.

During the year, Mr. Arvind Thakur was granted the following Stock Options:

No. of Stock Option granted	Price (Rs.)	Vesting Period
1,00,000	409.75	20% each year over a period of 5 years
1,00,000	393.70	20% each year over a period of 5 years

### B. Non-Executive Directors

The remuneration paid to Non-Executive Directors by way of Commission is in accordance with the resolution passed by the shareholders of the Company on July 07, 2014. The Non-Executive Directors are paid sitting fees for attending Board & Audit Committee Meeting only.

The details of remuneration paid to Non-Executive Directors are as below:

(in Rs.)

Particulars	Mr. Vijay K Thadani (Rs.)	Mr. Surendra Singh (Rs.)	Mr. Amit Sharma (Rs.)	Mr. Ashwani Puri (Rs.)	Ms. Holly Jane Morris (USD)
<b>Commission</b>	7,00,000	7,00,000	8,00,000	7,50,000	30,000
<b>Sitting Fees</b>	2,40,000	2,40,000	2,40,000	2,40,000	1,000

### Details of Stock options granted to Non-Executive Directors under Employee Stock Option Plan 2005

There are no outstanding shares to be exercised by the Non-Executive Directors of the Company. The details of equity shareholding of Non-Executive Directors as on March 31, 2015 is as below:

Name	Number of shares held
Mr. Vijay K Thadani	859
Mr. Surendra Singh	NIL
Mr. Amit Sharma	55705
Ms. Holly Jane Morris	NIL
Mr. Ashwani Puri	NIL

The Company has not granted any shares under the ESOP Scheme 2005 to any Independent Director of the Company after the implementation of Companies Act, 2013.

### NOMINATION & REMUNERATION POLICY

#### Preamble

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, the Board of Directors of a listed company shall constitute the Nomination and Remuneration Committee ("Committee") consisting of three or more non-executive directors out of which not less than one-half shall be independent

directors. The Company has already constituted the Committee comprising three members, two of which are Independent Directors.

Further, the Committee is required to devise a policy to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees. This policy shall also act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

### Objective

This policy is framed with following key objectives:

1. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
2. That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
3. That the remuneration to Directors, Key Managerial Personnel (KMP), and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and achievement of its goals.
4. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration.
5. To formulate the criteria for evaluation of Independent Directors and other Directors on the Board.

### Applicability

This policy is applicable to:

1. Directors (Executive, Non-Executive and Independent)
2. Key Managerial Personnel (KMP)
3. Senior Management Personnel

### Definitions

- i) **“Act”** means the Companies Act 2013 as amended from time to time.
- ii) **“Board”** means the Board of Directors of the Company.
- iii) **“Company”** means NIIT Technologies Limited.
- iv) **“Employee Stock Option”** means the stock options given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies,

if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for the shares of the company at a future date at a pre-determined price.

- v) **“Executive Director”** means the Managing Director and Whole-time Directors of the Company.
  - vi) **“Independent Director”** means a director referred to in Section 149 (6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.
  - vii) **“Key Managerial Personnel”** or **“KMP”** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder. As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:
    - a) Managing Director or Chief Executive Officer or the Manager and in their absence a Whole-time Director;
    - b) Company Secretary; and
    - c) Chief Financial Officer
  - viii) **“Non-Executive Director”** means the director other than the Executive Director and Independent Director.
  - ix) **“Senior Management Personnel”** for this purpose shall mean employees of the company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional / vertical heads.
- Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### Appointment and Removal of Director, KMP and Senior Management Personnel

#### 1. Appointment criteria and qualifications

- a) Subject to the applicable provisions of the Companies Act, 2013, the Listing Agreement, other applicable laws, if any, and the Company's Policy, the Nomination and Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing

Director/Whole-time Director/Manager who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## 2. Term / Tenure

### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman,

Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### b) Independent Director:

- i) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each. Such Independent Director after completion of these two terms shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director; provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- ii) At the time of appointment of Independent Director it should be ensured that the total number of Boards on which such an Independent Director serves is restricted to :

- (a) seven listed companies as an Independent Director OR
- (b) three listed companies as an Independent Director in case such a person is serving as a Whole-time Director of any listed company.

## 3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals; but at least once a year.

## 4. Removal

Due to reasons of disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing for removal of a Director, KMP and Senior Management Personnel subject to the provisions and compliance of the applicable laws, rules and regulations.

## 5. Retirement

The Directors shall retire as per the applicable provisions of the Companies Act, 2013. All other KMP and Personnel of Senior Management shall retire as per the prevailing policy of the

Company. The Board will have the discretion to retain the Directors and KMP in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company.

## Policy For Remuneration To Directors/Kmp/Senior Management Personnel

### 1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- c) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Whole-time Director in accordance with the provisions of the Companies Act, 2013 and if in variance with such provisions, then with the prior approval of the Central Government

### 2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. The Committee, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be

considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional;
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### 3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the Company's Policy.
- b) The Committee shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### 4) Other General Provisions:

- a) The CEO/ CPO shall make Annual presentation of the performance and compensation for the other KMP and Senior Management Personnel. The proposed compensation policy for these executives for the forthcoming year will also be presented. The Committee shall discuss the details and give its inputs to help the CEO to finalise the policy for adoption by the Company.
- b) The CEO along with CPO shall constitute an HR Steering Committee for reviewing the remuneration of all other employees.
- c) Where any insurance is taken by the Company on behalf of its Whole-time Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

### Amendments

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being

consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s) and circular(s) etc.

### POLICY ON BOARD DIVERSITY

The Nomination and Remuneration Committee has devised the policy on Board diversity to provide for having a broad experience and diversity on the Board.

### PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Corporate Social Responsibility Committee and Stakeholders' Grievance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Effectiveness, Key Stakeholders connect, Ethics and Compliances, Evaluation of Company's Performance, Project Management and Internal Control and Audits. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing of expert advice to Board, provide deliberations on approving related party transactions etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The Stakeholders' Relationship Committee looks into the redressal of complaints of investors. The Committee has delegated work related to share transfer, issue of duplicate shares, Dematerialisation/Rematerialisation of shares and other related work to Share Transfer Committee which reports to the Committee.

The Stakeholders' Relationship Committee is headed by an Independent Director Mr. Amit Sharma and consists of Mr. Vijay K Thadani and Mr. Arvind Thakur as members.

### Meetings & Attendance during the year

The particulars of the meeting attended by the members of the Stakeholders' Relationship Committee and the date

of the meetings held during the year are given below:

Name of Member	Stakeholders' Relationship Committee			
	May 08, 2014	July 14, 2014	October 15, 2014	January 14, 2015
Mr. Amit Sharma	Y	Y	Y	Y
Mr. Vijay K Thadani	Y	Y	Y	Y
Mr. Arvind Thakur	Y	Y	Y	Y

Y: Attended

During the year April 1, 2014 to March 31, 2015 the Company received a total of 315 queries/complaints from various Investors/Shareholders' relating to Change of address/Non-receipt of Dividend, Bonus Shares, Annual Report/Change of Bank account details/Transfer of Shares/Dematerialization of shares, etc. The same were attended to the satisfaction of the Investors. At the end of the year March 31, 2015 no complaint was pending for redressal and no shares were pending for transfer/dematerialization.

#### Details of queries/complaints in numbers received and resolved during the year April 1, 2014 to March 31, 2015

Nature	Request/queries received (Nos.)	Complaints Received (Nos.)	Resolved	Unresolved
Change of address	16	-	16	-
Change of bank details	29	-	29	-
Correction in d/w & issue dd	121	-	121	-
Dividend not received	-	33	33	-
Loss of Share certificate	6	-	6	-
Non receipt of annual report/notice	-	2	2	-
Request for annual report	80	-	80	-
Request for bonus shares	7	-	7	-
Request for duplicate share certificates	3	-	3	-
Request for nomination registration	2	-	2	-
Request for shareholding details	4	-	4	-
Share certificates lodged for transfer	6	-	6	-
Miscellaneous	6	-	6	-
Total	280	35	315	-

There was no request/query/complaint pending at the beginning of the year. During the financial year, the Company attended most of the Stakeholders requests/queries/complaints within 10 working days from the date of receipt. The exceptions have been for cases constrained by procedural issue/ disputes or legal impediments etc. There is no request/query/complaint pending at the end of the financial year.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- Identification of the initiatives and specification of the projects and programs those are to be undertaken and recommending the same to the Board.
- Identification of CSR projects/programs, which focuses on integrating business models with social and environmental priorities and processes in order to create shared value.

- Preparation of the list of CSR programs which a Company plans to undertake during the implementation year.
- Prepare modalities of execution of the project/programs undertaken and implementation of schedule thereof.
- Implementation and monitoring progress of these initiatives

The particulars of the meeting attended by the members of the CSR Committee and the date of the meetings held during the year are given below:

Name of Member	Corporate Social Responsibility Committee	
	May 08, 2014	July 15, 2014
Mr. Surendra Singh	Y	Y
Mr. Amit Sharma	Y	Y
Mr. Ashwani Puri	Y	Y
Mr. Arvind Thakur	Y	Y

Y: Attended

#### MEETING OF INDEPENDENT DIRECTORS

In order to comply with the requirement of the Companies Act, 2013 and Listing Agreement, the Company conducted Meetings of Independent Directors.

#### OTHER COMMITTEES

The Board has constituted following Committees:-

1. Operations Committee
2. ESOP Allotment Committee
3. Share Transfer Committee

#### GENERAL MEETINGS

##### Particulars of the last three Annual General Meetings/ Postal Ballot

##### Particulars of the last three Annual General Meetings

Year	Location	Date	Day	Time	Special Business
2014	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074	July 07	Monday	09:00 A.M.	a. To approve amendment in existing Article 66 of the Articles of Association of the Company b. To re-appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman and Managing Director c. To re-appoint Mr. Arvind Thakur (DIN 00042534) as CEO and Jt. Managing Director d. To approve payment of minimum remuneration to Mr. Rajendra S Pawar, Chairman and Managing Director e. To approve payment of minimum remuneration to Mr. Arvind Thakur, CEO & Jt. Managing Director f. To approve payment of remuneration to Non-Executive Directors g. To appoint Mr. Surendra Singh (DIN 00003337) as an Independent Director

					h. To appoint Mr. Amit Sharma (DIN 00050254) as an Independent Director i. To appoint Mr. Ashwani Puri (DIN 00160662) as an Independent Director
2013	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074	July 01	Monday	09:00 A.M.	NIL
2012	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074	July 02	Monday	09:00 A.M.	1. Mr. Subroto Bhat-tacharya, Director, who retires by rotation at the annual general meeting expressed his desire not to be re-appointed. 2. Appointment of Mr. Ashwani Puri as Director liable to retire by rotation.

#### POSTAL BALLOT:

The Company conducted Postal Ballot during the year 2014-15. The details of the postal ballot are as below:

- The Board of Directors in their meeting held on January 14, 2015, accorded its approval for conducting the Postal Ballot pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, for seeking the approval of members on the following item:

"To authorize the Board of Directors to secure the borrowings"

- The Board of Directors in their meeting held on January 14, 2015 had approved the Postal Ballot Notice and appointed FCS Ranjeet Pandey (Membership No. FCS 5922), of M/S Ranjeet Pandey and Associates, as the scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
- i) The Company completed the dispatch of Postal Ballot Forms on February 10, 2015 alongwith Business Reply envelopes to the Members of the Company.
- ii) The Company, pursuant to the Companies (Management & Administration) Rules, 2014, had provided e-voting facility to its members to exercise their votes electronically. The e-voting Portal of NSDL for the purpose of voting was remained open from Wednesday, February 11, 2015 at 10:00 A.M and ended on Thursday, March 12, 2015 at 6:00 P.M., and thereafter the same was disabled. The Postal Ballot Forms received together with results of e-voting upto 6:00 P.M. on March 12, 2015 were considered for scrutiny and counting by the Scrutinizer.
- iii) All Postal Ballot forms received after 6:00 p.m. on March 12, 2015 were not considered for scrutiny.

- iv) The Scrutinizer after conducting the scrutiny of the postal ballot received together with results of e-voting upto 6:00 P.M. on March 12, 2015 submitted his consolidated Report on voting (Postal Ballot & e-voting) dated March 13, 2015 to the Chairman & Managing Director of the Company and the result was declared at 06:00 PM on the Registered Office of the Company as under:

S. No.	Particulars	No. of Postal Ballot forms received/e-votes cast	Total No. of equity shares for ballot papers received/E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per C below)
a.	Total No. of Ballot Forms received /E-votes cast	956	48,875,549	-
b.	Less: No. of invalid Ballot Forms /E-votes	40	3,321	-
c.	Net valid no. of votes cast through Postal Ballot/E-vote	916	48,872,228	-
d.	Total No. of Votes cast in favor of Special Resolution	856	48,865,371	99.99%
e.	Total No. of Votes cast against the Special Resolution	60	6,857	0.01%

Accordingly, the Special Resolution was passed by the requisite majority of the Shareholders.

- v) The results were posted on the website of the Company and the proceedings were also sent the Stock Exchange in the prescribed format.

#### SUBSIDIARY COMPANIES

In order to comply with the requirements of the Listing Agreement, the Company has formulated a policy on material subsidiaries and posted the same on the website of the Company.

At present, the Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year.

The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings.

Copies of the Minutes of the Audit Committee/Board Meetings of Subsidiary Companies are placed before the Board members at the subsequent Board Meetings.

#### RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions of the Company which have a potential conflict with the interests of the Company at large. The related party transactions (as per Accounting Standard 18) of the Company in the ordinary course of business

during the year April 1, 2014 to March 31, 2015 are reported under Note 36(B) of the Financial Statements. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. The same, as per the provisions of Clause 49 of the Listing Agreement, were placed before the Audit Committee of the Company. For further details, please refer to Notes, forming part of the Balance Sheet of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website – [www.niit-tech.com/investors/policysummarized.pdf](http://www.niit-tech.com/investors/policysummarized.pdf)

### DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed the professional pronouncement of ICAI and accounting standards as per the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act in preparation of financial statements of the Company and there has been no deviation from the aforesaid accounting standard/pronouncement.

### STRICTURES AND PENALTIES

The Company has complied with the requirements of the Stock Exchange(s)/SEBI and Statutory Authority(ies) on all matters related to the capital market during the last three years. There are no penalties or strictures imposed on the Company by Stock Exchange(s) or SEBI or any Statutory Authority(ies) relating to the above

### RISK MANAGEMENT

The Company has laid down procedures to inform the Board Members about the Risk assessment and procedures. All the designated officials submit quarterly reports, through online risk management system, which is reviewed periodically to ensure effective risk identification and management.

### INTERNAL CONTROL

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

### PROCEEDS FROM THE PUBLIC ISSUE/RIGHT ISSUE/PREFERENTIAL ISSUES ETC.

There was no public issue/right issue/preferential issues etc. during the review period, except shares allotted under Employee Stock Option Scheme of the Company.

### CODE OF CONDUCT

The Company has a well defined policy, which lays down procedures to be followed by the employees for ethical professional conduct. The code of conduct has been laid down for all the Board Members and Senior

Management of the Company. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2014-15. This code has been displayed on the Company's website.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

In view of the requirement as stipulated by Section 177 of the Companies Act, 2013 and the amended Clause 49(II)(f) on Corporate Governance of Listing Agreement, the Company has complied with all the provisions of the Section and has adopted a Whistle Blower Policy duly approved by the Audit Committee to report concerns about unethical behaviour, actual & suspected frauds, or violation of Company's Code of Conduct and Ethics.

The policy is uploaded on the website of the Company and the URL for the same is [www.niit-tech.com/investors/whistleblowerpolicy.pdf](http://www.niit-tech.com/investors/whistleblowerpolicy.pdf)

### Unclaimed shares

As per SEBI Circular CIR/CFD/DIL/10/2010 dated December 16, 2010 read with Clause 5A of the Listing Agreement, the Company had opened Unclaimed Suspense Account i.e. "NIIT Technologies Limited - Unclaimed Suspense Account" with Alankit Assignments Limited. The details of unclaimed shares of the Company for the year ended March 31, 2015 are as under:

S. No.	Particulars	No. of Shareholders	No. of Shares
i.	Shares lying in Unclaimed Suspense Account at the beginning of the year	226	36,420
ii.	Number of shareholders to whom shares were transferred during the year	4	756
iii.	Shares lying in Unclaimed Suspense Account at the end of the year	222	35,664

### Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carries out quarterly Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

### Code for prevention of Insider Trading Practices

- In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on prevention of insider trading, the Company has laid down a comprehensive code of conduct to regulate, monitor and report trading in the shares of the Company, by its employees and other connected persons.

The Company has also laid down a Code on Fair Disclosure which deals with the practices & procedures

for fair disclosure of unpublished price sensitive information.

### Compliance Officer

Mr. Onkarnath Banerjee, Company Secretary & Legal Head was the Compliance Officer of the Company. He resigned from his office w.e.f the close of the business hour on February 17, 2015. Thereafter Ms. Monika Arora, served as the Company Secretary and Compliance Officer of the Company. The Compliance officer can be contacted for any shareholder/investor related matter of the Company. The contact no. is +91-120-711 8400, Fax no. is +91-120-711 9150 and e-mail ID is investors@niit-tech.com.

### MEANS OF COMMUNICATION

- The quarterly/half yearly/annual results are published in the leading English and Hindi Newspapers (the details of the publications are given hereunder) and also displayed on the web site of the Company – www.niit-tech.com where official news releases, financial results, consolidated financial highlights, quarterly shareholding pattern and presentations are also displayed.
- The Company had Quarterly/Annual Earnings Calls on May 09, 2014, July 15, 2014, October 15, 2014, January 14, 2015 and Press Conferences in the months of May 2014, July 2014, October 2014 and January 2015 for the investors of the Company immediately after the declaration of Quarterly/Annual results. Transcripts of the quarterly/annual earnings calls are displayed on the Company's aforementioned website, in the 'Investors' section.
- The Management Perspective, Business Review and Financial Highlights are part of the Annual Report.
- All material information about the Company is promptly sent through e-mail to the stock exchanges where the shares of the Company are listed.

During the financial year 2014-15 the Company published its financial results in the following newspapers:

Financial Results	Newspapers	Date of publication
Audited financial results for the quarter ended March 31, 2014	Business Standard- English Business Standard- Hindi	May 10, 2014
Unaudited financial results for the quarter ended June 30, 2014	Business Standard- English Business Standard- Hindi	July 16, 2014
Unaudited financial results for the quarter ended September 30, 2014	Business Standard- English Business Standard- Hindi	October 16, 2014
Unaudited financial results for the quarter ended December 31, 2014	Business Standard- English Business Standard- Hindi	January 15, 2015

### SHAREHOLDERS' INFORMATION

#### a. Annual General Meeting

Date: Monday, August 03, 2015

Time: 09.00 A.M.

Venue: Mapple Exotica, Chattarpur Mandir Road, Satbari, New Delhi-110 074.

**Book Closure Date** : 25/07/2015 to 03/08/2015 (both days inclusive)

**The e-voting facility will commence from Friday, July 31, 2015 at 9:00 A.M. and end on Sunday, August 2, 2015 at 5:00 P.M.**

### b. Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending 30th June, 2015	By 2nd week of July
Financial reporting for the second quarter ending 30th September, 2015	By 2nd week of October
Financial reporting for the third quarter ending 31st December, 2015	By 2nd week of January
Financial reporting for the year ending 31st March, 2016	By the last week of May
Annual General Meeting for the year ending 31st March, 2016	By the First week of August

### c. Dividend

The Board of Directors have recommended a dividend of Rs. 9.50 per Equity Share of Rs.10/- each, subject to approval of the shareholders' at the ensuing Annual General Meeting. The dividend, if declared, shall be paid to the shareholders within 30 days from the date of AGM as per the provisions of the Companies Act, 2013.

The Dividend, if declared, of Rs 9.50 per equity share, of face value of Rs.10/- each of the Company, will be paid to those members whose names appear in the Register of Members or in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on July 24, 2015.

During the year the Company has transferred Rs. 10,11,471/- on account of unclaimed and unpaid dividend for the FY 2006-07 and an amount of Rs. 2,15,854/- on account of sale of fractional bonus shares issued by the company on September 28, 2007 which was due for transfer to IEPF on September 28, 2014 in Investor Education and Protection Fund ("IEPF") of the Central Government, pursuant to Rule 3 of the Investor Education and Protection Fund (Awareness & Protection of Investors Rules, 2001).

### Information in respect of unclaimed dividend when due for transfer to the Investors Education and Protection Fund (IEPF) is given below:

Financial Year	Types of Dividend	Date of Declaration of Dividend	Due date of transfer
2007-08	Final Dividend	28-07-2008	27-08-2015
2008-09	Final Dividend	27-07-2009	26-08-2016
2009-10	Final Dividend	09-07-2010	08-08-2017
2010-11	Final Dividend	01-07-2011	30-07-2018
2011-12	Final Dividend	02-07-2012	01-08-2019
2012-13	Final Dividend	01-07-2013	31-07-2020
2013-14	Final Dividend	07-07-2014	06-08-2021

### d. Listing of Shares

The Equity shares of the Company are currently listed at the BSE and NSE. Listing fees for the period April 1, 2015 to March 31, 2016 have been paid to both the Stock Exchanges.

### e. Stock Code

Trading symbol of the Company :  
NSE : NIITECH

BSE : 532541  
 ISIN at NSDL/CDSL : INE 591G01017

#### f. Compliance certificate of the Auditors

The Company has annexed to this report, a certificate obtained from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in clause 49 of the Listing Agreement.

#### g. Stock Market Data

The monthly high and low share prices and market capitalization of Equity Shares of the Company traded on BSE and NSE from April 1, 2014 to March 31, 2015 and the comparison of share prices of the Company vis-à-vis the Sensex and Nifty Indices are given below:

#### Share price movement during the year April 1, 2014 to March 31, 2015:

Month	Bombay Stock Exchange (BSE)				National Stock Exchange (NSE)			
	Sensex	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-14	22418	426.80	390.20	24,393	6696	425.90	390.10	24,633
May-14	24217	423.95	328.00	23,637	7230	424.90	328.00	23,768
Jun-14	25414	463.00	379.00	26,845	7611	463.25	379.00	26,921
Jul-14	25895	486.00	356.00	22,832	7721	487.00	355.80	22,887
Aug-14	26638	387.05	358.15	21,899	7954	387.00	356.60	21,857
Sep-14	26631	438.95	352.50	24,313	7965	449.00	356.00	24,343
Oct-14	27866	418.50	360.15	23,410	8322	419.00	361.20	23,504
Nov-14	28694	424.00	373.95	23,122	8588	424.15	375.00	23,195
Dec-14	27499	380.00	332.00	22,675	8283	380.00	331.00	22,611
Jan-15	29183	387.70	344.00	21,367	8809	389.10	343.50	21,370
Feb-15	29362	423.70	342.55	24,308	8902	423.90	341.00	24,372
Mar-15	27957	437.85	371.00	23,017	8491	439.80	334.00	21,323

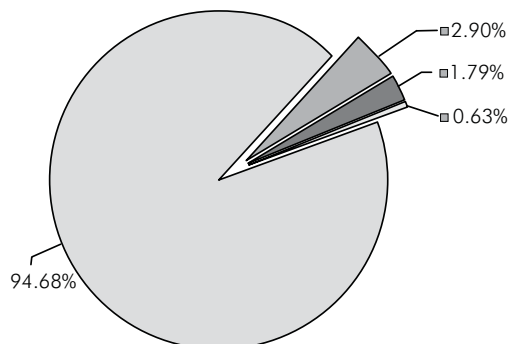
\*Market Capitalization at closing price of the month  
 Source: BSE/NSE Website

#### h. Nomination Facility

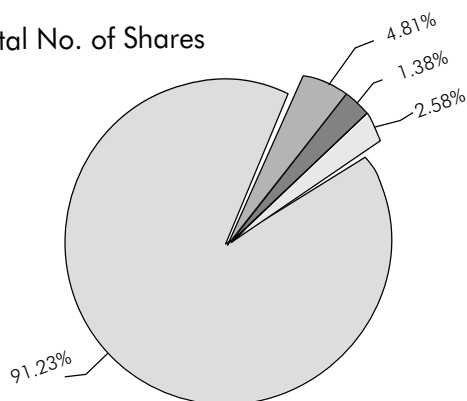
The Companies (Amendment) Act, 1999, has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to Shareholders and Shareholders may avail this facility by sending the duly completed Form 2B as revised vide Notification No. GSR 836(E) dated 24th October 2000, issued by the Department of Company Affairs, to the Registered Office of the Company/Registrar of the Company in case shareholding is in physical forms. In case of demat holdings the request is to be submitted to the concerned Depository Participant.

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Range (No. of Shares)	Total No. of Shares	% to Total Shares
Up to -500	38470	94.68	Up to -500	2,938,884	4.81
501-1000	1177	2.90	501-1000	840,120	1.38
1001-5000	729	1.79	1001-5000	1,574,529	2.58
5001 & above	254	0.63	5001 & above	55,691,366	91.23
<b>TOTAL</b>	<b>40630</b>	<b>100.00</b>	<b>TOTAL</b>	<b>61,044,899</b>	<b>100.00</b>

#### No. of Shareholders

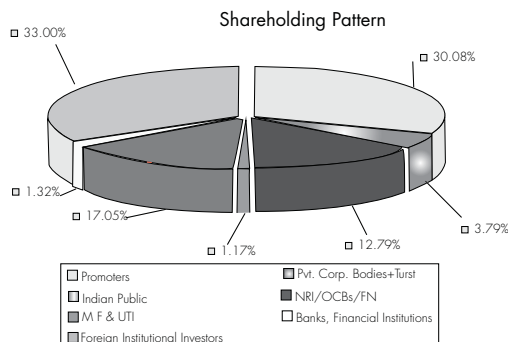


#### Total No. of Shares



#### Shareholding Pattern as on March 31, 2015

Category	No. of Shares held (face value of Rs. 10/- each)	% of total shareholding
Indian Promoters	18,848,118	30.88
Foreign Promoters	-	-
<b>Total Promoters' Holding</b>	<b>18,848,118</b>	<b>30.88</b>
<b>Public Shareholding</b>		
Mutual Fund and UTI	10,409,977	17.05
Banks, Financial Institutions & Insurance Companies	807,006	1.32
Foreign Institutional Investors	20,146,765	33.00
NRI/Foreign Individuals	716,609	1.17
Private Corporate Bodies & Trust	2,314,827	3.79
Indian Public	7,801,597	12.79
<b>Total Public Shareholding</b>	<b>42,196,781</b>	<b>69.12</b>
<b>Grand Total</b>	<b>61,044,899</b>	<b>100.00</b>



#### i. Dematerialisation of Shares

The Shares of the Company are compulsorily traded in dematerialised form by all categories of investors. The Company has arrangements with both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), to establish electronic connectivity of the shares for scrip less trading. As on March 31, 2015, 99.40% percent shares of the Company were held in dematerialised form.

#### j. Liquidity of shares

The Shares of the Company are traded electronically on the Bombay Stock Exchange and National Stock Exchange. The Company's shares are included in indices of BSE-500, and Small- mid cap index.

#### k. Share Transfer System

The Company has appointed a common Registrar for physical share transfer and dematerialisation of shares. The shares lodged for physical transfer/ transmission/ transposition are registered within a period of 15 days if the documents are complete in all respects. For this purpose, the Share Transfer Committee (a sub-committee of Stakeholders Relationship Committee of the Board) meets as often as required. During the review period, the Committee met 22 times. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Physical Shares requested for dematerialisation were confirmed mostly within a fortnight.

#### l. Registrar for Dematerialisation (Electronic Mode) of shares & Physical Transfer of shares

The Company has appointed a Registrar for dematerialisation and transfer of shares whose details are given below:-

Alankit Assignments Limited  
Unit: NIIT Technologies Limited  
Alankit Heights RTA Division,  
1E/13, Jhandewalan Extension,  
New Delhi – 110 055.  
Phone Nos. : 011-42541234, 23541234  
Fax Nos. : 011-23552001, E-mail : rta@alankit.com

#### m. Registered Office

NIIT Technologies Limited  
8, Balaji Estate, Guru Ravi Das Marg,  
Kalkaji, New Delhi – 110 019

#### n. Address for correspondence

The shareholders may address their communication/ suggestions/ grievances /queries to  
The Compliance Officer  
NIIT Technologies Limited  
8, Balaji Estate, Guru Ravi Das Marg,  
Kalkaji, New Delhi – 110 019 Tel No. : 91 11 41675000  
Fax : 91 11 41407120  
e-mail: – investors@niit-tech.com

#### o. Subsidiaries

The addresses of the subsidiaries are given elsewhere in this Annual Report.

#### p. Convertible Instruments:

There are no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, which are likely to have an impact on the equity of the Company.

#### CERTIFICATE RELATING TO COMPLIANCE WITH THE PROVISIONS OF CLAUSE 49 OF THE LISTING AGREEMENT(S) IN RELATION TO THE CODE OF CONDUCT FOR DIRECTORS/SENIOR MANAGEMENT

This is to certify that as per clause 49 of the Listing Agreement:

1. The code of conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
2. The code of conduct has been posted on the website of the Company.
3. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2014-15.

Sd/-

Arvind Thakur

Dated : May 05, 2015

Place : New Delhi

Chief Executive Officer

& Jt. Managing Director

#### CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To,

The Board of Directors  
NIIT Technologies Limited  
8, Balaji Estate, Guru Ravi Das Marg,  
Kalkaji, New Delhi – 110 019

We hereby certify that for the Financial Year 2014-15

1. We have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief:-
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements together present a true and

fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, if any, of which we are aware, in the design or operation of the internal control systems and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:-
  - a. significant changes, if any, in internal control over financial reporting during this year.
  - b. significant changes, if any, in accounting policies during this year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
  - c. instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
 Arvind Thakur  
 Chief Executive Officer &  
 Jt. Managing Director

Sd/-  
 Pratibha K Advani  
 Chief Financial Officer

Dated: May 05, 2015  
 Place: New Delhi

## AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of NIIT Technologies Limited,

We have examined the compliance of conditions of Corporate Governance by NIIT Technologies Limited, for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on 'Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement)', issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: May 05, 2015  
 Place: New Delhi

Sd/-  
 Usha Rajeev  
 Partner  
 Membership No: 087191  
 For and on behalf of Price Waterhouse  
 Chartered Accountants

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF NIIT Technologies Limited

#### Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of NIIT Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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 and Accounting Standard 30, Financial Instruments: Recognition and measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Account) 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.

#### Auditor's 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 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 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 whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, and its profit 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, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after 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 a statement on the matters specified in paragraphs 3 and 4 of the Order.
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, 2015 taken on record by the Board of

Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our 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, 2015 on its financial position in its standalone financial statements – Refer Note 24;
  - ii. The Company has made provision as at March 31, 2015, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Notes 10, 33(a) and 42; and
  - 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, 2015.

Place : New Delhi  
Date : May 05, 2015

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants  
Usha Rajeev  
Partner  
Membership No. 087191

## Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of NIIT Technologies Limited on the standalone financial statements as of and for the year ended March 31, 2015

- 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.
- ii. (a) According to the information and explanation given to us, the Company procures inventories specifically for the purpose of executing certain contracts and the inventory physically held at the year end has been physically verified and inventory-in-transit has been certified by the management. In our opinion, frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- 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. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- 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, service tax and value added 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, wealth tax, duty of customs, duty of excise, 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 sales tax, wealth tax, service tax duty of customs, duty of excise duty, value added tax or cess as at March 31, 2015, which have not been deposited on account of a dispute. The particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	31,038,133	AY 2006-07	Income Tax Appellate Tribunal
	Interest	17,390,185		
Income Tax Act, 1961	Income Tax	101,587,713	AY 2007-08	Income Tax Appellate Tribunal
	Interest	51,477,011		
Income Tax Act, 1961	Income Tax	7,452,835	AY 2008-09	Income Tax Appellate Tribunal
	Interest	1,770,798		
Income Tax Act, 1961	Income Tax	67,757,486	AY 2009-10	Commissioner of Income Tax (Appeal)
	Interest	2,0851,525		
Income Tax Act, 1961	Income Tax	439,716	AY 2010-11	Commissioner of Income Tax (Appeal)
	Interest	111,484		

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. 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 dues to any financial institution as at the balance sheet date. The Company does not have any borrowing from bank and also, the company has not issued any debenture as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company amounting to Rs 687,002,000/-for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xii. 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.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants  
Usha Rajeev  
Partner  
Membership No. 087191

Place : New Delhi  
Date : May 05, 2015

**NIIT Technologies Limited**  
**Balance Sheet**

(All amounts in Rs., unless otherwise stated)

	Note		As At March 31, 2015	As At March 31, 2014
<b><u>EQUITY AND LIABILITIES</u></b>				
<b>Shareholders' funds</b>				
Share capital	3	610,448,990		607,011,740
Reserves and surplus	4	9,588,001,348	10,198,450,338	8,676,301,791
				9,283,313,531
<b>Non- current liabilities</b>				
Long-term borrowings	5	46,202,640		48,870,148
Long-term provisions	6	306,221,840	352,424,480	280,306,407
				329,176,555
<b>Current liabilities</b>				
Short term borrowings	7	200,000,000		215,000,000
Trade payables	8	1,299,273,787		790,615,527
Other current liabilities	9	1,237,549,994		853,279,877
Short-term provisions	10	1,259,436,928	3,996,260,709	741,384,707
				2,600,280,111
<b>TOTAL</b>			<b>14,547,135,527</b>	<b>12,212,770,197</b>
<b><u>ASSETS</u></b>				
<b>Non-current assets</b>				
Fixed assets				
Tangible assets	11	3,102,308,350		2,587,726,536
Intangible assets	12	655,366,878		121,339,025
Capital work-in-progress (tangible)		1,160,001,019		1,159,528,028
			4,917,676,247	3,868,593,589
Non-current investments	13		2,107,520,919	1,234,190,419
Deferred tax assets (net)	14		260,139,234	103,240,675
Long-term loans and advances	15		495,360,663	433,516,552
Other non-current assets	16		60,914,259	50,787,871
<b>Current assets</b>				
Current investments	17	231,883,311		400,553,794
Inventories	18	82,355,123		47,948,070
Trade receivables	19	4,419,892,889		4,316,482,186
Cash and bank balances	20	735,251,453		486,359,073
Short-term loans and advances	21	786,827,872		879,104,407
Other current assets	22	449,313,557	6,705,524,205	391,993,561
				6,522,441,091
<b>TOTAL</b>			<b>14,547,135,527</b>	<b>12,212,770,197</b>

The notes are an integral part of these financial statements.  
This is the balance sheet referred to in our report of even date.

For Price Waterhouse  
Firm Registration No.301112E  
Chartered Accountants

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Joint Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191  
Place : New Delhi  
Date : May 5, 2015

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

**NIIT Technologies Limited**  
**Statement of Profit and Loss**

(All amounts in Rs., unless otherwise stated)

	Note	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from operations	26	13,460,913,193	13,084,778,163
Other income	27	224,152,897	741,607,242
<b>Total revenue</b>		<b>13,685,066,090</b>	<b>13,826,385,405</b>
<b>Expenses</b>			
Purchase of stock-in-trade		921,042,750	1,556,241,717
Changes in inventories of stock in trade	28	(34,407,053)	(10,657,295)
Employee benefits expense	29	7,235,060,510	6,901,091,808
Finance costs	30	46,465,338	27,191,166
Depreciation and amortization expense	31	665,197,982	420,196,387
Other expenses	32	3,037,887,669	2,227,019,131
<b>Total expenses</b>		<b>11,871,247,196</b>	<b>11,121,082,914</b>
Profit before exceptional and extraordinary items and tax		1,813,818,894	2,705,302,491
Exceptional items	33	134,780,290	-
<b>Profit before tax</b>		<b>1,679,038,604</b>	<b>2,705,302,491</b>
<b>Tax expense</b>			
Current tax	40	525,869,651	570,061,419
Deferred tax	14	(180,810,733)	(28,714,938)
Minimum Alternate Tax Credit	40	(141,924,532)	79,898,762
<b>Profit for the period from continuing operations</b>		<b>1,475,904,218</b>	<b>2,084,057,248</b>
<b>Profit for the year</b>		<b>1,475,904,218</b>	<b>2,084,057,248</b>
<b>Earnings per equity share:</b> [Nominal value per share: Rs.10 (Previous year: Rs.10)]	39		
Basic		24.25	34.47
Diluted		24.12	34.13

The notes are an integral part of these financial statements.

This is the statement of profit and loss referred to in our report of even date.

For Price Waterhouse  
Firm Registration No.301112E  
Chartered Accountants

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Joint Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

Place : New Delhi  
Date : May 5, 2015

**NIIT Technologies Limited**  
**Cash Flow Statement**

(All amounts in Rs., unless otherwise stated)

	Year ended March 31, 2015	Year ended March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Taxation and exceptional items	1,813,818,894	2,705,302,491
Adjustments for :		
Depreciation and amortization expense	665,197,982	420,196,387
Unrealised foreign exchange loss (net)	25,342,199	40,714,545
Provision for compensated expenses	54,679,739	45,610,901
Provision for contract warranties	99,222,625	-
Provision for cost to complete	243,708,465	-
Provision for liquidated damages	125,635,378	-
Employee stock option scheme	11,514,313	10,199,414
Provision for doubtful debts	46,762,322	55,502,859
Unbilled revenue written off	24,831,202	-
Interest expenses	34,531,901	16,735,680
Interest income	(17,988,589)	(40,901,472)
Dividend income	(89,000,000)	(333,707,792)
Loss on sale / write off of tangible/intangible assets (net).	5,372,687	2,841,537
Profit on sale of investment (net)	(54,196,788)	(44,748,064)
Operating profit before working capital changes	2,989,432,330	2,877,746,486
Add / (less) : (increase)/decrease in working capital		
Trade receivables	(183,989,685)	(1,242,747,580)
Long-term loans and advances	4,996,725	(247,492,653)
Other non-current assets	(10,126,388)	81,412,129
Short-term loans and advances	68,881,140	(206,380,830)
Other current assets	(13,917,807)	(90,416,440)
Inventories	(34,407,053)	(10,657,295)
Trade payable	514,000,733	(26,509,881)
Other current liabilities	353,406,408	17,642,969
Short-term provision	(7,939,492)	(6,696,641)
Other bank balances	(312,865,259)	378,039,322
	121,259,158	(1,610,587,064)
Net cash from operating activities before taxes	3,367,471,652	1,267,159,422
Direct Tax paid (including tax deducted at source)	(562,748,145)	(718,925,913)
<b>Net cash generated from operations before exceptional Items</b>	<b>2,804,723,507</b>	<b>548,233,509</b>
Exceptional Items{Note 33(a)}	(384,780,290)	-
<b>Net cash generated from operation (A)</b>	<b>2,419,943,217</b>	<b>548,233,509</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of tangible and intangible assets (includes capital work in progress)	(1,590,876,385)	(1,118,912,819)
Proceeds from sale of tangible and intangible assets	10,080,959	13,292,720
Investment in subsidiary	(625,300,000)	-
Investment in subsidiary received back	1,969,500	-
Short term investments with mutual funds		
- Value of units purchased	(5,597,471,996)	(3,325,725,303)
- Value of units sold	5,820,339,267	3,719,919,573
	222,867,271	394,194,270
Dividend income	89,000,000	333,707,792
Interest received on bank deposits and income tax refund	19,291,413	38,791,638
<b>Net cash used in investing activities (B)</b>	<b>(1,872,967,242)</b>	<b>(338,926,399)</b>

**NIIT Technologies Limited**  
**Cash Flow Statement**

(All amounts in Rs., unless otherwise stated)

	Year ended March 31, 2015	Year ended March 31, 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital (including share premium and share application)	66,195,723	84,960,147
Term loans		
-Received	42,128,429	37,470,028
-Repaid	(45,520,301)	(3,391,872)
Loan from subsidiary/(Loan repaid to subsidiary)	(15,000,000)	(39,982,649)
Interest paid on borrowings	(34,978,516)	(2,512,621)
Dividend paid (including corporate dividend tax)	(623,774,189)	(16,735,680)
<b>Net cash (used in) financing activities (C)</b>	<b>(610,948,854)</b>	<b>(542,339,696)</b>
<b>NET (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(63,972,879)</b>	<b>(52,320,740)</b>
<b>Cash and cash equivalents at the beginning of the year (refer note 20)</b>	<b>472,674,125</b>	<b>524,994,865</b>
<b>Cash and cash equivalents at the end of the year (refer note 20)</b>	<b>408,701,246</b>	<b>472,674,125</b>
<b>Cash and cash equivalents represent</b>		
Cash on hand	114,219	20,997
Cheques, drafts on hand	2,106,751	638,214
- Current accounts	406,480,276	382,014,914
- Fixed deposit accounts (less than 3 months maturity)	-	90,000,000
	<b>408,701,246</b>	<b>472,674,125</b>
Effect of exchange differences on balances with banks in foreign currency	(2,297,653)	1,990,742

**Notes:**

- The above Cash Flow Statement has been prepared as per the indirect method set out in AS-3 specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- The enclosed notes 1 to 47 form an integral part of the Cash Flow Statement.
- Figures in parenthesis indicate cash outgo.
- Previous year figures have been regrouped/reclassified to conform to current year's classification.

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

For Price Waterhouse  
Firm Registration No.301112E  
Chartered Accountants

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Joint Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191  
Place : New Delhi  
Date : May 5, 2015

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

## Notes to the financial statements

### 1 General Information

NIIT Technologies Limited ("the Company") is a leading IT solutions organization, engaged in Application Development & Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organizations in the Financial Services, Insurance, Travel, Transportation & Logistics, Manufacturing & Distribution and Government sectors. The Company delivers services around the world directly and through its network of subsidiaries. The Company is a public listed company and is listed on Bombay Stock Exchange and the National Stock Exchange.

### 2 Summary of significant accounting policies

#### 2.1 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 the Companies (account) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of National Finance 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) [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 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 Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses. Subsequent expenditures related to an item of fixed assets are added to its book value only if they increase the future benefit from the existing assets beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

#### 2.3 Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The amortisation rates used are:

Asset	Useful life
Computer software	3 Years
Goodwill	5 Years
Patents	5 Years

Project specific software are amortized over the period of the project.

#### 2.4 Depreciation

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets which 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 estimates of useful lives of the assets based on a technical evaluation, have undergone a change on account of transition to the Companies Act, 2013.

Asset	Useful life
Buildings	60 years
Leasehold land	Over the period of lease
Leasehold improvements	3 years or lease period whichever is lower
Furniture and fixtures	10 years
Vehicles	8 years
<b>Plant and Machinery</b>	
Computers and peripherals	2-5 years
Office Equipment	5 years
Other assets	3-15 years

## Notes to the financial statements

### **2.5 Impairment of Assets**

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

### **2.6 Investments**

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

### **2.7 Inventories**

Inventories are stated at lower of costs and net realizable value. Cost is determined using first-in, first-out (FIFO) method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of purchase and the estimated cost necessary to make sale.

### **2.8 Revenue Recognition**

Software Services: The Company derives a substantial part of its revenue from time and material contracts where the revenue is recognized on a man month basis. Also, the Company derives revenues from fixed price contracts where revenue is recognized based on proportionate completion method. The foreseeable losses on the completion of contract, if any, are provided for.

Revenues from the sale of software and equipments are recognized when the significant risk and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discount, rebate and sales tax.

In contracts involving the rendering of services, revenue is measured using the proportionate completion method and are recognised net of service tax.

### **2.9 Other Income**

Dividend: Dividend income is recognized when the right to receive dividend is established.

Interest: Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate of Interest applicable.

### **2.10 Employee Benefits**

#### **Provident Fund**

Employees Provident Fund contributions are made to a Trust administered by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

#### **Superannuation**

The Company makes defined contribution to a Trust established for this purpose. The Company has no further obligation beyond its monthly contributions.

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

#### **Gratuity**

Gratuity is a post employment defined benefit plan. The liability recognized in the Balance Sheet in respect of Gratuity is the present value of the defined benefit obligation at the Balance Sheet date less fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. Actuarial gains and losses are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses arise.

## Notes to the financial statements

### Overseas Employees

In respect of employees of the overseas branches where ever applicable , the Company makes defined contribution on a monthly basis towards the retirement benefit plan which is charged to the Statement of Profit and Loss.

### Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year and are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year and are treated as long term employee benefits. The Company's liability is actuarially determined (using projected unit credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

## 2.11 Foreign Currency Translation

### Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the monthly average rate.

### Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All monetary assets and liabilities in foreign currency are restated at the end of the accounting period. Exchange difference on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

The operations of the Company's overseas branches in United States of America and Ireland are considered integral operations. The financial statements of an integral foreign operation are translated using the principles and procedures as if the transactions of the foreign operation are those of the Company itself.

## 2.12 Hedge Accounting

In accordance with its Risk management policies and procedures, the Company uses derivative instruments such as foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The derivatives that qualify for hedge accounting and designated as cash flow hedges are initially measured at fair value and are re-measured at a subsequent reporting date and the changes in the fair value of the derivatives i.e. gain or loss (net of tax impact) is recognized directly in shareholders' funds under hedging reserve to the extent considered highly effective. Gain or loss on derivative instruments that either do not qualify for hedge accounting or are not designated as cash flow hedges or designated as cash flow hedges to the extent considered ineffective are recognized in the Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires, sold, terminated, or exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instrument recognized in shareholder's funds under hedging reserve is retained there until the forecasted 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 recognized in shareholders fund is transferred to Statement of Profit and Loss in the same period.

## 2.13 Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets. until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

## 2.14 Current and Deferred tax

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. 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 jurisdictions.

## Notes to the financial statements

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Minimum Alternative Tax ("MAT Credit") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **2.15 Provisions and Contingent Liabilities**

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

### **2.16 Leases**

As a lessee: Lease rental in respect of operating lease arrangements are charged to expense on a straight line basis over the term of the related lease agreement.

### **2.17 Earning Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **2.18 Employee Stock Option Plan**

The stock options granted under "NIIT Technologies Employees Stock Option Plan 2005" is accounted for as per the accounting treatment prescribed by "Employee Stock Option Scheme and Employee stock Purchase Guidelines, 1999", issued by Securities and Exchange Board of India, 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 recognized 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 balance in employee stock option outstanding account net of any un-amortized deferred employee compensation is shown separately as part of shareholders' funds.

### **2.19 Cash and Cash Equivalents**

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

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>3 Share Capital</b>		
<b>Authorised</b>		
75,000,000 (Previous Year 75,000,000) Equity Shares of Rs. 10/- each	<u>750,000,000</u>	<u>750,000,000</u>
<b>Issued, subscribed and paid up</b>		
61,044,899 (Previous Year 60,701,174) Equity Shares of Rs. 10/- each	<u>610,448,990</u>	<u>607,011,740</u>

**a) Reconciliation of number of shares**

<b>Particulars</b>	<b>Equity Shares</b>			
	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
Balance as at the beginning of the year	60,701,174	607,011,740	60,237,169	602,371,690
Add : Shares issued during the year	343,725	3,437,250	464,005	4,640,050
Balance as at the end of the year	<b>61,044,899</b>	<b>610,448,990</b>	<b>60,701,174</b>	<b>607,011,740</b>

**b) Right, preference and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of 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.

**c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

<b>Name of Shareholder</b>	<b>Equity Shares</b>			
	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
Scantech Evaluation Services Limited	14,493,480	23.74	14,493,480	23.88
Fidelity Management and Research Company A/c Fidelity Advisor Series 1 Fidelity Advisor Small Cap Fund	3,800,000	6.22	3,800,000	6.26
Edgbaston Asian Equity Trust	3,441,439	5.64	2,185,193	3.6
HDFC Trustee Company Limited	3,400,000	5.57	2,328,496	3.84

**d) Shares reserved for issue under option**

Refer note 45 for details of shares to be issued under the Employee Stock Option Plan.

**e) Shares allotted as fully paid up pursuant to contract without payment being received in cash (during 5 years immediately preceding March 31, 2015) : 2,257,054 equity shares were issued in the last 5 years under Employee Stock Option Plan as consideration for services rendered by employees (Refer Note 45)**

## Notes to the financial statements

(All amounts in Rs., unless otherwise stated)

	As At March 31, 2015	As At March 31, 2014
<b>4 Reserves and surplus</b>		
<b>Capital redemption reserve</b>	<b>16,570,603</b>	<b>16,570,603</b>
<b>Security premium reserve</b>		
Balance as at the beginning of the year	245,914,655	178,413,569
Add: Transferred from stock options outstanding	59,400,860	67,501,086
Balance as at the end of the year	<b>305,315,515</b>	<b>245,914,655</b>
<b>Employee stock options outstanding</b>		
Options granted till date	26,612,832	13,793,823
Add: Compensation for options granted during the year	23,680,914	33,090,122
Less: deferred employee stock compensation	20,323,301	20,271,113
Balance as at the end of the year	<b>29,970,445</b>	<b>26,612,832</b>
<b>General reserve</b>		
Balance as at the beginning of the year	1,725,563,136	1,517,157,411
Add: Balance Transferred from statement of profit and loss	147,590,422	208,405,725
Balance as at the end of the year	<b>1,873,153,558</b>	<b>1,725,563,136</b>
<b>Surplus in statement of profit and loss</b>		
Balance as at the beginning of the year	6,573,324,262	5,268,505,498
Profit for the year	1,475,904,218	2,084,057,248
Less: Appropriations		
Dividend paid (relating to Previous Year)	424,800	988,346
Corporate dividend tax on above	72,195	167,969
Excess provision Corporate Dividend	-	(54,354,053)
Tax written back		
Proposed dividend on equity Shares for the year	579,926,541	546,310,566
Corporate dividend tax on Proposed dividend on equity shares	72,764,895	77,719,931
Transitional impact consequent to change in useful lives of tangible assets (Refer Note 44)	16,266,755	-
Transferred to general reserve	147,590,422	208,405,725
Balance as at the end of the year	<b>7,232,182,872</b>	<b>6,573,324,262</b>
<b>Hedging reserve surplus</b>	<b>130,808,355</b>	<b>88,316,303</b>
<b>Total</b>	<b>9,588,001,348</b>	<b>8,676,301,791</b>
<b>5 Long-term borrowings</b>		
<b>Secured</b>		
<b>Term loans</b>		
From Financial Institutions [Refer Note (a) below]	46,202,640	48,870,148
	<b>46,202,640</b>	<b>48,870,148</b>
(a) The term loans from Financial Institution are secured by way of hypothecation of the vehicles financed. The loan amount along with interest are repayable over the period of 3 to 5 years (equal monthly instalments) from the date of sanction of loan.		
<b>6 Long-term provisions</b>		
<b>Provision for employee benefits</b>		
Provision for compensated absences	306,221,840	280,306,407
	<b>306,221,840</b>	<b>280,306,407</b>
<b>7 Short term borrowings</b>		
<b>Unsecured</b>		
<b>Loans</b>		
From Related parties [Refer Note (a) below]	200,000,000	215,000,000
	<b>200,000,000</b>	<b>215,000,000</b>

(a) The working capital loan amount due with interest of 11.5% p.a. are repayable on or before the end of 12 month

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>8 Trade payables</b>		
Acceptance	57,972,954	12,830,485
Trade payables	1,241,300,833	777,785,042
	<b><u>1,299,273,787</u></b>	<b><u>790,615,527</u></b>

There are no micro and small scale enterprises to which the Company owes dues as at 31st March 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

<b>9 Other current liabilities</b>		
Capital creditors	214,494,132	194,727,061
Term loan		
From Financial Institutions [Refer Note (a) below]	34,609,225	35,333,589
Interest accrued but not due on borrowing	5,268,566	5,715,181
Advances from customers	7,322,141	2,394,948
Unclaimed dividend [Refer Note (b) below]	14,438,252	13,684,948
Income received in advance(deferred/ unearned Revenue)	9,885,590	-
Employee benefits payable	454,583,959	472,181,714
Statutory dues including provident fund and tax deducted at source	94,081,898	129,242,436
Amount payable to subsidiary [Refer Note 33 (a)]	402,866,231	-
	<b><u>1,237,549,994</u></b>	<b><u>853,279,877</u></b>

(a) Term loans from banks / financial institutions are secured by way of hypothecation of the vehicles financed.

(b) There are no amount due for payment to the Investors Education and Protection Fund under section 205C of the Companies Act, 1956 as at the year end.

**10 Short-term provisions**

Provision for compensated absences	138,179,024	109,414,718
Proposed dividend on equity shares	579,926,541	546,310,566
Corporate dividend distribution tax	72,764,895	77,719,931
Provision for contract warranties [Refer note (a) below]*	99,222,625	7,939,492
Provision for Estimated loss on completion [Refer note (b) below]*	243,708,465	-
Provision for Liquidated Damages [Refer note (c) below]*	125,635,378	-
	<b><u>1,259,436,928</u></b>	<b><u>741,384,707</u></b>
(a) Provisions for contract warranties		
Balance as at the beginning of the year	7,939,492	14,636,133
Additions	99,222,625	-
Amount used	7,939,492	6,696,641
Balance as at the end of the year	<b><u>99,222,625</u></b>	<b><u>7,939,492</u></b>
(b) Provisions for Estimated loss on completion		
Balance as at the beginning of the year	-	-
Additions	243,708,465	-
Amount used	-	-
Balance as at the end of the year	<b><u>243,708,465</u></b>	<b><u>-</u></b>
(c) Provisions for Liquidated Damages		
Balance as at the beginning of the year	-	-
Additions	125,635,378	-
Amount used	-	-
Balance as at the end of the year	<b><u>125,635,378</u></b>	<b><u>-</u></b>

\* The Company has made provisions for the above on a best estimate of the conditions prevailing as at the year end, the final amount that would be ultimately payable would be determined only at the time of closure of respective contracts. The Company does not expect any reimbursements in respect of above provisions.

## Notes to the financial statements

### 11 Tangible Assets

(All amounts in Rs. unless otherwise stated)

Description of Assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	April 1, 2014	Additions	Disposal	March 31, 2015	April 1, 2014	For the Year	Transitional impact adjusted to opening retained earnings (Refer Note 44)	Disposal/ Adjustments	March 31, 2015	March 31, 2014
Land - Freehold	167,165	-	-	167,165	-	-	-	-	167,165	167,165
Land - Lease Hold	300,912,075	-	-	300,912,075	23,589,193	3,463,576	-	-	273,859,306	277,322,882
Buildings	1,253,095,737	11,490,542	-	1,264,586,279	64,824,627	23,626,563	-	-	1,176,135,089	1,188,271,110
Plant and Machinery	753,879,901	465,571,991	16,960,024	1,202,491,868	588,858,749	171,008,684	1,729,523	16,862,860	457,757,772	165,021,152
-Computers and Peripherals										
-Office Equipment	100,514,356	10,804,445	1,506,265	109,812,536	23,297,791	34,101,525	14,514,843	1,506,261	39,404,638	77,216,565
-Others	584,574,127	364,590,425	3,114,081	946,050,471	118,750,796	82,602,884	21,494	2,997,536	747,672,833	465,823,331
Furniture and Fixtures	394,972,014	31,886,747	7,118,275	419,740,486	126,811,963	39,689,439	895	6,940,334	260,178,523	268,160,051
Lease Hold Improvements	175,797,229	206,313	12,923,899	163,079,643	171,540,326	4,026,447	-	12,923,878	436,748	4,256,903
Vehicles	178,814,458	46,498,965	21,125,611	204,187,812	37,327,081	26,228,108	-	6,063,653	146,696,276	141,487,377
<b>Total</b>	<b>3,742,727,062</b>	<b>931,049,428</b>	<b>62,748,155</b>	<b>4,611,028,335</b>	<b>1,155,000,526</b>	<b>384,747,226</b>	<b>16,266,755</b>	<b>47,294,522</b>	<b>3,102,308,350</b>	<b>2,587,726,536</b>
<b>Previous Year</b>	<b>3,607,729,756</b>	<b>204,671,151</b>	<b>69,673,845</b>	<b>3,742,727,062</b>	<b>1,003,642,094</b>	<b>205,721,670</b>	<b>-</b>	<b>54,363,238</b>	<b>2,587,726,536</b>	

### 12 Intangible Assets

Description of Assets	GROSS BLOCK			AMORTISATION				NET BLOCK		
	April 1, 2014	Additions	Disposal	March 31, 2015	April 1, 2014	For the Year	Transitional impact adjusted to opening retained earnings (Refer Note 44)	Disposal/ Adjustments	March 31, 2015	March 31, 2014
Computer software-external	535,051,519	814,478,622	22,578,845	1,326,951,296	447,946,725	266,763,854	-	22,578,832	692,131,747	87,104,794
Patents	23,152	-	-	23,152	21,971	1,181	-	-	23,152	1,181
Goodwill	41,057,164	-	-	41,057,164	6,824,114	13,685,721	-	-	20,509,835	34,233,050
<b>Total</b>	<b>576,131,835</b>	<b>814,478,622</b>	<b>22,578,845</b>	<b>1,368,031,612</b>	<b>454,792,810</b>	<b>280,450,756</b>	<b>-</b>	<b>22,578,832</b>	<b>712,664,734</b>	<b>121,339,025</b>
<b>Previous Year</b>	<b>638,810,334</b>	<b>201,310,700</b>	<b>263,989,199</b>	<b>576,131,835</b>	<b>503,483,637</b>	<b>214,474,717</b>	<b>-</b>	<b>263,165,544</b>	<b>454,792,810</b>	<b>121,339,025</b>

## Notes to the financial statements

(All amounts in Rs., unless otherwise stated)

	As At March 31, 2015	As At March 31, 2014
<b>13 Non-current investments</b>		
<b>Trade investments (valued at cost unless stated otherwise)</b>		
<b>Unquoted equity instruments</b>		
In Subsidiary Companies:		
2,837,887 (Previous Year 2,837,887) Equity Shares having no par value in NIIT Technologies Inc. USA	155,790,698	155,790,698
16,614,375 (Previous Year 2,989,375) Equity Shares of 1 Singapore \$ each fully paid-up in NIIT Technologies Pacific Pte Ltd., Singapore	702,818,750	77,518,750
3,276,427 (Previous Year 3,276,427) Equity Shares of 1 UK Pound each fully paid-up in NIIT Technologies Ltd., UK	204,426,821	204,426,821
890,000 (Previous Year 890,000) equity Shares of Rs 10/- each fully paid-up in NIIT GIS Ltd	8,900,000	8,900,000
537,900 (Previous Year 537,900) Equity Shares of Euro 1 each fully paid-up in NIIT Technologies GmbH, Germany	184,762,155	184,762,155
50,000,000 (Previous Year 50,000,000) Equity Shares of Rs 10/- each fully paid-up in NIIT SmartServe Limited	500,000,000	500,000,000
Less: Provision for Diminution [Refer Note 33 (b)]	500,000,000	250,000,000
1,000,000 (Previous Year 1,000,000) Equity Shares of Euro 1 each fully paid-up in NIIT Airline Technology GmbH Germany	223,813,064	223,813,064
(Previous Year 10) Equity Shares of USD 5,000 each fully paid-up in NIIT Technologies Limited, Canada [Refer Note (a) below]	-	1,969,500
5000 (Previous Year 5000) Equity Shares of 1000 AED each fully paid in NIIT Technologies FZ LLC Dubai	63,141,800	63,141,800
5,000,000 (Previous Year 5,000,000) equity shares of Rs. 10 each in NIIT Technologies Services Ltd	25,000,061	25,000,061
10,000 (Previous Year 10,000) equity shares of Peso 100 each in NIIT Technologies Philippines Inc	38,867,570	38,867,570
	<b>2,107,520,919</b>	<b>1,234,190,419</b>
Aggregate amount of unquoted investments	2,107,520,919	1,234,190,419
Aggregate provision for diminution in value of investments	-	250,000,000

a) The ministry of finance vide letter of consent dated Feb 6, 2015 has provided consent to dissolve NIIT Technologies Ltd, Canada (Subsidiary) and required documents has been filed within 60 days and consequently, the subsidiary is being formally dissolved subsequent to year end.

(All amounts in Rs., unless otherwise stated)

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>14 Deferred tax assets (net)</b>	<b><u>260,139,234</u></b>	<b><u>103,240,675</u></b>

**Deferred tax**

Break up of deferred tax assets/  
liabilities is as follows:

**Deferred tax assets / liabilities**

	<b>As at April 1, 2014</b>	<b>Charged/(Credited) during the Year</b>	<b>As at March 31, 2015</b>
<b>Deferred tax assets</b>			
a) Provision for doubtful debts and advances	27,794,652	12,260,433	40,055,085
b) Provision for compensated absences, bonus and gratuity	156,318,739	(2,059,547)	154,259,192
c) Tax impact of expenses charged in the financial statements but allowable in future years under income tax	71,633,877	314,423,892	386,057,769
	<b><u>255,747,268</u></b>	<b><u>324,624,778</u></b>	<b><u>580,372,046</u></b>
<b>Deferred tax liabilities</b>			
a) Tax impact of expenses not charged in the financial statements but claimed as deduction under income tax	7,702,007	44,203	7,746,210
b) Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation.	109,344,017	140,637,854	249,981,871
<b>Total (B)</b>	<b><u>117,046,024</u></b>	<b><u>140,682,057</u></b>	<b><u>257,728,081</u></b>
<b>Deferred tax assets (net) (A - B)</b>	<b><u>138,701,244</u></b>	<b><u>183,942,721</u></b>	<b><u>322,643,965</u></b>
Add: Deferred Tax Asset related to fair value loss on derivative instruments not charged in the Statement of Profit and Loss but taken to the Balance Sheet.	(35,460,569)		(62,504,731)
<b>Net deferred tax assets</b>	<b><u>103,240,675</u></b>		<b><u>260,139,234</u></b>

**Note :**

- (a) Deferred tax assets and liabilities above have been determined by applying the income tax rates of respective countries. Deferred tax assets and liabilities in relation to taxes payable under different tax jurisdictions have not been offset in financial statements.
- b) Amount of Rs. 183,942,721 (March 31, 2014 Rs. 34,934,747) includes exchange fluctuations of Rs. 3,131,988 (March 31, 2014 Rs. 6,219,809) relating to deferred tax assets created for operations in US and Ireland Branches.

**15 Long-term loans and advances**

(Unsecured considered good unless otherwise stated)

Advances recoverable in cash or in kind or for value  
to be received

-Considered good	3,499,190	843,790
Prepayment	175,078,980	200,611,547
Security deposits		
-Considered Good	69,764,886	51,884,444
-Considered doubtful	1,459,716	1,459,716
	<u>71,224,602</u>	<u>53,344,160</u>
Less -Provision for doubtful security deposits	(1,459,716)	(1,459,716)
	<u>69,764,886</u>	<u>51,884,444</u>
Capital advances	44,819,186	180,176,771
Minimum Alternate Tax credit entitlement	202,198,421	-
	<b><u>495,360,663</u></b>	<b><u>433,516,552</u></b>

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>16 Other non-current assets</b>		
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	60,914,259	50,787,871
	<b><u>60,914,259</u></b>	<b><u>50,787,871</u></b>

(a) Held as margin money by bank against bank guarantees.

**17 Current investments**

At cost or market value, whichever is less

Unquoted

In Mutual funds	231,883,311	400,553,794
	<b><u>231,883,311</u></b>	<b><u>400,553,794</u></b>

<b>Liquid Scheme of Mutual Fund</b>	<b>As on 31st March 2015</b>		<b>As on 31st March 2014</b>	
	<b>Units</b>	<b>Value</b>	<b>Units</b>	<b>Value</b>
Tata Liquid Fund Direct Plan-Growth	-	-	25,688	60,000,000
Birla Sun Life Cash Plus-Growth-Direct Plan	-	-	345,065	70,000,000
Reliance Money Manager Fund-Growth Plan Growth Option-LPIG	-	-	40,761	70,553,794
Temptation India Treasury Management Account Super Institutional Plan-Direct	-	-	31,778	60,000,000
HDFC Liquid Fund-Direct Plan-Growth Option	1,823,500	50,000,000	2,780,377	70,000,000
ICICI Prudential Liquid-Direct Plan-Growth	440,064	90,000,000	370,819	70,000,000
UTI Liquid Cash Plan Institutional -Direct Growth	17,500	40,000,000	-	-
Reliance Quarterly Interval Fund-Series II-Growth	2,745,802	51,883,311	-	-
<b>Total</b>		<b><u>231,883,311</u></b>		<b><u>400,553,794</u></b>

**18 Inventories**

Traded Goods

Material in transit	82,355,123	47,948,070
[Refer Note (a) below]		

**82,355,123**
**47,948,070**
**Note :**

(a) The Company deals in number of software and hardware items whose cost and selling price vary from item to item. In view of voluminous data, no information relating to major items of opening stocks, closing stocks, purchases and sales have been disclosed in the financial statements.

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>19 Trade receivables</b>		
<b>Unsecured considered good</b>		
Outstanding for a period exceeding 6 months from the date they are due for payment	316,158,155	118,308,641
Others	4,103,734,734	4,198,173,545
<b>Unsecured considered doubtful</b>		
Outstanding for a period exceeding 6 months from the date they are due for payment	113,992,511	80,313,313
Others	-	-
Less: Provision for doubtful debts	113,992,511	80,313,313
	<b><u>4,419,892,889</u></b>	<b><u>4,316,482,186</u></b>
<b>20 Cash and bank balances</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	114,219	20,997
Cheques, drafts on hand	2,106,751	638,214
<b>Bank balances</b>		
- Current accounts	406,480,276	382,014,914
- Fixed deposit accounts (less than 3 months maturity)*	-	90,000,000
	<b><u>408,701,246</u></b>	<b><u>472,674,125</u></b>
<b>Other Bank Balances</b>		
- Long term deposits with maturity more than 3 months but less than 12 months*	312,111,955	-
- Unpaid dividend account	14,438,252	13,684,948
	<b><u>326,550,207</u></b>	<b><u>13,684,948</u></b>
	<b><u>735,251,453</u></b>	<b><u>486,359,073</u></b>
<b>21 Short term loans and advances</b>		
(Unsecured, considered good except where otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
-Considered good	238,470,844	283,208,858
Prepayment	256,018,222	270,123,676
Security deposits (unsecured )		
-Considered good	37,645,788	47,683,460
Advance income tax	2,794,964,340	2,283,901,681
Less: Provision for income tax	2,540,535,257	2,066,351,092
	<b><u>254,429,083</u></b>	<b><u>217,550,589</u></b>
Advance fringe benefits tax	49,383,996	49,383,996
Less: Provision for fringe benefits tax	49,120,061	49,120,061
	<b><u>263,935</u></b>	<b><u>263,935</u></b>
Minimum Alternate Tax credit entitlement	-	60,273,889
	<b><u>786,827,872</u></b>	<b><u>879,104,407</u></b>

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>22 Other current assets</b>		
(Unsecured, considered good unless otherwise stated)		
Unbilled revenue	248,237,095	259,150,490
Interest accrued on Fixed Deposits	7,763,376	9,066,199
Derivative instruments fair value assets	193,313,086	123,776,872
	<b><u>449,313,557</u></b>	<b><u>391,993,561</u></b>
<b>23 Proposed dividend</b>		
On equity shares of Rs. 10 each		
Amount of dividend proposed	579,926,541	546,310,566
Dividend per equity share	9.50	9.00
<b>24 Contingent liabilities</b>		
Claims against the Company not acknowledged as debts		
Income tax matters pending disposal by the tax authorities	299,876,886	299,325,686
Claims made by customer and vendor pending under arbitration / High Court, including frivolous counter claims by the vendor in response to amount claimed by the Company from the vendor as per the contract	65,037,656	3,230,000
<b>Notes</b>		
(a) It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.		
(b) The Company does not expect any reimbursements in respect of the above contingent liabilities.		
<b>25 Capital and other commitments</b>		
<b>Capital commitments</b>		
Estimated value of contracts in capital account remaining to be executed	812,079,375	967,336,059
	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>26 Revenue from operations</b>		
Sales of products		
Traded goods [Refer Note 18(a)]	786,540,733	1,601,988,899
Sale of services	12,674,372,460	11,482,789,264
	<b><u>13,460,913,193</u></b>	<b><u>13,084,778,163</u></b>
<b>27 Other income</b>		
Net gain on sale of investments	54,196,788	44,748,064
Recovery from subsidiaries for common corporate expenses	56,756,007	52,853,784
Interest on :		
-Bank deposits	12,380,604	9,661,743
-Income Tax refund	5,607,985	31,239,729
	<b><u>17,988,589</u></b>	<b><u>40,901,472</u></b>
Miscellaneous income	6,211,513	(10,839,623)
Dividend Income from subsidiary	89,000,000	333,707,792
Gain on exchange fluctuations (net)	-	280,235,753
	<b><u>224,152,897</u></b>	<b><u>741,607,242</u></b>

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>28 Changes in inventories of stock-in-trade</b>		
(Increase) / decrease in stocks		
Stocks at the end of year	82,355,123	47,948,070
Stocks at the beginning of year	47,948,070	37,290,775
(Increase ) in inventories	<b><u>(34,407,053)</u></b>	<b><u>(10,657,295)</u></b>
<b>29 Employee benefits expense</b>		
Salaries and benefits*	6,806,489,602	6,511,842,802
Contribution to provident and other funds [Refer Note (a) below]	179,009,189	162,430,602
Gratuity expense [Refer Note b(2)]	80,606,285	24,166,019
Employee stock option scheme (Refer Note 45)	11,514,312	10,199,414
Staff welfare expenses	157,441,122	192,452,971
	<b><u>7,235,060,510</u></b>	<b><u>6,901,091,808</u></b>

\* Net off Rs. 15,572,542 (Previous Year Rs. 12,305,153) capitalised as part of capital work-in-progress.

**Employee Benefits**
**a) Defined Contribution Plans:**

The Company makes contribution towards Provident Fund, Superannuation Fund, Pension Fund, Employee state Insurance fund and Overseas Plan (related to the Branches in the United States of America and Ireland), being defined contribution plans for eligible employees. The Company has charged the following costs in the Statement of Profit and Loss ;

<b>Employer's Contribution</b>	<b>Year Ended March 31, 2015</b>	<b>Year Ended March 31, 2014</b>
(i) Employer's contribution to superannuation fund	15,879,428	11,761,083
(ii) Employer's contribution to overseas plan	34,842,266	32,625,585
(iii) Employer's contribution to Employees state insurance fund	3,870,586	3,114,327
(iv) Employer's contribution to pension fund	46,944,058	30,656,427

**b) Defined Benefit Plans**

Disclosure in respect of defined benefit plans in accordance with Accounting Standard 15 (Revised) "Employee Benefits"

**(1) Provident Fund:**

The Company makes contribution to the "NIT Technologies Limited Employees Provident Fund Trust" ("the Trust"), which is exempted under section 17 of Employees' Provident Fund Act, 1952. The conditions for grant of exemptions stipulate that the employer shall make good the deficiency, if any, in the interest rate declared by the Trust vis-à-vis statutory rate. As per guidance note on Accounting Standard-15, Employee Benefits (Revised 2005) issued by the Accounting Standard Board (ASB), provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Trust includes employees of the Company as well as of other subsidiaries in accordance with the approval vide letter No. S-35015/9/2008-SS-II, dated March 20, 2009, granted by the Employees' Provident Fund Organization. In view of the same, it is a multi-employer defined benefit plan. The Company made defined contribution to Regional Provident Fund Commissioner (RPFC) from 1st October 2005 till 29th February 2009 in respect of Provident Fund. The Company has transferred these contributions along with the interest from RPFC to NIIT Technologies Limited Employees' Provident Fund Trust. The Company does not have any further obligation in this respect.

Consequent to the Actuarial Society of India issuing a guidance note on the valuation of provident fund liability, the Trust has obtained an actuarial valuation of the provident fund liability as at balance sheet date and as per the valuation report, there is surplus as on March 31, 2015. The Actuary has provided details for the disclosure requirement of the Accounting Standard 15 (Revised 2005) on "Employee Benefits" for the Trust as a whole. However, participant entities wise break-up of these disclosures is not available and accordingly, the disclosures for provident fund liability as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) have been

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

made in these financial statements, basis actuarial report for the trust as a whole.

The Company contributed Rs.77,472,851 (Previous year Rs. 84,273,180) during the year to the Trust, which has been charged to Statement of Profit and Loss.

Disclosures included are limited to the extent of disclosures provided by the actuary

**(i) Present Value of Defined Benefit Obligations :**

Description	March 31,2015	March 31,2014
Balance as at the beginning of the year	1,125,366,543	867,038,431
Interest cost	109,130,397	76,440,225
Current service cost	92,622,300	94,747,888
Benefits paid	(100,183,039)	(81,228,214)
Plan Participant's Contributions	146,413,727	132,733,396
Transfer In	(68,919,843)	32,912,757
Actuarial (gain) / loss on obligation	95,509,278	2,722,060
Balance as at the end of the year*	1,399,939,363	1,125,366,543

**(ii) Fair Value of Plan Assets :**

Description		
Plan assets at beginning at fair value	1,151,202,213	874,262,082
Expected return on plan assets	111,981,768	86,196,816
Employer contributions	88,400,103	90,251,703
Plan Participant's contributions	146,413,727	132,733,396
Benefits paid	(100,183,039)	(81,228,214)
Transfers In	(68,919,843)	32,912,757
Actuarial gain / (loss) on plan assets	86,601,591	16,073,673
Plan assets at year end at fair value	1,415,496,520	1,151,202,213

**(iii) Assets and Liability recognised in Balance Sheet :**

Description		
Present value of the defined benefit obligation as at the end of the year	1,399,939,363	1,125,366,543
Fair value of plan assets at the end of the year	1,415,496,520	1,151,202,213
Funded status - (surplus)	(15,557,157)	(25,835,670)

\*As the funded status is in surplus there is no need for any specific provision as at March 31, 2015 towards the Provident Fund by the Company. Hence the net liability to be recognised in the balance sheet is INR Nil (March 31,2014 : Nil)

**(iv) Principal actuarial assumptions at the Balance Sheet date**

Discount Rate	7.75%	9.15%
<b>Attrition rate</b>		
Age from 20-30 years	16.00%	15.00%
31-34	10.00%	10.00%
35-44	5.00%	5.00%
45-50	3.00%	3.00%
51-54	2.00%	2.00%
Age 55 & above	1.00%	1.00%

**Expected Return on Assets for Exempt PF Fund**

Year	Rate	Rate
2012-13		
2014-16	9.19%	9.19%
2016 and thereafter	9.19%	9.19%

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**
**Long term EPFO Rate**

Year	Rate	Rate
2012-13	-	-
2013-14	8.75%	8.75%
2014 and thereafter	8.75%	8.75%

**(v) Experience Adjustments**

Description	March 31,2015	March 31,2014	March 31,2013
Experience Gain/(Loss) adjustments on Plan Liabilities	(95,509,278)	(2,722,060)	7,711,858
Experience Gain/(Loss) adjustments on Plan assets	86,601,591	16,073,673	11,165,432

**(vi) Expected Contribution to the fund in the next year**

	March 31,2015	March 31,2014
Provident fund	85,000,000	90,000,000

**(2) Gratuity:**

Disclosures as per actuarial report of independent actuary:

**(i) Present Value of Defined Benefit Obligations :**

Description	March 31,2015	March 31,2014
Balance as at the beginning of the year	167,884,877	137,234,100
Interest cost	14,105,337	10,226,465
Current service cost	32,745,388	29,878,958
Benefits paid	(14,301,739)	(7,805,542)
Actuarial (gain) / loss on obligation	52,198,266	(1,649,104)
Balance as at the end of the year	252,632,129	167,884,877

**(ii) Fair Value of Plan Assets :**

Description	March 31,2015	March 31,2014
Plan assets at beginning at fair value	192,214,577	148,148,452
Expected return on plan assets	18,952,490	15,406,933
Contribution	63,072,360	37,581,367
Benefits paid	(14,301,739)	(7,805,542)
Actuarial gain / (loss) on plan assets	(509,784)	(1,116,633)
Plan assets at year end at fair value	259,427,904	192,214,577

**(iii) Assets and Liabilities in Balance Sheet :**

Description	March 31,2015	March 31,2014
Present value of the defined benefit obligation as at the end of the year	252,632,129	167,884,877
Fair value of plan assets at the end of the year	259,427,904	192,214,577
*Funded status of plan assets - (surplus)	(6,795,775)	(24,329,700)

\* Not recognised as an asset in these financial statements

**(iv) Amount of Gratuity expense recognised in the Statement of Profit and Loss**

Description	March 31,2015	March 31,2014
Current service cost	32,745,388	29,878,958
Interest cost	14,105,337	10,226,465
Expected return on plan assets	(18,952,490)	(15,406,933)
Actuarial (gain) / loss recognized during the year	52,708,050	(532,471)
Total	80,606,285	24,166,019

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**
**(v) Amount recognised in current year and previous four years**

Description	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012	Year ended March 31,2011
Present value of the defined benefit obligation as at the end of the year	(252,632,130)	(167,884,877)	(137,234,100)	(101,168,000)	(93,869,000)
Fair value of plan assets at the end of the year	259,427,904	192,214,577	148,148,452	116,531,512	94,594,112
Surplus in the plan	6,795,774	24,329,700	10,914,352	15,363,512	725,112
Experience gain/(loss) adjustments on plan liabilities	(52,198,266)	1,649,104	(12,755,000)	11,550,990	492,330
Experience gain/(loss) adjustments on plan assets	(509,784)	(1,116,633)	(1,261,260)	(554,140)	88,740

**(vi) Investment details of plan assets :**

The plan assets are maintained with the Life Insurance Corporation Gratuity Scheme. The details of investment maintained by the Life Insurance Corporation are not available with the Company and have not been disclosed.

**(vii) Principal actuarial assumptions at the Balance Sheet date**

	2014-15	2013-14
Discount rate	7.75%	9.15%
Expected rate of return on plan assets	8.75%	9.45%
Salary growth rate	Salary rate 7% for first 3 years and 6% thereafter	5.00%
Attrition rate		
Age from 20-30 years	16.00%	15.00%
31-34	10.00%	10.00%
35-44	5.00%	5.00%
45-50	3.00%	3.00%
51-54	2.00%	2.00%
Age 55 & above	1.00%	1.00%
Expected average remaining working lives of employee (years)	12	11.7

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

**(viii) Expected Contribution to the fund in the next year**

	2014-15	2013-14
Gratuity	50,000,000	39,000,000
	<b>Year ended</b>	<b>Year ended</b>
	<b>March 31, 2015</b>	<b>March 31, 2014</b>

**30 Finance costs**

Interest expense on term loans from Financial Institutions	10,248,455	11,020,499
on loan from related party	24,283,446	5,715,181
Bank and financial charges	11,933,437	10,455,486
	<b>46,465,338</b>	<b>27,191,166</b>

**31 Depreciation and amortisation expense**

Depreciation on tangible assets	384,747,226	205,721,670
Amortisation on intangible assets	280,450,756	214,474,717
	<b>665,197,982</b>	<b>420,196,387</b>

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>32 Other expenses</b>		
Rent	164,336,616	162,308,277
Rates and taxes	1,553,375	2,326,933
Electricity and water	106,300,565	105,005,935
Communication	99,592,643	103,963,254
Legal and professional [refer note (a) below]	131,809,569	110,599,621
Travelling and conveyance	486,353,492	454,587,474
Insurance premium	24,328,202	28,706,882
Repairs and maintenance		
- Plant and machinery	78,041,039	77,474,187
- Buildings	2,285,112	4,922,823
- Others	114,869,688	100,172,663
Loss on exchange fluctuations (net)	93,352,935	-
Provision for doubtful debts	46,762,322	55,502,859
Unbilled revenue written off	24,831,202	-
Loss on sales of tangible / intangible assets (net)	5,372,687	2,841,537
Expenditure towards Corporate	48,318,823	50,371,859
Social Responsibility activities		
Advertisement and publicity	20,856,443	24,186,887
Provision for contract warranties [Refer Note 10]	99,222,625	-
Provision for Estimated loss on completion [Refer Note 10]	243,708,465	-
Provision for liquidated damages [Refer Note 10]	125,635,378	-
Business promotion	38,680,903	54,929,195
Professional charges	924,864,301	718,565,019
Equipment hiring	9,640,402	22,457,476
Consumables	33,817,757	42,522,192
Other production expenses	33,018,226	34,092,487
Miscellaneous expenses	80,334,899	71,481,571
	<b>3,037,887,669</b>	<b>2,227,019,131</b>

**Notes**
**Particulars**

a) Payment to auditors (excluding service tax)

As Auditor	8,577,000	7,989,000
For reimbursement of actual out of office expenses	1,029,000	785,240

(b) Expenses capitalised as a part of Capital Work-in-progress :

Electricity and water	1,917,197	3,825,882
Legal and professional	5,598,513	2,266,384
Miscellaneous expenses	6,830,009	2,138,415

c) Expenses during the year are net of recoveries towards common services at cost from domestic subsidiaries amounting to Rs. 17,089,219 (Previous year 14,150,085).

**33 Details of exceptional items charged to Statement of Profit and Loss**

(a) Subsequent to the year end, in a subsidiary of the Company, settlement was agreed with a customer on termination of an ongoing service agreement ("agreement") under dispute, in respect of which the Company was providing services to subsidiary. As per the terms of the settlement, the subsidiary has paid settlement amount to the customer upon receipt of which the customer has released the bank guarantee of Rs. 142,590,000 and corporate guarantee of Rs. 926,835,000 issued by the Company; and also released the Company and the subsidiary from further obligations under the agreement. Consequent to the settlement, the subsidiary has charged back to the Company an amount of Rs. 402,866,231, being portion of the net resultant loss on the contract as considered attributable to the services provided by the Company in previous years. Also, the Company has written off unbilled revenue carried forward, which is no longer recoverable, and written back provision for expenses for completion of services on the agreement, which is no longer required to be

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

carried forward. Consequent to the above, in line with AS-29 and AS-4, the Company has recognised the resultant impact of the above in these financial statements and disclosed the same as an exceptional item in the Statement of profit and loss, comprising the following:

<b>Particulars of exceptional items</b>	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
Provision for claim from subsidiary on account of net loss on agreement, as above	402,866,231	-
Unbilled revenue no longer recoverable written off	25,011,084	-
Related costs on contract settlement comprising:		
Travel	1,950,876	-
Legal and professional	2,806,239	-
Less: Provision for expenses for completion of ongoing service agreement no longer required written back	(47,854,140)	-
<b>Sub-Total</b>	<b>384,780,290</b>	<b>-</b>
(b) In accordance with provisions of AS-13, consequent to improvement in performance and sustainable achievement of profits, Provision for diminution of investment in subsidiary (NIIT SmartServe Limited) no longer required written back	(250,000,000)	-
<b>Total</b>	<b>134,780,290</b>	<b>-</b>

**34 Earning in foreign currency**

IT and Related Services	10,806,245,398	10,697,545,467
Other income - Recovery for common corporate expenses from overseas subsidiaries	45,264,770	45,522,618

**35 CIF value of imports**

Capital goods	260,476,109	30,501,452
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**36 Expenditure in foreign currency**

Travel	158,930,216	143,191,922
Legal and professional fees	28,728,610	57,879,034
Branch office expenses	3,701,568,085	3,447,950,467
Amount payable to subsidiary [Refer Note 33]	402,866,231	-
Production expenses	23,401,111	-
Others	9,227,761	8,674,193

**37 Related party transactions as per Accounting Standard 18:**
**A Related party relationship where control exists:**
**Subsidiaries**

- 1 NIIT GIS Ltd, India
- 2 NIIT SmartServe Ltd, India
- 3 NIIT Technologies Services Limited, India
- 4 NIIT Technologies Ltd, United Kingdom
- 5 NIIT Technologies BV, Netherlands ( Held by NIIT Tech, UK)
- 6 NIIT Technologies NV, Belgium ( Held by NIIT Tech BV, Netherlands)
- 7 NIIT Technologies Pte Limited, Singapore
- 8 NIIT Technologies Ltd, Thailand ( Held by NIIT Tech, Singapore)
- 9 NIIT Technologies Pty Ltd, Australia ( Held by NIIT Tech, Singapore)

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

- 10 NIIT Technologies K.K., Japan (Held by NIIT Tech, USA)
- 11 NIIT Technologies GmbH, Germany
- 12 NIIT Technologies AG, Switzerland (Held by NIIT Tech GmbH, Germany)
- 13 NIIT Technologies Inc, USA
- 14 NIIT Insurance Technologies Limited, United Kingdom (Held by NIIT Technologies Limited, UK)
- 15 NIIT Airline Technologies GmbH, Germany
- 16 NIIT Technologies FZ LLC, Dubai
- 17 NIIT Technologies Limited, Canada
- 18 NIIT Technologies S.A., Spain
- 19 NIIT Media Technologies LLC (Joint Venture Company, 60% stake held by NIIT Technologies Inc, USA)
- 20 NIIT Technologies Philippines Inc
- 21 NIIT Technologies Brazil Ltd

**B Other related parties with whom the Company has transacted:**
**a) Parties of whom the Company is an associate and its subsidiaries:**

NIIT Limited, India (Through its subsidiary, Scantech Evaluation Services Ltd, India)  
NIIT USA Inc., USA  
Evolve Services Limited  
NIIT Institute of Finance Banking and Insurance Training Ltd

**b) Key Managerial Personnel**

Rajendra S Pawar  
Vijay K Thadani  
Arvind Thakur

**c) Parties in which the Key Managerial Personnel of the Company are interested:**

Naya Bazar Novelties Pvt Ltd  
NIIT Institute of Information Technology  
NIIT University

**Details of transactions with related parties (described above) carried out on an arms length basis:-**

Nature of Transactions	Subsidiaries	Party of whom the company is an associate	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Purchase of fixed assets (Note 2)	635,747	-	-	-	635,747
	(710,089)	-	-	-	(710,089)
Rendering of services (Note 3)	10,520,569,458	19,915,492	-	-	10,540,484,950
	(10,463,181,447)	(19,774,176)	-	-	(10,482,955,623)
Receiving of services (Note 4)	16,269,360	2,315,961	-	-	18,585,321
	(1,780,380)	(1,322,152)	-	(3,057,160)	(6,159,692)
Amount payable consequent to settlement (Refer Note 33 and Note 5)	402,866,231	-	-	-	402,866,231
	-	-	-	-	-
Recovery of expenses by the Company (Including those from overseas subsidiaries) (Note 6)	180,303,950	221,581	-	-	180,525,531
	(151,004,362)	(5,024,421)	-	-	(156,028,783)
Recovery of expenses from the Company (Note 7)	57,762,473	16,191,119	-	1,924,000	75,877,592
	(46,984,839)	(22,845,462)	-	-	(69,830,301)

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

Corporate Social Responsibility (Note 8)	-	60,000	-	45,995,000	46,055,000
	-	(37,829)	-	(50,000,000)	(50,037,829)
Investments made (Note 9)	625,300,000	-	-	-	625,300,000
	-	-	-	-	-
Investment received back (Note 16)	1,969,500	-	-	-	1,969,500
	-	-	-	-	-
Loans received	-	-	-	-	-
	(215,000,000)	-	-	-	(215,000,000)
Loans repaid (Note 10)	15,000,000	-	-	-	15,000,000
	-	-	-	-	-
Remuneration / commission sitting fees (Note 11) *	-	-	45,145,148	-	45,145,148
	-	-	(53,545,023)	-	(53,545,023)
Recovery for common corporate expenses (Note 12)	56,756,007	-	-	-	56,756,007
	(53,676,721)	-	-	-	(53,676,721)
Other expenses (Note 13)	-	-	-	741,619	741,619
	-	-	-	(494,742)	(494,742)
Dividend paid to Scantech Evaluation Services Ltd	-	137,688,060	-	-	137,688,060
	-	(130,441,320)	-	-	(130,441,320)
Dividend received (Note 14)	89,000,000	-	-	-	89,000,000
	(333,707,792)	-	-	-	(333,707,792)
Interest paid (Note 15)	24,283,446	-	-	-	24,283,446
	(6,350,204)	-	-	-	(6,350,204)
Outstanding guarantees to banks against lines of credit sanctioned to wholly owned overseas subsidiaries (Note 17)	687,002,000	-	-	-	687,002,000
	(66,822,700)	-	-	-	(66,822,700)
Outstanding guarantees to the customer on behalf of wholly owned subsidiaries (Note 18)*	1,708,470,000	-	-	-	1,708,470,000
	(1,950,693,150)	-	-	-	(1,950,693,150)

\* Difference on account of exchange fluctuation

1 Figures in parenthesis represent previous year's figure.

**D Disclosure in respect of transaction which are more than 10% of the total transaction of the same type with related parties**

2 Transactions in purchase of Fixed Assets for the year with;

NIIT GIS Limited Rs. Nil (Previous year Rs 710,089)

NIIT Smart Serve Limited Rs.635,747 (Previous year Rs. Nil)

3 Includes transactions in Rendering of services for the year mainly with;

NIIT Technologies Inc USA Rs. 6,636,204,056 (Previous year Rs. .6,694,276,948)

NIIT Technologies Limited, UK Rs 2,269,958,130 (Previous year Rs. 2,294,560,274)

NIIT Limited Rs 19,915,492 (Previous year Rs. 19,774,176)

4 Includes transactions in Receiving of Services for the year mainly with;

NIIT Limited Rs 776,515 (Previous year Rs Nil)

NIIT Smart Serve Limited Rs. 3,403,303 (Previous year Rs Nil)

NIIT GIS Ltd Rs 11,252,794 (Previous year Rs. 1,780,380)

Evolve Services Limited Rs 1,539,447 (Previous year Rs.1,322,152)

NIIT Technologies Services Limited Rs 1,613,263 (Previous year Rs. Nil)

5 Includes Amount payable consequent to Settlement for the year mainly with;

NIIT Technologies Pty Limited Rs. 402,866,231 (Previous year Rs. Nil)

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

- 6 Includes transactions in recovery of expenses by the Company for the year mainly with;  
 NIIT GIS Limited Rs 11,226,159 (Previous year 13,472,045)  
 NIIT SmartServe Limited Rs 6,889,719 (Previous year Rs 986,389)  
 NIIT Technologies Limited, UK Rs 43,620,719 (Previous year Rs .32,765,229)  
 NIIT Technologies Inc USA Rs 66,699,167 (Previous year Rs. 47,010,272)  
 NIIT Media Technologies, LLC Rs. 23,061,792 (Previous year Rs. 10,922,399)
- 7 Includes transactions in recovery of expenses from the Company for the year mainly with;  
 NIIT SmartServe Limited Rs 17,056,274 (Previous year Rs. 17,191,199 )  
 NIIT Limited Rs 3,989,025 (Previous year Rs. Nil)  
 NIIT USA Inc Rs 12,202,094 (Previous year Rs.17,537,283)  
 NIIT Technologies Inc Rs 17,809,083 (Previous year Rs.20,591,303)  
 NIIT Technologies Limited UK Rs. 20,451,049 (Previous year Rs. Nil)
- 8 Includes transactions in Corporate Social Responsibility made for the year mainly with;  
 NIIT Institute of Information Technology Rs 45,995,000 (Previous year Rs. 50,000,000)
- 9 Includes transactions in Investments made for the year mainly with;  
 NIIT Technologies Pte Limited Rs. 625,300,000 (Previous year Rs. Nil)
- 10 Transactions in loans repaid for the year with;  
 NIIT Technologies Services Limited Rs.15,000,000 (Previous year Rs. Nil)
- 11 Remuneration of:  
 Rajendra S Pawar – Rs.20,148,862 (Previous year Rs.23,951,044)  
 Arvind Thakur – Rs. 24,056,286 (Previous year Rs..28,693,980)  
 Vijay K Thadani Rs. 940,000 (Previous year Rs.900,000)  
 \*As gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the key managerial personal can not be individually identified.
- 12 Includes transactions in other income for the year mainly with;  
 NIIT GIS Limited Rs8,144,153 (Previous year Rs 5,915,028)  
 NIIT SmartServe Limited Rs 3,346,023 (Previous year Rs. Nil)  
 NIIT Technologies Limited, UK Rs.9,400,941(Previous year Rs 7,832,777)  
 NIIT Technologies Inc USA Rs7,688,577 (Previous year Rs.9,300,472)  
 NIIT Technologies Limited, Thailand Rs. 2,688,378 (Previous year Rs. Nil)  
 NIIT Insurance Technologies Limited, Rs.10,598,175 (Previous year Rs.9,676,339)
- 13 Includes transactions in other expenses for the year mainly with;  
 Naya Bazaar Novelties Privet Limited Rs 741,619 (Previous year Rs494,742)
- 14 Includes transactions in dividend received for the year mainly with;  
 NIIT GIS Limited Rs 89,000,000 (Previous year Rs 13,884,000)  
 NIIT Technologies Limited UK Rs. Nil (Previous year Rs 183,780,000)  
 NIIT Technologies Inc. Rs. Nil (Previous year Rs 131,670,000)
- 15 Transactions in interest paid for the year with;  
 NIIT Smart Serve Limited Rs.23,054,677 (Previous year Rs 5,853,971)
- 16 Investment received back from includes  
 NIIT Technologies Limited, Canada Rs. 1,969,500 (Previous year Rs. Nil)
- 17 Outstanding guarantees to banks includes  
 NIIT Technologies Pte Limited Rs. 63,602,000 (Previous year Rs. 66,822,700)  
 NIIT Technologies Pty Ltd Rs. 623,400,000 (Previous year Nil)
- 18 Outstanding guarantees to the customer on  
 NIIT Technologies Pty Ltd Rs. 1,069,425,000 (Previous year Rs. 1,253,214,000)  
 NIIT Technologies BV Rs. 100,455,000 (Previous year Rs. 124,092,450)  
 NIIT Technologies Pte Limited Rs. 337,680,000 (Previous year Rs. 325,201,800)  
 NIIT Technologies GmbH Rs. 200,910,000 (Previous year Rs. 248,184,900)

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**
**E Details of balances with related parties:**

Particulars	Receivable as at March 31, 2015 (Note 1)	Payable as at March 31, 2015 (Note 2)	Receivable as at March 31, 2014	Payable as at March 31, 2014
Subsidiaries	1,994,859,799	633,760,716	1,995,582,344	232,104,058
Associates	10,192,750	5,783,735	5,060,212	2,025,247
Parties in which Key Managerial Personnel are interested	-	47,381	-	15,07,069

Disclosure in respect of balances with related parties:-

**1 Includes Receivables from**

NIIT Technologies Ltd. ,UK Rs. 692,602,999 (Previous Year Rs. 849,215,779)

NIIT Technologies Inc, USA Rs. 701,103,942 (Previous Year Rs. 569,469,572)

**2 Includes Payables to;**

NIIT Technologies Pty. Ltd. Rs. 402,866,231 (Previous Year Nil). Consequent to Settlement (Refer Note # 33)

NIIT SmartServe Limited Rs. 210,001,490 (Previous Year 207,038,983)

**38 The dominant source of risk and returns of the enterprise is considered to be the business in which it operates viz – software solutions. Being a single business segment Company, no primary segment information is being provided. The secondary segment information as per Accounting Standard 17 “Segment Reporting” in relation to the geographies is as follows:**

Particulars	Revenue by location of customer		Carrying amount of segment assets by location of the assets		Additions to fixed assets	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
India	2,289,828,176	2,631,551,229	13,676,279,258	11,732,491,581	1,736,852,331	403,243,880
America*	7,207,451,713	6,852,818,167	128,664,407	89,101,200	8,675,719	2,737,971
Europe*	3,573,429,203	3,316,885,744	25,161,189	10,112,263	-	-
Asia Pacific (including Australia)*	390,204,101	283,523,023	-	-	-	-
<b>Total</b>	<b>13,460,913,193</b>	<b>13,084,778,163</b>	<b>13,830,104,854</b>	<b>11,831,705,044</b>	<b>1,745,528,050</b>	<b>405,981,851</b>

\*Net of Hedging Gain/(loss) of Rs 324,950,355 (Previous Year loss Rs..244,318,533). This includes derivate instruments matured during the year for America Rs181,358,928 (Previous Year loss Rs.153,685,787), Europe Rs.143,591,427 (Previous Year loss Rs. 90,632,746)

**39 Earning Per Share :**

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
<b>Basic</b>		
Profit after tax (A)	1,475,904,218	2,084,057,248
Weighted Average number of Equity shares Outstanding during the year - (B)	60,855,494	60,465,664
Basic Earning per share (A)/(B)	24.25	34.47
<b>Diluted</b>		
Profit after tax	1,475,904,218	2,084,057,248
Weighted Average number of Equity shares Outstanding during the year (B)	60,855,494	60,465,664
Add : Weighted average number of potential equity shares on account of employee stock options. (Refer Note 44)	322,646	590,044
Weighted average number of shares outstanding for dilutive EPS (C)	61,178,140	61,055,708
Diluted EPS (A)/(C)	24.12	34.13
Face value per share	10.00	10.00

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

The Company has issued 343,725 (Previous year 464,005) equity shares under its ESOP Scheme during the year. The same has been adjusted for both the years presented above.

Earning Per Share [had fair value method been employed for accounting for Employee Stock Option (Refer Note 45 (g))

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Profit Attributable to Equity shareholders (D)	1,456,287,025	2,078,281,423
Basic Earning per share (Rs) (D / B)	23.93	34.37
Diluted Earning per share (Rs) (D / C)	23.80	34.04

**40 Current Income Tax**

- (i) The Company determines taxes on income in accordance with the applicable provisions of Income Tax Act, 1961 ("Act"). The Company also claims deductions under sections 10AA and 80 IAB in respect of its Unit and Developer Operations, respectively, in Special Economic Zone (SEZ). The payments under Minimum Alternate Tax (MAT) can be carried forward and can be set off against future tax liability. Accordingly, a sum of Rs. 202,198,421/- (Previous Year Rs. 60,273,889) has been shown under "Loans and Advances" (Refer Note 15 & 21). Further, during the year the Company has created MAT credit of Rs.141,924,532 (Previous Year utilized Rs.79,898,762).
- (ii) In addition to Indian Operations, the Company has accounted for the tax liability/reliefs in respect of its branches having operations in the United States of America (USA) and Ireland in accordance with the tax legislations applicable in the respective jurisdiction.
- (iii) The current tax expense includes credit of Rs. 28,273,097 /- (Previous Year charge of Rs.9,872,186/-) relating to earlier year adjustments.

**41 Leases**

The Company has significant operating leases for premises. These lease arrangements range for a period between 11 months and 3 years, which include both cancellable. Most of the leases are renewable for further period on mutually agreeable terms.

	Year ended March 31, 2015	Year ended March 31, 2014
With respect to all operating leases		
Lease payments recognised in the statement of profit and loss during the year	164,336,616	162,308,277

**42 Derivative financial instruments:**

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities, forecasted cash flows denominated in foreign currency. The use of derivatives to hedge foreign currency forecasted cash flows is governed by the Company's strategy, which provide principles on the use of such forward contracts and currency options consistent with the Company's Risk Management Policy. The counter parties in these derivative instruments are banks and the Company considers the risks of non-performance by the counterparty as non-material. The forward foreign exchange/option contracts mature between 1 to 12 months and the forecasted transactions are expected to occur during the same period. The Company does not use forward contracts and currency options for speculative purposes.

a) Derivatives outstanding as at the reporting date

Particulars	Currency	As at March 31, 2015		As at March 31, 2014	
		Amount in Respective currency	Amount in INR	Amount in Respective currency	Amount in INR
Forward covers to sell	USD	51,750,000	3,225,862,125	45,810,000	2,751,316,533
	GBP	11,250,000	1,041,144,750	11,250,000	1,126,525,500
	EURO	4,500,000	301,348,350	4,500,000	372,277,350

**Notes to the financial statements**
**(All amounts in Rs., unless otherwise stated)**

b) Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	Currency	As at March 31, 2015		As at March 31, 2014	
		Amount in Respective currency	Amount in INR	Amount in Respective currency	Amount in INR
Trade receivables	AED	204,867	3,477,220	539,699	8,824,777
	AUD	2,738,341	130,155,833	2,173,763	121,075,221
	BRL	2,117,216	41,480,548	697,585	18,571,596
	CHF	739	47,410	282,284	19,170,799
	HKD	222,151	1,785,982	822,464	6,368,259
	CNY	74,313	103,783	11,866	114,643
	SGD	546,189	24,814,805	289,114	13,799,562
	THB	713,097	1,365,437	1,055,910	1,955,862
Trade payables	USD	258,690	16,125,599	20,126	1,208,725
	AUD	5,319,837	252,856,640	-	-
	EURO	130,602	8,745,933	-	-
	GBP	88,892	8,226,610	57,282	5,735,921

c) The following table summarizes activity in the Hedge Reserve related to all derivatives classified as cash flow hedges during the year ended March 31, 2015

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Balance as at the beginning of the year (Net of deferred tax)	(88,316,303)	(82,066,502)
Add : Unrealized (gain) / loss on cash flow hedging derivatives during the year	(429,962,212)	202,885,661
Less : Net loss / (gain) transferred to Revenue on occurrence of hedged items	(324,965,429)	244,596,031
<b>Balance as at the end of the year</b>	<b>(193,313,086)</b>	<b>(123,776,872)</b>
Deferred tax liability/( assets)	62,504,731	35,460,569
<b>Balance as at the end of the year (Net of deferred tax liabilities)</b>	<b>(130,808,355)</b>	<b>(88,316,303)</b>

At March 31, 2015 the estimated net amount of existing gain that is expected to be reclassified into the revenue statement within the next twelve months is Rs. 193,313,086/-(Previous Year Rs. 123,776,872/-).

**43** Working capital limits of Rs. 3,000,000,000 (Previous Year Rs. 3,000,000,000) are secured by a first charge on the book debts of the Company and by a second charge on movable assets of the Company. The Company has not utilized the fund based limit as at the year-end (Previous Year Rs. Nil).

**44** During the quarter ended June 30, 2014 the Company based on an internal assessment and external technical evaluation, has changed the estimates of useful life from the useful life being followed earlier under the Companies Act 1956. Accordingly, the useful lives of certain assets required a change from previous estimates:

Category of Assets	Earlier Useful life (Years)	Current useful life (Years)
Computers and Peripherals	4	3
Office Equipments	21.08	5
Furniture and Fixtures	10.5	10
Other Plant and Machinery	21.08	15
Others		
Buildings	61.33	60
Vehicles	10.5	8

Had the Company continued with the previously assessed useful lives, charge for depreciation for the year ended March 31, 2015 would have been higher/lower by Rs 142,644,429 (Previous Year Nil). Further, the Company has exercised the option that where the remaining useful life of asset at April 1, 2014 is Nil, the carrying amount of the asset after retaining residual value is recognized in the opening balance of retained earnings; such impact being Rs. 16,266,755 (Previous Year Nil).

## Notes to the financial statements

(All amounts in Rs., unless otherwise stated)

### 45 Employee stock option plan

The Company established NIIT Technologies Stock Option Plan 2005 (ESOP 2005) in the year 2005-06 and the same was approved at the Annual General Meeting of the Company on 18th May 2005. The plan was set up so as to offer and grant for the benefit of employees of the Company and its subsidiaries, who are eligible under Securities Exchange Board of India (SEBI) Guidelines (excluding promoters), options of the Company in aggregate up to 3,850,000 options under ESOP 2005, 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 10 each fully paid up on payment to the company for such shares at a price to be determined in accordance with ESOP 2005. SEBI has issued the SEBI (Share Based Employee Benefits) Regulations, 2014 which is applicable to the above ESOP 2005.

The Company granted option in thirty two Grants. The details of Grants are as follows:-

Grant	Date of Grant	Date of Vesting	Exercise Price (in Rs.)	Intrinsic value of Shares	Fair value of Options (in Rs.)*	Remaining Contractual Life (in Days)	
						2014-15	2013-14
Grant V							
Tranche I	19-Oct-09	19-Oct-10	127.20	-	53.19	-	-
Tranche II	19-Oct-09	19-Oct-11	127.20	-	53.19	-	202
Grant VI							
Tranche I	19-Jul-10	19-Jul-11	182.15	-	75.39	-	110
Tranche II	19-Jul-10	19-Jul-12	182.15	-	75.39	110	475
Grant VII							
Tranche I	18-Oct-10	18-Oct-11	223.75	-	83.29	-	201
Tranche II	18-Oct-10	18-Oct-12	223.75	-	83.29	201	566
Grant VIII							
Tranche I	18-Jan-11	18-Jan-12	206.20	-	76.65	-	293
Tranche II	18-Jan-11	18-Jan-13	206.20	-	76.65	293	658
Grant IX							
Tranche I	6-May-11	6-May-12	188.25	-	67.21	36	401
Tranche II	6-May-11	6-May-13	188.25	-	67.21	402	767
Grant X							
Tranche I	9-Jun-11	9-Jun-12	10.00	182.00	160.58	70	435
Tranche II	9-Jun-11	9-Jun-13	10.00	182.00	160.58	436	800
Tranche III	9-Jun-11	9-Jun-14	10.00	182.00	160.58	801	1,166
Grant XI							
Tranche I	19-Jul-11	19-Jul-12	206.15	-	71.15	110	475
Tranche II	19-Jul-11	19-Jul-13	206.15	-	71.15	476	840
Grant XII							
Tranche I	17-Oct-11	17-Oct-12	10.00	189.00	182.15	200	565
Tranche II	17-Oct-11	17-Oct-13	10.00	189.00	182.15	566	930
Tranche III	17-Oct-11	17-Oct-14	10.00	189.00	182.15	931	1,296
Grant XIII							
Tranche I	17-Jan-12	17-Jan-13	198.00	-	53.89	292	657
Tranche II	17-Jan-12	17-Jan-14	198.00	-	53.89	658	1,022
Grant XIV							
Tranche I	3-May-12	3-May-13	256.60	-	71.93	399	764
Tranche II	3-May-12	3-May-14	256.60	-	71.93	764	1,129
Grant XV							
Tranche I	2-Jul-12	2-Jul-13	285.80	-	76.26	459	824
Tranche II	2-Jul-12	2-Jul-14	285.80	-	76.26	824	1,189
Grant XVI							
Tranche I	2-Jul-12	2-Jul-13	10.00	275.80	232.18	459	824
Tranche II	2-Jul-12	2-Jul-14	10.00	275.80	232.18	824	1,189
Tranche III	2-Jul-12	2-Jul-15	10.00	275.80	232.18	1,189	1,554

**Notes to the financial statements**

(All amounts in Rs., unless otherwise stated)

Grant	Date of Grant	Date of Vesting	Exercise Price (in Rs.)	Intrinsic value of Shares	Fair value of Options (in Rs.)*	Remaining Contractual Life (in Days)	
						2014-15	2013-14
Grant XVII							
Tranche I	14-Jan-13	14-Jan-14	274.85	-	66.95	655	1,020
Tranche II	14-Jan-13	14-Jan-15	274.85	-	66.95	1,020	1,385
Grant XVIII							
Tranche I	17-May-13	17-May-14	10.00	256.26	214.49	778	1,143
Tranche II	17-May-13	17-May-15	10.00	256.26	214.49	1,143	1,508
Tranche III	17-May-13	17-May-16	10.00	256.26	214.49	1,509	1,873
Grant XIX							
Tranche I	16-Jul-13	16-Jul-14	10.00	286.65	214.98	838	1,203
Tranche II	16-Jul-13	16-Jul-15	10.00	286.65	214.98	1,203	1,568
Tranche III	16-Jul-13	16-Jul-16	10.00	286.65	214.98	1,569	1,933
Grant XX							
Tranche I	16-Jul-13	16-Jul-14	261.20	-	64.52	838	1,203
Tranche II	16-Jul-13	16-Jul-15	261.20	-	64.52	1,203	1,568
Grant XXI							
Tranche I	2-Sep-13	2-Sep-14	282.00	-	102.83	886	1,251
Tranche II	2-Sep-13	2-Sep-15	282.00	-	102.83	1,251	1,616
Tranche III	2-Sep-13	2-Sep-16	282.00	-	102.83	1,617	1,981
Tranche IV	2-Sep-13	2-Sep-17	282.00	-	102.83	1,982	2,347
Tranche V	2-Sep-13	2-Sep-18	282.00	-	102.83	2,347	2,712
Grant XXII							
Tranche I	2-Sep-13	2-Sep-14	10.00	294.40	240.84	886	1,251
Tranche II	2-Sep-13	2-Sep-15	10.00	294.40	240.84	1,251	1,616
Tranche III	2-Sep-13	2-Sep-16	10.00	294.40	240.84	1,617	1,981
Tranche IV	2-Sep-13	2-Sep-17	10.00	294.40	240.84	1,982	2,347
Tranche V	2-Sep-13	2-Sep-18	10.00	294.40	240.84	2,347	2,712
Grant XXIII							
Tranche I	15-Oct-13	15-Oct-14	296.60	-	67.13	929	1,294
Tranche II	15-Oct-13	15-Oct-15	296.60	-	67.13	1,294	1,659
Grant XXIV							
Tranche I	14-Jan-14	14-Jan-15	372.10	-	101.33	1,020	1,385
Tranche II	14-Jan-14	14-Jan-16	372.10	-	101.33	1,385	1,750
Grant XXV							
Tranche I	9-May-14	9-May-15	409.75	-	108.83	1,135	-
Tranche II	9-May-14	9-May-16	409.75	-	108.83	1,501	-
Grant XXVI							
Tranche I	9-May-14	9-May-15	409.75	-	135.48	1,135	-
Tranche II	9-May-14	9-May-16	409.75	-	135.48	1,501	-
Tranche III	9-May-14	9-May-17	409.75	-	135.48	1,866	-
Tranche IV	9-May-14	9-May-18	409.75	-	135.48	2,231	-
Tranche V	9-May-14	9-May-19	409.75	-	135.48	2,596	-
Grant XXVII							
Tranche I	15-Jul-14	15-Jul-15	10.00	451.29	349.61	1,202	-
Tranche II	15-Jul-14	15-Jul-16	10.00	451.29	349.61	1,568	-
Tranche III	15-Jul-14	15-Jul-17	10.00	451.29	349.61	1,933	-
Grant XXVIII							
Tranche I	5-Aug-14	5-Aug-15	374.05	-	102.45	1,223	-
Tranche II	5-Aug-14	5-Aug-16	374.05	-	102.45	1,589	-
Grant XXIX							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	109.95	1,294	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	109.95	1,660	-
Tranche III	15-Oct-14	15-Oct-17	393.70	-	109.95	2,025	-

**Notes to the financial statements**

(All amounts in Rs., unless otherwise stated)

Grant	Date of Grant	Date of Vesting	Exercise Price (in Rs.)	Intrinsic value of Shares	Fair value of Options (in Rs.)*	Remaining Contractual Life (in Days)	
						2014-15	2013-14
Grant XXX							
Tranche I	15-Oct-14	15-Oct-15	10.00	390.14	337.13	1,294	-
Tranche II	15-Oct-14	15-Oct-16	10.00	390.14	337.13	1,660	-
Tranche III	15-Oct-14	15-Oct-17	10.00	390.14	337.13	2,025	-
Grant XXXI							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	103.71	1,294	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	103.71	1,660	-
Grant XXXII							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	124.66	1,294	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	124.66	1,660	-
Tranche III	15-Oct-14	15-Oct-17	393.70	-	124.66	2,025	-
Tranche IV	15-Oct-14	15-Oct-18	393.70	-	124.66	2,390	-
Tranche V	15-Oct-14	15-Oct-19	393.70	-	124.66	2,755	-

\*based on Black and Scholes model (as per independent valuer's report)

In Nos.

Description	2014-15	2013-14
Live options at beginning of the year	817,608	1,200,151
Options granted during the year	428,000	261,000
Options Forfeited / lapsed during the year till vesting period	7,500	21,000
Net Exercisable options	1,238,108	1,440,151
Options vested	204,625	167,625
Options forfeited post vesting	112,258	158,538
Options Exercised	343,725	464,005
Exercisable /outstanding options at the end of the year	782,125	817,608

During the year, the Compensations / Remuneration Committee at its meetings held on various dates granted 428,000 options out of the options under ESOP 2005, to Managerial Personnel of the Company / Subsidiaries.

The assumptions used by the independent valuer for determination of fair value as per the Black & Scholes model is as follows:

- Market price considered is the latest available closing price, prior to the date of the Grant
- Exercise price is the price payable by the employees for exercising the option
- Other assumptions

Grant	Tranche	Volatility	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend Yield
Grant XXV	I	32.89%	2.5	8.62%	3.82%
	II	34.88%	3.5	8.70%	3.82%
Grant XXVI	I	32.89%	2.5	8.62%	3.82%
	II	34.88%	3.5	8.70%	3.82%
	III	34.44%	4.5	8.76%	3.82%
	IV	39.58%	5.5	8.82%	3.82%
	V	47.29%	6.5	8.87%	3.82%
Grant XXVII	I	34.62%	2.5	8.21%	3.82%
	II	35.90%	3.5	8.51%	3.82%
	III	35.29%	4.5	8.67%	3.82%
Grant XXVIII	I	34.81%	2.5	8.69%	3.82%
	II	35.93%	3.5	8.69%	3.82%

## Notes to the financial statements

(All amounts in Rs., unless otherwise stated)

Grant	Tranche	Volatility	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend Yield
Grant XXIX	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
Grant XXX	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
Grant XXXI	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
Grant XXXII	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
	IV	38.58%	5.5	8.49%	3.82%
	V	42.82%	6.5	8.50%	3.82%

d) Other information regarding employee share based payment is as below.

Grant		Expenses accounted for during the year based on intrinsic value of options		Expenses had the Company recorded the ESOP expenses based on fair value of the options	
		2014-15	2013-14	2014-15	2013-14
Grant IX	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	24,824
Grant X	- Tranche I	-	-	-	-
	- Tranche II	-	257,833	-	-
	- Tranche III	171,889	910,000	153,840	802,167
Grant XI	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	112,419
Grant XII	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	-
	- Tranche III	-	-	-	-
Grant XIII	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	185,666
Grant XIV	- Tranche I	-	-	-	107,304
	- Tranche II	-	-	29,265	593,423
Grant XV	- Tranche I	-	-	-	631,495
	- Tranche II	-	-	378,897	2,116,215
Grant XVI	- Tranche I	-	774,761	-	-
	- Tranche II	387,380	1,516,901	-	1,276,990
	- Tranche III	1,011,267	1,011,267	851,327	851,327
Grant XVII	- Tranche I	-	-	-	291,553
	- Tranche II	-	-	198,786	251,063
Grant XVIII	-Tranche I	462,921	3,124,720	-	2,616,190
	-Tranche II	1,793,820	1,562,359	1,501,430	1,308,095
	-Tranche III	1,195,880	1,041,573	1,000,040	871,268
Grant XIX	-Tranche I	-	-	-	-
	-Tranche II	-	-	-	-
	-Tranche III	-	-	-	-
Grant XX	-Tranche I	-	-	-	342,044
	-Tranche II	-	-	-	171,022

(All amounts in Rs., unless otherwise stated)

Grant		Expenses accounted for during the year based on intrinsic value of options		Expenses had the Company recorded the ESOP expenses based on fair value of the options	
		2014-15	2013-14	2014-15	2013-14
Grant XXI	-Tranche I	-	-	873,351	1,183,249
	-Tranche II	-	-	1,028,300	591,625
	-Tranche III	-	-	684,908	394,057
	-Tranche IV	-	-	513,798	295,610
	-Tranche V	-	-	411,095	236,520
Grant XXII	-Tranche I	-	-	-	-
	-Tranche II	-	-	-	-
	-Tranche III	-	-	-	-
	-Tranche IV	-	-	-	-
	-Tranche V	-	-	-	-
Grant XXIII	-Tranche I	-	-	382,365	322,500
	-Tranche II	-	-	352,433	161,250
Grant XXIV	-Tranche I	-	-	601,734	158,241
	-Tranche II	-	-	379,988	79,121
Grant XXV	-Tranche I	-	-	583,210	-
	-Tranche II	-	-	291,206	-
Grant XXVI	-Tranche I	-	-	2,420,081	-
	-Tranche II	-	-	1,208,385	-
	-Tranche III	-	-	805,958	-
	-Tranche IV	-	-	604,606	-
	-Tranche V	-	-	483,751	-
Grant XXVII	-Tranche I	3,540,630	-	2,728,874	-
	-Tranche II	1,770,315	-	1,362,570	-
	-Tranche III	1,180,210	-	908,795	-
Grant XXVIII	-Tranche I	-	-	4,408,999	-
	-Tranche II	-	-	2,201,484	-
Grant XXIX	-Tranche I	-	-	352,141	-
	-Tranche II	-	-	175,830	-
	-Tranche III	-	-	117,273	-
Grant XXX	-Tranche I	-	-	-	-
	-Tranche II	-	-	-	-
	-Tranche III	-	-	-	-
Grant XXXI	-Tranche I	-	-	355,882	-
	-Tranche II	-	-	177,697	-
Grant XXXII	-Tranche I	-	-	1,140,724	-
	-Tranche II	-	-	569,582	-
	-Tranche III	-	-	379,895	-
	-Tranche IV	-	-	284,986	-
	-Tranche V	-	-	228,020	-
		<b>11,514,312</b>	<b>10,199,414</b>	<b>31,131,506</b>	<b>15,975,238</b>

For impact on Basic and Diluted earning Per Share, had fair value of the option been used for determining Employee Stock Option Plan expense, refer note no 39 Earnings Per Share.

During the year, the Company recognised Rs. 11,514,312 (Previous year Rs. 10,199,414) as expense for employee stock option shares, basis intrinsic value method. This amount is net off Rs. 9,177,943 (Previous year Rs. 8,383,395), which has been debited to subsidiaries.

(All amounts in Rs., unless otherwise stated)

**46 Dividend remitted in foreign exchange**

Description	FY 2014-15	FY 2013-14
Dividend paid during the year	83,214	111,988
Number of non-resident shareholders	3	6
Number of equity shares held by such non-resident shareholders	9,246	13,175
Year to which the dividends relates to	2013-14	2012-13

**47** Previous year figures have been regrouped/recast wherever considered necessary to conform to current year's classification

For Price Waterhouse  
Firm Registration No.301112E  
Chartered Accountants

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Joint Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

Place : New Delhi  
Date : May 5, 2015

## INDEPENDENT AUDITORS' REPORT

### To the Members of NIIT Technologies Limited

#### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of NIIT Technologies Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"); (refer Note 34 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

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

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with 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 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, 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.
4. 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 consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matter

8. We did not audit the financial statements/financial information of 17 subsidiaries, whose financial statements/ financial information reflect total assets of Rs 7,040,767,716 and net assets of Rs 3,404,911,220 as at March 31, 2015, total

revenue of Rs. 10,804,661,676, net (loss) of (Rs 190,183,132) and net cash flows amounting to Rs. 156,716,580 for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India (Refer Note 34 to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiaries included in the Group, incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiaries included in the Group, incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2015 on the consolidated financial position of the Group— Refer Note 23 to the consolidated financial statements.
    - (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2015— Refer Notes 8, 9 and 32 to the consolidated financial statements in respect of such items as it relates to the Group.
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended March 31, 2015.

For Price Waterhouse  
 Firm Registration Number: 301112E  
 Chartered Accountants

Usha Rajeev  
 Partner  
 Membership Number 087191

Place : New Delhi  
 Date : May 05, 2015

### Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of NIIT Technologies on the consolidated financial statements as of and for the year ended March 31, 2015

- i. (a) The Holding Company and its subsidiaries incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the respective Managements of the Holding Company and its subsidiaries incorporated in India, according to a phased programme designed to cover all the items over a period of two years and in accordance with a regular programme of verification respectively, which, in our opinion and based on reports received from the other auditors, is reasonable having regard to the size of the aforesaid Holding Company and its subsidiaries and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the respective Managements of the aforesaid Holding Company and its subsidiaries during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory (excluding stocks in transit in case of Holding Company) has been physically verified by the respective Managements of the Holding Company and one of its subsidiary incorporated in India during the year. According to the information and explanation given to us, the Holding Company procures inventories specifically for the purpose of executing certain contracts and the inventory-in-transit has been certified by the management. In our opinion and based on reports received from the other auditors, the frequency of verification is reasonable. The other two subsidiaries incorporated in India do not hold any inventory and hence the provisions of clause 3(ii) (a) are not applicable to them.
- (b) In our opinion and on the basis the reports of the other auditors, the procedures of physical verification of inventory followed by the respective Managements of the Holding Company and one of its subsidiaries incorporated in India are reasonable and adequate in relation to the size of the aforesaid Holding Company and its subsidiary and the nature of their respective businesses. The other two subsidiaries incorporated in India do not hold any inventory and hence the provisions of clause 3(ii)(b) are not applicable to them.
- (c) On the basis of our examination of the inventory records and the reports of the other auditors, in our opinion, the Holding Company and one of its subsidiaries incorporated in India are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid Holding Company and its subsidiary as compared to the respective book records were not material. The other two subsidiaries incorporated in India do not hold any inventory and hence the provisions of clause 3(ii)(c) are not applicable to them.
- iii. a) The Holding Company and basis the reports of other auditors, one of its subsidiaries incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company and its one subsidiary.  
 Basis the reports of other auditor, one subsidiary has granted an unsecured loan, to the Holding Company covered in register maintained under section 189 of the Act during the year. The maximum amount involved during the year and year-end balance of such loan aggregates to Rs.200,000,000 and Rs.200,000,000, respectively.  
 Basis the reports of other auditor, one subsidiary had granted an unsecured loan, to the Holding Company covered in register maintained under section 189 of the Act during the previous year. The maximum amount involved during the year and year-end balance of such loan aggregates to Rs. 150,000,000 and Rs. Nil respectively.
- b) Basis the reports of the other auditors, in respect of the aforesaid loans, the Holding Company has repaid the principal amount as stipulated and is also regular in the payment of interest as applicable.
- c) Basis the reports of the other auditors, in respect of the aforesaid loans, there is no overdue amount of more than Rupees One Lac.
- iv. In our opinion, and according to the information and explanations given to us and basis the reports of the other auditors, there is an adequate internal control system commensurate with the size of the Holding Company and its subsidiaries incorporated in India and the nature of their respective businesses for the purchase of inventory (applicable on Holding Company and one of its subsidiaries) and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company and the reports of the other auditors on the subsidiaries as furnished to us, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. According to the information and explanations given to us and basis the reports of the other auditors, the Holding Company and its subsidiaries incorporated in India included in the group have 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. According to the information and explanations given to us and basis the reports of the other auditors, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Holding Company and its subsidiaries incorporated in India.

### Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of NIIT Technologies on the consolidated financial statements as of and for the year ended March 31, 2015

- vii. (a) According to the information and explanations given to us and the records of the Holding Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, service tax and value added 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, wealth tax, duty of customs, duty of excise, and other material statutory dues, as applicable, with the appropriate authorities. Based on the reports of the other auditors of the Holding Company's subsidiaries incorporated in India, the Holding Company's subsidiaries are generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess 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 Holding Company examined by us, there are no dues of sales tax, wealth tax, service tax, duty of customs, duty of excise duty, value added tax or cess as at March 31, 2015 which have not been deposited on account of a dispute. The particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Interest	31,038,133 17,390,185	AY 2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax Interest	101,587,713 51,477,011	AY 2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax Interest	7,452,835 1,770,798	AY 2008-09	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax Interest	67,757,486 20,851,525	AY 2009-10	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax Interest	439,716 111,484	AY 2010-11	Commissioner of Income Tax (Appeal)

Based on the reports of the other auditors of two of the Holding company's subsidiaries incorporated in India, there are no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

Based on the report of the other auditor of one of the Holding company's subsidiaries incorporated in India, there are no dues of wealth tax, sales Tax, custom duty, and cess, which have not been paid on account of any dispute. The particulars of dues of income tax and excise duty as at March 31, 2015 which have not been deposited on account of a dispute are as follows:

- There is a demand of Rs.40,375,327 by the Income Tax department for the A.Y 2006-07 and Rs.5,43,72,720 for A.Y 2007-08 against which the subsidiary company has preferred an appeal to the Commissioner of Income Tax (Appeals) and demands set aside by CIT (A) matter now in departmental appeal at ITAT & Favorable Order received from ITAT.
- There is a demand of Rs.58,374,769 by the Income Tax department for the A.Y 2008-09 against which the subsidiary company has preferred an appeal to the Commissioner of Income Tax (Appeals) and demands set aside by CIT (A) matter now in departmental appeal at ITAT.
- There is a demand of Rs.2,600,327 by the Income Tax department for the A.Y 2009-10 against which the subsidiary company has filed an appeal to the Commissioner of Income Tax (Appeals) & received the Favorable order.
- There is a demand of Rs.33,785,447 by the Income Tax department for the A.Y 2010-11 against which the subsidiary company has preferred an appeal to the Commissioner of Income Tax (Appeals).
- The income Tax Department has raised a demand of Rs. 13,911,780 for the Assessment year 2011-12, primarily on account of disallowance of claim u/s 80IC of the income Tax Act, 1961. The subsidiary company will file an appeal with the Commissioner of Income Tax (Appeals).
- The Central Excise, Chandigarh raised a demand of Rs.120,582,449 and equivalent amount of Rs.120,582,449 as penalty. The subsidiary has received an unconditional stay order from the Excise Tribunal against the said order.

### Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of NIIT Technologies on the consolidated financial statements as of and for the year ended March 31, 2015

- The Central Excise & Service Tax Chandigarh raised a demand of Rs.42,349,703. However, the subsidiary has received the favorable order from the Commissioner Central Excise & Service Tax Chandigarh. Now department has filed a case against that order.
- c) The amount required to be transferred to Investor Education and Protection Fund by the Holding Company and based on reports of other auditors, its subsidiaries incorporated in India have been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. According to the records of the Holding Company examined by us and the information and explanation given to us and based on the reports of the other auditors, the Holding Company and two of its subsidiaries incorporated in India have no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year. Based on the reports of the other auditors, for one of the subsidiaries incorporated in India, the accumulated losses exceed fifty percent of its net worth as at March 31, 2015; and this subsidiary has also incurred cash losses during the financial year covered by our audit.
- ix. According to the records of the Holding Company examined by us and the information and explanation given to us and based on the reports of the other auditors, the Holding Company and its subsidiaries incorporated in India have not defaulted in repayment of dues to any financial institution and banks, respectively, as at the balance sheet date. The Holding Company and based on reports of other auditors, its subsidiaries have not issued any debentures as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Holding Company amounting to Rs. 687,002,000 for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company. Based on the reports of the other auditors, the Holding Company's subsidiaries incorporated in India have not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly the provisions of clause 3(x) of the order are not applicable to subsidiaries incorporated in India.
- xi. In our opinion, and according to the information and explanations given to us, the term loans obtained by the Holding Company have been applied for the purposes for which they were obtained. Based on the reports of the other auditors, the subsidiaries incorporated in India, did not avail any term loan during the year. Accordingly, the provisions of clause 3(xi) of the order are not applicable to Holding Company's subsidiaries incorporated in India.
- xii. During the course of our examination of the books and records of the Holding Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the reports of the other auditors, we/the other auditors have neither come across any instance of material fraud on or by the Holding Company and its subsidiaries incorporated in India noticed or reported during the year, nor have we/the other auditors been informed of any such case by the respective Managements of the aforesaid Holding Company and its subsidiaries.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Usha Rajeev  
Partner  
Membership Number 087191

Place : New Delhi  
Date : May 05, 2015

**Consolidated Balance Sheet**

(All amounts in Rs. unless otherwise stated)

	Note		As At March 31, 2015	As At March 31, 2014
<b><u>EQUITY AND LIABILITIES</u></b>				
<b>Shareholder's funds</b>				
Share capital	3	610,448,990	607,011,740	
Reserves and surplus	4a	12,963,023,409	12,631,674,898	
Minority interest	4b	188,682,785	13,762,155,184	189,041,198
				13,427,727,836
<b>Non- current liabilities</b>				
Long-term borrowings	5	48,529,079	52,629,619	
Long-term provisions	6	338,521,997	387,051,076	309,823,241
				362,452,860
<b>Current liabilities</b>				
Trade payables	7	2,156,547,497	1,636,327,066	
Other current liabilities	8	1,988,781,803	1,751,993,000	
Short-term provisions	9	1,472,626,400	5,617,955,700	836,103,326
				4,224,423,392
<b>TOTAL</b>			<b>19,767,161,960</b>	<b>18,014,604,088</b>
<b><u>ASSETS</u></b>				
<b>Non-current assets</b>				
Fixed assets				
Tangible assets	10	3,337,797,861	2,870,172,680	
Intangible assets	11	2,241,067,293	1,663,402,626	
Capital work-in-progress (tangible)		1,160,001,019	1,159,528,029	
Capital work-in-progress (intangible)		43,059,166	6,781,925,339	126,605,226
				5,819,708,561
Non-current investments	12		120	120
Deferred tax assets (net)	13		386,350,770	223,190,154
Long-term loans and advances	14		618,796,061	444,189,944
Other non-current assets	15		129,276,806	111,024,029
<b>Current assets</b>				
Current investments	16	553,555,977	550,553,794	
Inventories	17	85,130,739	52,335,466	
Trade receivables	18	6,059,945,141	5,643,450,380	
Cash and bank balances	19	2,692,467,059	2,212,320,673	
Short-term loans and advances	20	1,529,657,588	1,527,302,795	
Other current assets	21	930,056,360	11,850,812,864	1,430,528,172
				11,416,491,280
<b>TOTAL</b>			<b>19,767,161,960</b>	<b>18,014,604,088</b>

The notes are an integral part of these financial statements.

This is the consolidated balance sheet referred to in our report of even date.

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

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Jt. Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

Place : New Delhi  
Date : May 5, 2015

**Consolidated Statement of Profit and Loss**

(All amounts in Rs. unless otherwise stated)

	Note	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from operations	25	23,724,957,197	23,049,886,569
Other income	26	173,121,900	302,472,123
<b>Total revenue</b>		<b>23,898,079,097</b>	<b>23,352,358,692</b>
<b>Expenses</b>			
Purchases of stock-in-trade		1,013,193,900	1,666,083,206
Changes in inventories of stock in trade	27	(32,795,273)	(11,280,867)
Employee benefits expense	28	13,413,471,963	12,929,926,733
Finance costs	29	56,692,314	41,568,482
Depreciation and amortization expense	30	916,396,455	619,025,400
Other expense	31	5,972,429,317	4,923,227,434
<b>Total expenses</b>		<b>21,339,388,676</b>	<b>20,168,550,388</b>
Profit before exceptional and extraordinary items and tax		2,558,690,421	3,183,808,304
Exceptional Items	32	799,551,457	-
<b>Profit before tax</b>		<b>1,759,138,964</b>	<b>3,183,808,304</b>
<b>Tax expense</b>			
Current tax	35	838,153,046	850,454,189
Deferred tax	13	(196,624,642)	(89,884,465)
Minimum alternate tax credit		(101,618,851)	41,728,991
<b>Profit after tax before share of results of minority interest</b>		<b>1,219,229,411</b>	<b>2,381,509,589</b>
Less:- Minority interest	4b	78,569,648	76,164,443
Profit for the year from continuing operations		<b>1,140,659,763</b>	<b>2,305,345,146</b>
<b>Profit for the year</b>		<b>1,140,659,763</b>	<b>2,305,345,146</b>
<b>Earnings per equity share: [Nominal value per share: Rs.10 (Previous year Rs.10)]</b>	36		
Basic		18.74	38.13
Diluted		18.64	37.76

The notes are an integral part of these financial statements.

This is the consolidated statement of profit and loss referred to in our report of even date.

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

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Jt. Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

Place : New Delhi  
Date : May 5, 2015

**Consolidated Cash Flow Statement**

(All amounts in Rs. unless otherwise stated)

	Year ended March 31, 2015	Year ended March 31, 2014
<b>A. Cash flow from operating activities:</b>		
Net Profit Before Taxation and exceptional items	2,558,690,421	3,183,808,304
Adjustments for :		
Depreciation and amortization expense	916,396,455	619,025,400
Provision for gratuity and compensated expenses	125,521,921	43,090,490
Provision for contract warranties	99,222,625	7,939,492
Provision for cost to complete	243,708,465	-
Provision for liquidated damages	125,635,378	-
Employee stock option scheme	20,692,258	18,582,808
Provision for doubtful debts	24,831,202	81,961,470
Unbilled revenue written off	104,430,799	19,220,909
Interest expense	27,031,362	14,261,888
Interest income	(33,608,573)	(57,031,317)
Loss on sale / write off of tangible/intangible assets (net).	9,897,809	6,680,614
Profit on sale of investment (net)	(68,967,748)	(49,831,455)
<b>Operating profit before working capital changes</b>	<b>4,153,482,374</b>	<b>3,887,708,603</b>
<b>Add / (less) : (increase) / decrease in working capital</b>		
Trade receivables	(520,925,560)	(1,186,961,053)
Long-term loans and advances	3,040,040	(258,223,405)
Other non-current assets	(18,252,777)	64,881,419
Other Current assets	549,578,282	(91,910,302)
Short-term loans and advances	(136,542,048)	(224,321,507)
Inventories	(32,795,273)	(11,280,867)
Trade payables	520,220,431	(121,053,998)
Other current liabilities	193,307,435	188,044,479
Short-term provision	(7,939,492)	(15,036,133)
Long-term borrowing	27,093	(288,635)
Other bank balances	(408,361,832)	260,621,973
<b>Net cash from operating activities before taxes</b>	<b>4,294,838,673</b>	<b>2,492,180,574</b>
Direct Tax paid (including tax deducted at source)	(915,350,683)	(1,039,213,039)
<b>Net cash from operation and before exceptional items</b>	<b>3,379,487,990</b>	<b>1,452,967,535</b>
Exception item (Refer Note 32)	(799,551,457)	-
<b>Net cash from operation and after exceptional items</b>	<b>(A) 2,579,936,533</b>	<b>1,452,967,535</b>
<b>B. Cash flow from Investing activities:</b>		
Purchase of fixed assets (includes capital WIP)	(1,876,027,697)	(1,399,166,440)
Proceeds from sale of fixed assets	8,551,194	16,548,668
Investments with mutual funds:		
-Purchases during the year	(5,989,144,663)	(3,500,725,302)
-Sales during the year	6,055,110,234	319,277,662
Interest received	29,207,115	66,120,743
<b>Net cash used in investing activities</b>	<b>(B) (1,772,303,817)</b>	<b>(997,219,367)</b>

**Consolidated Cash Flow Statement**

(All amounts in Rs. unless otherwise stated)

		<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>C. Cash flow from financing activities:</b>			
Term loans			
- Received	42,689,568	39,329,287	
- Repaid	(48,009,766)	(5,320,198)	(2,830,766)
Proceeds from issue of share capital (Including share premium)		20,387,079	37,714,314
Interest paid		(27,477,977)	(14,261,888)
Dividend paid (Including corporate dividend tax)		(651,777,378)	(546,708,193)
<b>Net cash used in financing activities (C)</b>		<b>(664,188,474)</b>	<b>(526,086,533)</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>143,444,242</b>	<b>(70,338,365)</b>
Adjustment on account of exchange rate		(71,659,688)	213,956,469
Cash and cash equivalents as at the beginning of the year	19	2,166,011,592	2,022,393,488
<b>Total cash and cash equivalents at the end of the year</b>	<b>19</b>	<b>2,237,796,146</b>	<b>2,166,011,592</b>
<b>Cash and Cash Equivalents comprise of:-</b>			
Cash on hand		212,181	141,795
Cheques, drafts on hand		49,740,833	71,896,630
- Current accounts		2,122,189,951	1,991,937,068
- Fixed deposit accounts (less than 3 months maturity)		65,653,181	102,036,099
		<b>2,237,796,146</b>	<b>2,166,011,592</b>
Effect of exchange differences on balances with banks in foreign currency		<b>(162,887,263)</b>	<b>193,044,261</b>

**NOTES :-**

- The above consolidated cash flow statement has been prepared as per the indirect method set out in AS-3 specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- The enclosed notes 1 to 43 form an integral part of the consolidated cash flow statement
- Figures in parenthesis indicate cash outgo.
- Previous year figures have been regrouped/reclassified to conform to current year's classification.

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

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

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Arvind Thakur**  
CEO & Jt. Managing Director  
DIN 00042534

**Usha Rajeev**  
Partner  
Membership No. 087191

**Pratibha K Advani**  
Chief Financial Officer

**Monika Arora**  
Company Secretary

Place : New Delhi  
Date : May 5, 2015

## Consolidated Notes to the financial statements

### 1 General Information

NIIT Technologies Limited (the Company) is a leading IT solutions organization, engaged in Application Development & Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organizations in the Financial Services, Insurance, Travel, Transportation & Logistics, Manufacturing & Distribution and Government sectors. The Company delivers services across continents directly and through its network of subsidiaries. The Company is listed on Bombay Stock Exchange and the National Stock Exchange.

### 2 Summary of significant accounting policies

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 the Companies (account) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of National Finance 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) [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 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.

#### 2.1 Basis of consolidation

The consolidated financial statements are prepared in accordance with Accounting Standard-21 "Consolidated Financial Statement" and Accounting Standard-27 "Financial Reporting of Interests in Joint Ventures" specified in Companies (Accounting Standard) Rules, 2006. These consolidated financial statements include accounts of NIIT Technologies Limited, (Parent Company) and its subsidiary undertakings (NIIT Technologies Group/ Group). Subsidiary undertakings are those companies in which NIIT Technologies Limited, directly or indirectly, has an ownership of more than one half of voting power or otherwise has power to exercise control over the operations and to obtain economic benefits. The subsidiaries are consolidated from the date of acquiring majority ownership on which effective control is transferred to the Group and are no longer consolidated from the date of disposal. On acquisition, consideration paid less net assets acquired is considered as Goodwill. All material inter-group transactions, balances and unrealized surpluses and deficits on transactions between group companies are eliminated. Consistency in adoption of accounting policies among all group companies is ensured to the extent practicable. Separate disclosure is made for minority interests. Also refer note 34 below.

#### 2.2 Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses. Subsequent expenditures related to an item of fixed assets are added to its book value only if they increase the future benefit from the existing assets beyond its previously assessed standard of performance. Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

#### 2.3 Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The amortisation rates used are:

Asset	Useful life
Computer software	3 Years
Goodwill	5 Years
Trademarks & technical knowhow	5 Years
Goodwill arising on Consolidation on or after 1 April 2006	Reviewed for Impairment
Project specific software are amortized over the period of the project.	

## Consolidated Notes to the financial statements

### 2.4 Depreciation and Amortization

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets which 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 estimates of useful lives of the assets based on a technical evaluation, have not undergone a change on account of transition to the Companies Act, 2013.

Asset	Useful life
Buildings	60 years
Leasehold Land	Over the period of lease
Leasehold Improvements	3 years or lease period whichever is lower
Furniture & fixtures	10 years
Vehicles	8 years
Plant and Machinery	
Computers and peripherals	2-5 years
Office Equipment	5 years
Other assets	3-15 years

All other assets comprising of Building, Plant & Machinery, Vehicles and Patents are depreciated / amortized on straight-line method as per the useful life specified under schedule II to the Companies Act, 2013.

Further, computer systems and software are technically evaluated each year for their useful economic life and the unamortized depreciable amount of the asset is charged to statement of profit and loss as depreciation over their revised remaining useful life.

### 2.5 Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

### 2.6 Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

### 2.7 Inventory valuation

Inventories are stated at lower of costs and net realizable value. Cost is determined using first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of purchase and the estimated cost necessary to make sale.

### 2.8 Revenue Recognition

Software Services: The Group derives a substantial part of its revenue from time and material contracts where the revenue is recognized on a man month basis. Also, the Company derives revenues from fixed price contracts where revenue is recognized based on proportionate completion method and foreseeable losses on the completion of contract, if any, are provided for.

Revenues from the sale of software and equipment's are recognized when the significant risk and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net off trade discount, rebate and sales tax.

## Consolidated Notes to the financial statements

In contracts involving the rendering of services, revenue is measured using the proportionate completion method and are recognised net of service tax.

Annual Maintenance Contracts: Revenue from annual maintenance contract is recognized in proportion to time elapsed, on a Straight line basis.

### 2.9 Other Income

Dividend : Dividend income is recognized when the right to receive dividend is established.

Interest : Interest on Loans and Fixed Deposits are booked on time proportion basis taking into account the amounts invested and Rate of Interest applicable.

### 2.10 Employee Benefits

#### a) Retirement Benefit Plans

##### i) Provident Fund (India based employees)

Employees' Provident Fund contributions are made to a Trust administered by the Parent Company. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

#### (b) Defined Contribution Plan

##### i) Superannuation (India based employees)

The Group makes defined contribution to a trust established for the purpose by NIIT Technologies Limited. The Group has no further obligation beyond its monthly contributions.

The Company's contribution towards Superannuation Fund is charged to statement of profit and loss.

#### (c) Defined Benefit Plan

##### i) Gratuity (India based employees)

Gratuity is a post employment defined benefit plan for eligible employees in India. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. Actuarial gains and losses are charged or credited to the statement of profit and loss in the year in which such gains or losses arise.

##### ii) Overseas employees

In respect of those employees, where applicable, the companies make defined contributions on a monthly basis towards retirement benefit plans which is charged to the statement of profit and loss.

#### (d) Other Employees Benefit Plan

##### i) Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as long term employee benefits. The Company's liability is actuarially determined (using projected unit credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

### 2.11 Employee Stock Option Plan

The stock options granted under "NIIT Technologies Employees Stock Option Plan 2005" is accounted for as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee stock Purchase Guidelines, 1999, issued by Securities and Exchange Board of India, 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 recognized as deferred employee compensation with a credit to employee stock option outstanding account. The

## Consolidated Notes to the financial statements

deferred employee compensation is charged to statement of profit and loss on straight line basis over the vesting period of the option. The balance in employee stock option outstanding account net of any un-amortized deferred employee compensation is shown separately as part of shareholders' funds.

### 2.12 Foreign Currency Translation

For the purposes of consolidation, the operations of overseas subsidiaries are considered non integral in nature and accordingly their assets and liabilities are translated at the year end exchange rate and income and expenditure items are translated at standard rates that approximate the exchange rate prevailing on the date of transaction. The resultant translation adjustment is reflected as a separate component of shareholders' funds as 'Cumulative Translation Reserve'. Upon disposal or dissolution of overseas subsidiaries, the balance in Cumulative Translation Reserve in relation to the subsidiary is transferred to the statement of profit and loss.

#### Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the monthly average rate.

#### Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All monetary assets and liabilities in foreign currency are restated at the end of the accounting period. Exchange difference on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

### 2.13 Hedge Accounting

In accordance with its Risk management policies and procedures, the Company uses derivative instruments such as foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The derivatives that qualify for hedge accounting and designated as cash flow hedges are initially measured at fair value and are re-measured at a subsequent reporting date and the changes in the fair value of the derivatives i.e. gain or loss (net of tax impact) is recognized directly in shareholders' funds under hedging reserve to the extent considered highly effective. Gain or loss on derivative instruments that either do not qualify for hedge accounting or are not designated as cash flow hedges or designated as cash flow hedges to the extent considered ineffective are recognized in the Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires, sold, terminated, or exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instrument recognized in shareholder's funds under hedging reserve is retained there until the forecasted 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 recognized in shareholders fund is transferred to Statement of Profit and Loss in the same period.

### 2.14 Leases

Lease rental in respect of operating lease arrangements are charged to expense on a straight line basis over the term of the related lease agreement.

Finance lease transactions are considered as financing arrangements and the leased asset is capitalized at an amount equal to the present value of the future minimum lease payments and corresponding amount is recognized as a liability. The lease payments made are apportioned between finance charges and reduction of outstanding liability in relation to leased asset.

### 2.15 Borrowing Cost

Borrowing costs are expensed in the year in which it is 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 capitalized.

### 2.16 Current and Deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. 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 jurisdictions.

## Consolidated Notes to the financial statements

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### 2.17 Provisions and Contingent Liabilities

**Provisions:** Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

**Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

### 2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### 2.19 Cash and Cash Equivalents

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

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>3 Share Capital</b>		
<b>Authorized</b>		
75,000,000 (Previous Year		
75,000,000) Equity Shares of Rs.		
10/- each	<u>750,000,000</u>	<u>750,000,000</u>
<b>Issued, Subscribed and Paid up</b>		
61,044,899 (Previous Year 60,701,174)	<u>610,448,990</u>	<u>607,011,740</u>
Equity Shares of Rs. 10/- each		

**(a) Reconciliation of Number of Shares**

Particulars	Equity Shares			
	As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	60,701,174	607,011,740	60,237,169	602,371,690
Shares Issued during the year	343,725	3,437,250	464,005	4,640,050
Shares outstanding at the end of the year	<b>61,044,899</b>	<b>610,448,990</b>	<b>60,701,174</b>	<b>607,011,740</b>

**(b) Right, preference and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of 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.

**(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	Equity Shares			
	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Scantech Evaluation Services Limited	14,493,480	23.74	14,493,480	23.88
Fidelity Management and Research Company A/c Fidelity Advisor Series 1 Fidelity Advisor Small Cap Fund	3,800,000	6.22	3,800,000	6.26
Edgbaston Asian Equity Trust	3,441,439	5.64	2,185,193	3.6
HDFC Trustee Company Limited	3,400,000	5.57	2,328,496	3.84

**(d) Shares reserved for issue under option**

Refer note 41 for details of shares to be issued under the Employee Option Plan

**(e) Shares allotted as fully paid up pursuant to contract without payment being received in cash (during 5 years immediately preceding March 31, 2015) : 2,257,054 equity shares were issued in the last 5 years under Employee Stock Option Plan as consideration for services rendered by employees (Refer Note 41)**

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>4a Reserves and surplus</b>		
<b>Capital Reserves</b>	<b>10,630,919</b>	<b>10,630,919</b>
<b>Capital redemption reserve</b>	<b>16,570,603</b>	<b>16,570,603</b>
<b>Security premium reserve</b>		
Balance as at the beginning of the year	245,914,655	178,413,569
Add: Transferred from stock options outstanding	59,400,860	67,501,086
Balance as at the end of the year	<b>305,315,515</b>	<b>245,914,655</b>
<b>Employee stock options outstanding</b>		
Options granted till date	26,612,832	13,793,823
Add: Compensation for options granted during the year	23,680,914	33,090,122
Less: deferred employee stock compensation	20,323,301	20,271,113
Balance as at the end of the year	<b>29,970,445</b>	<b>26,612,832</b>
<b>General reserve</b>		
Balance as at the beginning of the year	1,926,516,927	1,702,634,047
Add: Balance Transferred from statement of Profit and Loss	168,072,333	223,882,880
Balance as at the end of the year	<b>2,094,589,260</b>	<b>1,926,516,927</b>
<b>Surplus in statement of profit and loss</b>		
Balance as at the beginning of the year	9,367,319,283	7,871,935,844
Profit for the year	1,140,659,763	2,305,345,146
Less: Appropriations		
Dividend paid (relating to previous year)	424,800	988,346
Corporate dividend tax on above	72,195	288,487
Excess provision for Corporate Dividend Tax written back	-	(54,354,053)
Proposed dividend on equity shares	579,926,541	546,310,566
Corporate dividend tax	118,060,663	92,845,481
Transitional impact consequent to change in useful lives of Tangible Fixed Assets [Refer Note 40]	21,083,256	-
Transferred to general reserve	168,072,333	223,882,880
Balance as at the end of the year	<b>9,620,339,258</b>	<b>9,367,319,283</b>
<b>Hedging reserve surplus</b>	<b>130,808,355</b>	<b>88,316,303</b>
<b>Total</b>	<b>12,208,224,355</b>	<b>11,681,881,522</b>

The General Reserve is as per the requirements of Companies Act, 2013 in respect of companies incorporated in India. General reserve, if any of overseas subsidiaries are included as part of the statement of profit and loss.

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>Cumulative translation reserve</b>		
Balance as at the beginning of the year	949,793,376	462,782,897
Increase/(decrease) during the year	(194,994,322)	487,010,479
	<b>754,799,054</b>	<b>949,793,376</b>
<b>Total</b>	<b>12,963,023,409</b>	<b>12,631,674,898</b>
<b>4b Minority interest</b>		
Balance as at the beginning of the year	189,041,198	173,000,226
Add : Minority share in the results for the year	78,569,648	76,164,443
Less : 40% Minority share in dividend declared by Joint Venture	(45,808,645)	(47,245,831)
Less : Minority share in dividend declared by subsidiary	(27,517,500)	(11,007,000)
Less : Minority share of corporate dividend tax on dividend declared by subsidiary	(5,601,916)	(1,870,640)
	<b>188,682,785</b>	<b>189,041,198</b>
<b>5 Long-term borrowings</b>		
<b>Secured</b>		
<b>Term loans</b>		
From Financial Institution/bank [Refer Note (a) below]	47,699,038	51,826,671
<b>Unsecured</b>		
Other Loans and Advances	830,041	802,948
Finance lease obligations	<b>48,529,079</b>	<b>52,629,619</b>
(a) The term loans from Financial Institution are secured by way of hypothecation of the vehicles financed. The loan amount along with interest are repayable over the period of 3 to 5 years (equal monthly instalments) from the date of sanction of loan.		
<b>6 Long-term provisions</b>		
Provision for employee benefits	338,521,997	309,823,241
Provision for compensated absences	<b>338,521,997</b>	<b>309,823,241</b>
<b>7 Trade payables</b>		
Acceptance	57,972,954	12,830,485
Trade payables	2,098,574,543	1,623,496,581
	<b>2,156,547,497</b>	<b>1,636,327,066</b>

(There are no micro and small scale enterprises to which the Company owes dues as at 31st March 2015. This information as required to be disclosed under the micro, small and medium enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.)

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

	<b>As At March 31, 2015</b>	<b>As At March 31, 2014</b>
<b>8 Other current liabilities</b>		
Capital Creditors	218,402,047	194,727,061
Term loans from financial institution/bank [Refer Note (a) below]	35,996,057	37,188,622
Interest accrued but not due on borrowings	5,268,566	5,715,181
Current maturities of finance lease obligations	1,620,310	1,567,422
Advances from customers	10,822,766	5,291,421
Unclaimed dividend [Refer Note (b) below]	14,438,252	13,684,948
Income received in advance (deferred / unearned Revenue)	329,000,255	347,003,231
Employee benefits payable	668,414,962	679,201,813
Statutory dues including provident fund and tax deducted at source	431,515,913	467,613,301
Amount payable to customer on contract settlement [Refer Note 32 below]	<u>273,302,675</u>	<u>-</u>
	<b><u>1,988,781,803</u></b>	<b><u>1,751,993,000</u></b>

(a) The term loans from Financial Institution are secured by way of hypothecation of the vehicles financed. The loan amount along with interest are repayable over the period of 3 to 5 years from the date of sanction of loan.

(b) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

**9 Short-term provisions**

Provision for compensated absences	216,864,366	175,457,433
Provision for gratuity [Refer Note 28(b)(2)]	56,088,946	672,714
Proposed dividend on equity shares	607,444,041	557,317,566
Corporate dividend distribution tax	123,662,579	94,716,121
Provision for contract warranties [Refer note (a) below]	99,222,625	7,939,492
Provision for Estimated loss on completion [Refer note (b) below]	243,708,465	-
Provision for Liquidated Damages [Refer note (c) below]	<u>125,635,378</u>	<u>-</u>
	<b><u>1,472,626,400</u></b>	<b><u>836,103,326</u></b>

(a) Provisions for contract warranties		
Balance as at the beginning of the year	7,939,492	14,636,133
Additions	99,222,625	-
Amount used	<u>7,939,492</u>	<u>6,696,641</u>
Balance as at the end of the year	<b><u>99,222,625</u></b>	<b><u>7,939,492</u></b>

(b) Provisions for Estimated loss on completion		
Balance as at the beginning of the year	-	-
Additions	243,708,465	-
Amount used	<u>-</u>	<u>-</u>
Balance as at the end of the year	<b><u>243,708,465</u></b>	<b><u>-</u></b>

(c) Provisions for Liquidated Damages		
Balance as at the beginning of the year	-	-
Additions	125,635,378	-
Amount used	<u>-</u>	<u>-</u>
Balance as at the end of the year	<b><u>125,635,378</u></b>	<b><u>-</u></b>

\* The Company has made provisions for the above on a best estimate of the conditions prevailing as at the year end, the final amount that would be ultimately payable would be determined only at the time of closure of respective contracts. The Company does not expect any reimbursements in respect of above provisions.

## Consolidated Notes to the financial statements

## 10 Tangible Assets

(All amounts in Rs. unless otherwise stated)

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at March 31, 2014	Additions	Disposal	Translation Adjustment	As at March 31, 2015	For the Year ended to opening retained earnings (Refer Note 40)	Disposal/Adjustments	Translation Adjustment	As at March 31, 2015	As at March 31, 2014
Land - Freehold	167,165	-	-	-	167,165	-	-	-	-	167,165
Land - Leasehold	300,912,075	-	-	-	300,912,075	3,463,576	-	-	27,052,769	277,322,882
Buildings	1,253,095,737	11,490,542	-	(1)	1,264,586,278	23,626,563	-	-	88,451,190	1,188,271,110
Plant & Machinery										
Computers and peripherals :										
Own	1,313,840,712	578,030,732	42,990,405	(3,456,365)	1,845,424,674	286,954,543	4,249,154	(2,391,587)	1,253,192,019	592,232,655
Lease financed	31,567,012	92,556	21,540,374	341,459	10,460,653	1,237,080	-	305,776	9,861,259	599,394
Office equipment	225,619,833	11,947,512	13,968,540	1,652,293	225,251,098	47,981,150	16,811,713	938,848	159,437,661	65,813,437
Others	697,942,393	370,308,265	4,667,660	(732,169)	1,062,850,829	188,036,937	21,494	4,428,858	275,295,739	787,555,090
Furniture and fixtures	501,826,480	32,261,810	11,621,787	(1,905,332)	520,561,171	48,510,068	895	(1,356,619)	244,834,101	292,738,706
Lease hold improvements	232,891,066	206,313	14,006,154	(2,854,331)	216,436,894	12,126,435	-	(19,478,552)	207,745,227	21,320,289
Vehicles	195,445,193	48,851,823	21,974,576	2	219,745,796	28,201,770	6,941,949	1	62,730,807	153,973,208
Total	4,753,307,666	1,053,189,553	133,345,142	(6,754,444)	5,666,396,633	544,238,585	21,083,256	(4,923,667)	2,328,598,772	2,870,172,680
Previous Year	4,544,600,808	260,804,027	117,635,206	65,538,037	4,753,307,666	345,201,607	-	36,746,243	1,883,134,986	2,870,172,680

## 11 Intangible Assets

Description of Assets	GROSS BLOCK				AMORTIZATION			NET BLOCK			
	As at March 31, 2014	Additions	Disposal	Translation Adjustment	As at March 31, 2015	For the Year	Transitional Impact adjusted to opening retained earnings (Refer Note 4d)	Disposal/Adjustments	Translation Adjustment	As at March 31, 2015	As at March 31, 2014
Acquired software	1,004,076,873	857,348,712	25,530,702	(7,797,715)	1,828,097,168	336,687,798	-	25,493,453	(6,302,766)	1,146,617,441	681,479,727
Internally developed software	38,207,502	207,595,074	-	(19,260,457)	226,542,119	19,910,596	-	-	(3,795,740)	54,382,358	172,159,761
Patents	9,950,548	-	-	(1,891,440)	8,059,108	2,843,739	-	-	(602,177)	2,688,468	5,370,640
Goodwill	1,702,897,632	-	-	(95,792,465)	1,607,105,167	208,952,826	15,112,570	-	982,606	225,048,002	1,832,057,165
Total	2,755,132,555	1,064,943,786	25,530,702	(124,742,077)	3,669,803,562	1,091,729,929	372,157,870	25,493,453	(9,568,077)	1,428,736,269	2,241,067,293
Previous Year	2,475,320,002	277,874,316	264,635,643	(272,573,880)	2,755,132,555	1,040,415,929	373,823,793	-	263,811,988	1,091,729,929	1,663,402,626

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
<b>12. Non-current investments</b>		
Trade Investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
199,145 (Previous Year 199,145) Common shares in Relativity Technologies Inc., USA	40	40
953,265 (Previous Year 953,265) Common Shares in Computer Logic Inc., USA	40	40
500,000 (Previous Year 500,000) Preference shares and 189,655 (Previous Year 189,655) Common Shares in Co kinetic Systems Inc., USA	40	40
	<u>120</u>	<u>120</u>
Aggregate amount of unquoted investments	120	120
<b>13. Deferred tax assets (net)</b>	<b>386,350,770</b>	<b>223,190,154</b>
<b>Deferred Tax</b>		
Break up of deferred tax assets/ liabilities is as follows:		
	As at April 1, 2014	Charged/(Credit) during the year
<b>Deferred Tax Assets / Liabilities</b>		As at March 31, 2015
<b>Deferred Tax Assets</b>		
a) Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation.	24,440,736	(6,175,332)
b) Tax impact of expenses charged in the financial statements but allowable as per deduction in the future year under income tax	9,432,037	386,017,232
c) Provision for doubtful debts and Advances	31,371,159	10,377,035
d) Provision for Compensated Absences, Bonus and Gratuity	184,861,173	(5,447,832)
e) Other Expenses	121,281,166	(84,134,636)
	-	-
f) Carry forward losses/ unabsorbed depreciation	221,279,665	(103,797,308)
<b>Total (A)</b>	<b>592,665,936</b>	<b>196,839,159</b>
<b>Deferred Tax Liabilities</b>		
a) Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	225,960,440	105,043,893
b) Tax impact of expenses not charged in the financial statements but claimed as deduction under income tax	108,054,773	(98,409,512)
<b>Total (B)</b>	<b>334,015,213</b>	<b>6,634,381</b>
<b>Deferred Tax Assets (net) (A - B)</b>	<b>258,650,723</b>	<b>448,855,501</b>
Add: Deferred Tax Asset related to fair value loss on derivative instruments not charged in the Statement of Profit and Loss but taken to the Balance Sheet.	(35,460,569)	(62,504,731)
<b>Net Deferred Tax Assets</b>	<b>223,190,154</b>	<b>386,350,770</b>

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**Note :**

(i) Deferred tax assets and liabilities above have been determined by applying the Income Tax rates of respective countries. Also as required by Accounting Standard 22 "Accounting for Taxes on Income" deferred tax assets and liabilities in relation to different Companies have not been offset.

(ii) The movement of Deferred tax asset/liability above includes that on account of currency translation of balance of overseas subsidiaries/branch of Rs.6,419,864 /-.(Previous year Rs. 12,990,537)

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>14 Long term Loans and advances</b>		
(Unsecured considered good)		
Advances recoverable in cash or in kind or for value to be received		
-Considered good	4,256,665	3,302,570
Prepaid Expenses	175,371,231	200,771,294
Security deposits		
-Considered good	81,345,236	59,939,308
-Considered doubtful	1,459,716	1,459,716
	82,804,952	61,399,024
Less -Provision for doubtful deposits	(1,459,716)	(1,459,716)
	81,345,236	59,939,308
Capital advances	44,819,186	180,176,772
Minimum alternate tax credit entitlement	313,003,743	-
	<b>618,796,061</b>	<b>444,189,944</b>
<b>15 Other non-current assets</b>		
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	129,276,806	111,024,029
	<b>129,276,806</b>	<b>111,024,029</b>
(a) Held as margin money by bank against bank guarantees.		
<b>16 Current Investments</b>		
At cost or market value, whichever is less:		
Mutual Funds (Unquoted)		
In Mutual Funds	553,555,977	550,553,794
	<b>553,555,977</b>	<b>550,553,794</b>

Scheme/Fund	As on 31st March 2015		As on 31st March 2014	
	Units	Value	Units	Value
<b>Liquid Scheme of Mutual Fund</b>				
Tata Mutual Fund	-	-	25,688	60,000,000
Birla Sun Life Mutual Fund	-	-	345,065	70,000,000
Franklin Templeton Mutual Fund	-	-	4,609,529	120,000,000
HDFC Liquid Fund-Direct Plan-Growth Option	5,164,463	140,000,000	4,332,826	110,000,000
Prudential ICICI Mutual Fund	440,064	90,000,000	370,819	70,000,000
Reliance Mutual Fund	-	-	1,875,638	120,553,794
UTI Liquid Cash Plan Institutional-Direct Growth	17,500	40,000,000	-	-
Reliance Quarterly Interval Fund-Series II-Growth	2,745,802	51,883,311	-	-
Rel. Liquid Fund-Treasury Plan	34,199	111,672,666	-	-
Templeton Low Duration Fund-Growth	8,106,229	120,000,000	-	-
<b>Total</b>		<b>553,555,977</b>		<b>550,553,794</b>

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

**17 Inventories**

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Traded Goods		
Material in transit	82,355,123	47,948,070
Stock in trade	2,775,616	4,387,396
[Refer Note (a) below]		
	<b>85,130,739</b>	<b>52,335,466</b>

**Note :**

(a) The Company deals in number of software and hardware items whose cost and selling price vary from item to item. In view of voluminous data information relating to major items of opening stocks, closing stocks, purchases and sales have not been disclosed in the financial statements.

**18 Trade Receivables****Unsecured Considered Good**

Outstanding for a period exceeding 6 months from the date they are due for payment	457,348,469	140,523,254
Others	5,602,596,672	5,502,927,126

**Unsecured considered doubtful**

Outstanding for a period exceeding 6 months from the date they are due for payment	156,519,872	118,191,589
Others		
Less: Provision for doubtful debts	156,519,872	118,191,589
	<b>6,059,945,141</b>	<b>5,643,450,380</b>

**19 Cash and bank balances****Cash and cash equivalents**

Cash on Hand	212,181	141,795
Cheques, drafts on hand	49,740,833	71,896,630

**Bank balances**

- Current accounts	2,122,189,951	1,991,937,068
- Fixed deposit accounts (less than 3 months maturity)	65,653,181	102,036,099
	<b>2,237,796,146</b>	<b>2,166,011,592</b>

**Other bank balances**

- Long term deposits with maturity more than 3 months but less than 12 months	440,232,661	32,624,133
- Unpaid dividend account	14,438,252	13,684,948
	<b>454,670,913</b>	<b>46,309,081</b>
	<b>2,692,467,059</b>	<b>2,212,320,673</b>

**20 Short term loans and advances**

(Unsecured, considered good unless otherwise stated)

Advances recoverable in cash or in kind or for value to be received

Considered good	321,857,370	362,716,271
Prepaid Expenses	696,957,276	508,783,759
Security deposits		
Considered good	83,286,593	94,059,161

Advance income tax	3,559,225,109	2,959,092,880
Less: Provision for income tax	3,132,151,272	2,609,216,680
	427,073,837	349,876,200
Advance fringe benefit tax	57,772,904	57,772,904
Less: Provision for fringe benefit tax	57,290,392	57,290,392
	482,512	482,512

Minimum alternate tax credit entitlement	-	211,384,892
	<b>1,529,657,588</b>	<b>1,527,302,795</b>

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>21 Other current assets</b>		
(Unsecured, considered good)		
Unbilled revenue*		
Gross unbilled revenue	760,480,496	1,313,849,142
Less :-Provision for unbilled revenue	<u>(39,632,492)</u>	<u>(18,591,654)</u>
	720,848,004	1,295,257,488
Interest receivable on FD's	15,895,270	11,493,812
Derivative instruments fair value assets	<u>193,313,086</u>	<u>123,776,872</u>
	<b><u>930,056,360</u></b>	<b><u>1,430,528,172</u></b>
*Net of Rs 588,899,201 (Previous Year: Nil) written off as no longer recoverable included under exceptional items (Refer Note 32).		
<b>22 Proposed dividend by the Holding Company</b>		
On equity shares of Rs. 10 each		
Amount of dividend proposed	579,926,541	546,310,566
Dividend per equity share	9.50	9.00
<b>23 Contingent liabilities</b>		
Claims against the company not acknowledged as debts		
(a) Income tax matters pending disposal by the tax authorities	503,297,236	505,207,331
(b) Claims made by customer and vendor pending under arbitration / High Court, including frivolous counter claims by the vendor in response to amount claimed by the Company from the vendor as per the contract	65,037,656	3,230,000
(c ) Excise related matters pending disposal by the Central Excise authorities	283,514,601	241,164,898
<b>24 Capital and other commitments</b>		
Capital commitments		
Estimated value of contracts in capital account remaining to be executed	820,272,800	967,741,808
	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>25 Revenue from operations</b>		
Sales of products		
Traded Goods [Refer Note 17(a)]	1,036,929,934	1,749,632,545
Sale of services	<u>22,688,027,263</u>	<u>21,300,254,024</u>
	<b><u>23,724,957,197</u></b>	<b><u>23,049,886,569</u></b>
<b>26 Other income</b>		
Net gain on sale of investments	69,400,451	49,831,455
Interest on :		
- Loans	405,168	1,157,449
- Bank Deposits	27,595,420	24,634,139
- Income Tax Refund	<u>5,607,985</u>	<u>31,239,729</u>
	33,608,573	57,031,317
Miscellaneous income	70,112,876	10,557,587
Gain on exchange fluctuations (net)	<u>-</u>	<u>185,051,764</u>
	<b><u>173,121,900</u></b>	<b><u>302,472,123</u></b>

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>27 Changes in inventories of stock-in-trade</b>		
(Increase) / decrease in stocks		
Stocks at the end of year	85,130,739	52,335,466
Stocks at the beginning of year	52,335,466	41,054,599
	<b><u>(32,795,273)</u></b>	<b><u>(11,280,867)</u></b>
<b>28 Employee benefits expense</b>		
Salaries and benefits	12,348,826,740	11,869,160,458
Contribution to provident and other funds [Refer Note (a) below]	632,608,803	618,641,035
Gratuity expense [Refer Note 2(b) below]	140,301,613	78,295,190
Employee stock option scheme (Refer Note 41)	20,692,258	18,582,808
Staff welfare expenses	271,042,549	345,247,242
	<b><u>13,413,471,963</u></b>	<b><u>12,929,926,733</u></b>

**Employee Benefits**
**a) Defined Contribution Plans**

The Company makes contribution towards Provident Fund, Superannuation Fund, Pension Fund, Employee state Insurance fund and Overseas Plan (related to the Branches in the United States of America and Ireland), being defined contribution plans for eligible employees. The Company has charged the following costs in the Statement of Profit and Loss:

<b>Employer's Contribution</b>	<b>Year ended March 31,2015</b>	<b>Year ended March 31,2014</b>
(i) Employer's contribution to superannuation fund	16,695,798	12,439,257
(ii) Employer's contribution to overseas plans	473,479,773	474,765,744
(iii) Employer's contribution to Employees state insurance fund	5,438,386	5,172,796
(iv) Employer's contribution to Pension Fund	52,563,581	34,880,095

**b) Defined benefit plans**

Disclosure in respect of defined benefit plans in accordance with Accounting Standard 15 (Revised) "Employee Benefits

**(1) Provident fund**

The Group makes contribution to the "NIIT Technologies Limited Employees Provident Fund Trust" ("the Trust"), which is exempted under section 17 of Employees' Provident Fund Act, 1952 for Indian based employees. The conditions for grant of exemptions stipulate that the employer shall make good the deficiency, if any, in the interest rate declared by the Trust vis-à-vis statutory rate. As per guidance note on Accounting Standard-15, Employee Benefits (Revised 2005) issued by the Accounting Standard Board (ASB), provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Trust includes employees of the Company as well as of other subsidiaries in accordance with the approval vide letter No. S-35015/9/2008-SS-II, dated March 20, 2009, granted by the Employees' Provident Fund Organization. In view of the same, it is a multi-employer defined benefit plan. The Company made defined contribution to Regional Provident Fund Commissioner (RPFC) from 1st October 2005 till 29th February 2009 in respect of Provident Fund. The Company has transferred these contributions along with the interest from RPFC to NIIT Technologies Limited Employees' Provident Fund Trust. The Company does not have any further obligation in this respect.

Consequent to the Actuarial Society of India issuing a guidance note on the valuation of provident fund liability, the Trust has obtained an actuarial valuation of the provident fund liability as at balance sheet date and as per the valuation report, there is surplus as on March 31, 2015. The Actuary has provided details for the disclosure requirement of the Accounting Standard 15 (Revised 2005) on "Employee Benefits" for the Trust as a whole. However, participant entities wise break-up of these disclosures is not available and accordingly, the disclosures for provident fund liability as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) have been made in these financial statements, basis actuarial report for the trust as a whole.

The Company contributed Rs 84,431,265 (Previous year Rs.91,383,143 ) during the year to the Trust, which has been charged to Statement of Profit and Loss.

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**(i) Amount of obligation as at the year end is determined as under**  
**Description**

	<b>March 31,2015</b>	<b>March 31,2014</b>
Present value of obligation as at the beginning of the year	1,125,366,543	867,038,431
Interest cost	109,130,397	76,440,225
Current service cost	92,622,300	94,747,888
Benefits paid	(100,183,039)	(81,228,214)
Plan Participant's Contributions	146,413,727	132,733,396
Transfer In	(68,919,843)	32,912,757
Actuarial (gain) / loss on obligation	95,509,278	2,722,060
Present value of obligation as at the end of the year	1,399,939,363	1,125,366,543

**(ii) Change in Plan Assets :**  
**Description**

Plan assets at beginning at fair value	1,151,202,214	874,262,082
Expected return on plan assets	111,981,768	86,196,816
Employer contributions	88,400,103	90,251,703
Plan Participant's Contributions	146,413,727	132,733,396
Benefits paid	(100,183,039)	(81,228,214)
Transfers In	(68,919,843)	32,912,757
Actuarial gain / (loss) on plan assets	86,601,591	16,073,674
Plan assets at year end at fair value	1,415,496,521	1,151,202,214

**(iii) Amount of the obligation recognised in Balance Sheet :**  
**Description**

Present value of the defined benefit obligation as at the end of the year	1,399,939,363	1,125,366,543
Fair value of plan assets at the end of the year	1,415,496,521	1,151,202,214
Funded status - (surplus)*	(15,557,158)	(25,835,671)

\*As the funded status is in surplus there is no need for any specific provision as at 31st March 2015 towards the Provident Fund by the Company. Hence the net liability to be recognised in the balance sheet is Rs. Nil (Previous Year Rs. Nil)

**(iv) Principal actuarial assumptions at the Balance Sheet date**

Discount Rate	7.75%	9.15%
Attrition rate		
Age from 20-30 years	16.00%	15.00%
31-34	10.00%	10.00%
35-44	5.00%	5.00%
45-50	3.00%	3.00%
51-54	2.00%	2.00%
Age 55 & above	1.00%	1.00%

**Expected Return on Assets for Exempt PF Fund**

<b>Year</b>	<b>Rate</b>	<b>Rate</b>
2012-13	-	-
2014-16	9.19%	9.19%
2016 and thereafter	9.19%	9.19%

**Long term EPFO Rate**

<b>Year</b>	<b>Rate</b>	<b>Rate</b>
2012-13	-	-
2013-14	8.75%	8.75%
2014 and thereafter	8.75%	8.75%

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**(v) Experience Gain/( Loss) Adjustments**

<b>Description</b>	<b>March 31,2015</b>	<b>March 31,2014</b>	<b>March 31,2013</b>
Experience Gain/(Loss) adjustments on Plan Liabilities	(95,509,278)	(2,722,060)	3,828,008
Experience Gain/(Loss) adjustments on Plan assets	86,601,591	16,073,674	10,069,287

**(vi) Expected Contribution to the fund in the next year**

	<b>March 31,2015</b>	<b>March 31,2014</b>
Provident fund	85,000,000	90,000,000

**Note:**

Disclosures included are limited to the extent of disclosures provided by the actuary

**(2) Gratuity**

In accordance with Accounting Standard 15 (revised 2005) an actuarial valuation was carried out in respect of gratuity: Amount of obligation as at the year end is determined as under:

<b>Description</b>		
<b>(i) Present value of obligation as at the beginning of the year</b>	180,148,489	149,136,220
Interest cost	15,181,413	11,149,471
Current service cost	35,577,077	32,800,247
Benefits paid	(15,723,856)	(9,734,022)
Actuarial (gain)/loss on obligations	109,111,528	(3,203,427)
<b>Present value of obligation as at the end of the year</b>	324,294,651	180,148,489

**(ii) Change in Plan Assets:**

<b>Description</b>		
Plan assets at beginning at fair value	203,941,056	158,150,710
Expected return on plan assets	20,097,618	16,390,683
Contributions	67,215,916	40,325,395
Benefits paid	(15,723,856)	(9,734,022)
Actuarial (gain)/loss on plan assets	(529,213)	(1,191,710)
<b>Plan assets at year end at fair value</b>	275,001,521	203,941,056

**(iii) Amount of the obligation recognized in the Balance Sheet:**

<b>Description</b>		
Present value of the defined benefit obligation at the end of the year	324,294,651	180,148,489
Fair value of plan assets at the end of the year	275,001,521	203,941,056
*Funded status of plan assets - [(surplus) / deficit]	49,293,130	(23,792,567)

\*Net of surplus of Rs. 6,795,816 (Previous year Rs. 24,465,281) related to the Parent Company and Indian subsidiaries which has not been recognised as an asset in these financial statements.

**(iv) Amount of gratuity expense recognized in the Statement of Profit and Loss.**

<b>Description</b>		
Current service cost	35,577,077	32,800,247
Interest cost	15,181,413	11,149,470
Expected return on plan assets	(20,097,618)	(16,390,683)
Actuarial (gain)/loss recognized during the year	109,640,741	(2,011,716)
<b>Total</b>	140,301,613	25,547,318

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**(v) Amount recognized in current year and previous four years**

Description	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012	Year ended March 31,2011
Present value of the defined benefit obligation as at the end of the year	(324,294,651)	(180,148,489)	(149,136,240)	(109,366,022)	(100,609,512)
Fair value of plan assets at the end of the year	275,001,521	203,941,056	158,150,710	124,456,980	101,407,950
Surplus / (deficit) in the plan	(49,293,130)	23,792,567	9,014,470	15,090,958	798,438
Experience gain / (loss) adjustment on plan liabilities	109,111,528	3,203,427	(14,796,370)	12,271,750	995,000
Experience gain / (loss) adjustment on plan assets	529,213	1,191,710	(1,261,260)	(572,190)	89,720

**(vi) Investment details of plan assets:**

The Plan assets are maintained with Life Insurance Corporation Gratuity Scheme. The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

**(vii) Principal actuarial assumptions at the Balance Sheet date:**
**Parent Company and Indian subsidiaries**

Description	March 31,2015	March 31,2014
Discounting rate	7.90%	9.15%
Expected rate of return on plan assets	8.75%	9.40%
Salary growth rate	Salary rate 7% for first 3 years and 6% thereafter	5.00%
Attrition rate		
Age from 20-30 years	16.00%	15.00%
31-34	10.00%	10.00%
35-44	5.00%	5.00%
45-50	3.00%	3.00%
51-54	2.00%	2.00%
Age 55 & above	1.00%	1.00%
Expected average remaining working lives of employee (years)	12	11.7

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

**Overseas Branches and Subsidiaries**

Description	March 31,2015	March 31,2014
Discounting rate	3.50%	-
Salary growth rate	Salary rate 4%	-
Attrition rate		
Age from 20-30 years	16.00%	-
31-34	10.00%	-
35-44	5.00%	-
45-50	3.00%	-
51-54	2.00%	-
Age 55 & above	1.00%	-
Expected average remaining working lives of employee (years)	12	-

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

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>29 Finance costs</b>		
Interest on borrowings	26,818,539	11,005,257
Other borrowing costs	212,823	3,256,631
Bank and financial charges	<u>29,660,952</u>	<u>27,306,594</u>
	<b><u>56,692,314</u></b>	<b><u>41,568,482</u></b>
<b>30 Depreciation and amortization</b>		
Depreciation on tangible assets	544,238,585	345,201,607
Amortization on intangible assets	<u>372,157,870</u>	<u>273,823,793</u>
	<b><u>916,396,455</u></b>	<b><u>619,025,400</u></b>
<b>31 Other expense</b>		
Rent	491,968,093	491,546,344
Rates and taxes	45,304,399	44,427,743
Electricity and water	154,613,632	147,296,463
Communication	225,098,209	230,491,948
Legal and professional [refer Note (a) below]	529,994,152	571,324,955
Travelling and conveyance	837,303,894	782,847,154
Insurance premium	66,046,932	67,455,799
Loss on exchange fluctuations (net)	127,679,886	-
Repairs and maintenance		
- Plant and machinery	194,186,929	183,231,677
- Buildings	4,137,088	10,318,887
- Others	356,428,298	345,848,076
Bad debt and provision for doubtful debt	104,430,799	101,182,379
Unbilled revenue written off	24,831,202	-
Lease rentals	9,309,413	7,522,324
Loss on sales of assets	9,897,809	6,680,614
Expenditure towards Corporate Social Responsibility activities	53,544,213	50,684,305
Advertisement and publicity	78,824,212	79,201,132
Business promotion	145,985,734	157,967,768
Professional charges	1,346,109,291	1,086,409,745
Provision for contract warranties	99,222,625	-
Provision for estimated loss on completion	243,708,465	-
Provision for liquidated damages	125,635,378	-
Equipment hiring	17,654,609	31,934,185
Consumables	228,537,480	171,628,537
Other production expenses	297,249,931	227,700,923
Miscellaneous expenses	<u>154,726,644</u>	<u>127,526,476</u>
	<b><u>5,972,429,317</u></b>	<b><u>4,923,227,434</u></b>
<b>a) Payment to auditors (excluding service tax)</b>		
<b>Particulars</b>		
-As auditor	14,936,650	14,492,561
-For reimbursement of actual out of pocket expenses	1,728,417	1,347,663
Payment to other auditors amount to Rs. 17,881,850 (Previous Year Rs. 16,981,051 ).		
<b>(b) Expenses capitalized as a part of Capital Work-in-progress :</b>		
Electricity and water	1,917,197	3,825,882
Legal and professional	5,598,513	2,266,384
Miscellaneous expenses	6,830,009	2,138,415

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**32 Details of exceptional items charged to Statement of Profit and Loss**

Subsequent to the year end, in respect of an ongoing service agreement ("agreement") under dispute with a customer in a subsidiary, mutual settlement was reached between the customer and the Company (including subsidiary, together referred to as the Company) for termination of contract, and release for customer and the Company from further obligations under the agreement. As per the terms of the settlement, the Company has paid a settlement amount to the customer upon receipt of which the customer has released the bank guarantees of Rs. 142,590,000 and corporate guarantee of Rs. 926,835,000 issued by the Company. Consequent to the above, in line with AS-29 and AS-4, the Company has recognised the resultant impact of the above in these financial statements and disclosed the same as an exceptional item in the statement of profit and loss, comprising the following:

**Particulars of exceptional items**

(i) Amount payable to customer for settlement costs on contract termination; and unbilled revenue no longer recoverable written off	865,681,776	-
(ii) Related costs on contract settlement comprising:		
Travel	3,133,497	-
Legal and professional	19,506,009	-
Less: (iii) Provisions for expenses for completion of ongoing service agreement no longer required written back	(88,769,825)	-
	<b>799,551,457</b>	<b>-</b>

Refer notes 8 and 21 of these financial statements

- 33** Working Capital Limits of the Parent Company of Rs.3,000,000,000 (Previous Year Rs.3,000,000,000 ) are secured by a first charge on book debts and by a second charge on movable assets of the Parent Company. The Parent Company has not utilized the fund based limit as at the year-end (Previous year Rs Nil).

**34 Consolidation**

- a) Details of NIIT Technologies Limited's subsidiaries all of which have been considered in these consolidated accounts on a line by line basis are as follows:

Subsidiary	Percentage of ownership Interest as at March 31, 2015	Percentage of ownership Interest as at March 31, 2014	Country of Incorporation
NIIT GIS Limited	88.99	88.99	India
NIIT SmartServe Limited	100	100	India
NIIT Technologies Inc.	100	100	United States
NIIT Technologies Ltd, UK	100	100	United Kingdom
NIIT Technologies Co. Ltd.(Erstwhile NIIT Technologies KK) (Held by NIIT Tech, USA)	100	100	Japan
NIIT Technologies Pte Ltd	100	100	Singapore
NIIT Technologies BV, Netherlands ( Held by NIIT Tech, UK)	100	100	Netherlands
NIIT Technologies NV ( Held by NIIT Tech BV, Netherlands)	100	100	Belgium
NIIT Technologies Limited ( Held by NIIT Tech, Singapore)	100	100	Thailand
NIIT Technologies Pty Limited (Held by NIIT Tech, Singapore)	100	100	Australia
NIIT Technologies GmbH	100	100	Germany
NIIT Technologies AG (Held by NIIT Tech GmbH, Germany)	100	100	Switzerland
NIIT Insurance Technologies Limited, United Kingdom (Held by NIIT Tech, UK)	100	100	United Kingdom
NIIT Technologies Limited	100	100	Canada
NIIT Airline Technologies GmbH, Germany	100	100	Germany
NIIT Technologies FZ LLC	100	100	Dubai
NIIT Technologies Services Limited	100	100	India
NIIT Media Technologies LLC (Joint Venture Company – 60% of stake is held by NIIT Technologies Inc., USA)	60	60	United States
NIIT Technologies S.A., (erstwhile Proyecta Sistemas de Information S.A.)	100	100	Spain
NIIT Technologies Philippines Inc	100	100	Philippines
NIIT Technologies Brazil Ltd	100	100	Brazil

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**35 Taxation**
**Current tax**

The Group has availed deductions available under the provisions of section 10 AA and 80IC of the Indian Income Tax Act, applicable to Units registered with Special Economic Zone (SEZ) and backward area respectively.

In addition to Indian operations, the Company has accounted for the tax liability/reliefs in respect of its overseas subsidiaries and overseas branches in accordance with the tax legislations applicable in respective countries.

**36 Earning per share :**

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Basic		
Profit attributable to equity shareholders (Rs.) - (A)	1,140,659,763	2,305,345,146
Weighted average number of equity shares outstanding during the year - (B)	60,855,494	60,465,664
Basic earning per share Rs.	18.74	38.13
Diluted		
Profit attributable to equity shareholders (Rs.) - (A)	1,140,659,763	2,305,345,146
Weighted average number of equity shares outstanding during the year - (B)	60,855,494	60,465,664
Add : Weighted average number of potential equity shares on account of employee stock options	322,646	590,044
Weighted average number of shares outstanding for dilutive EPS (C)	61,178,140	61,055,708
Diluted EPS	18.64	37.76
Face value per share	10.00	10.00

The Company has issued 343,725 (Previous Year 464,005) equity shares under its ESOP Scheme during the year. The same has been adjusted for both the years presented above

Earning Per Share [had fair value method been employed for accounting for Employee Stock Option ( Refer Note 41 (d)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Profit Attributable to Equity shareholders ( Rs.) - (D)	1,161,352,021	2,323,927,954
Basic Earning per share (Rs) (D / B)	19.08	38.43
Diluted Earning per share (Rs) (D / C)	18.98	38.06

**37 Related Party Disclosures as per Accounting Standard 18**
**A List of related parties with whom the Group has transacted:**
**a) Parties of whom the Group is an associate and its subsidiaries**

NIIT Limited

NIIT USA Inc.

Scantech Evaluation Services Limited

NIIT Limited, UK

Evolve Services Limited

NIIT Institute of Finance Banking and Insurance Training Ltd

**b) Key Managerial personnel**

Rajendra S Pawar

Vijay K Thadani

Arvind Thakur

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

**c) Parties in which the key managerial personnel or the relatives of the key managerial personnel are interested.**

Naya Bazar Novelties Pvt Ltd.

NIIT Institute of Information Technology

Indian School of Business

NIIT University

**B Details of transaction with related parties carried out on an arms length basis:**

Nature of Transactions	Parties in whom the Group is an associate and it's subsidiaries	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Group are interested	Total
Recovery from NIIT Limited Group (Note 2)	19,891,967	-	-	19,891,967
	(25,531,989)	-	-	(25,531,989)
Recovery by NIIT Limited Group (Note 3)	6,695,395	-	-	6,695,395
	(4,541,718)	-	-	(4,541,718)
Receiving of Services / Goods (Note 4)	8,040,273	-	-	8,040,273
	(12,925,483)	-	-	(12,925,483)
Rendering of Services (Note 5)	21,972,165	-	-	21,972,165
	(22,312,668)	-	-	(22,312,668)
Remuneration (Note 6)	-	45,145,148	-	45,145,148
	-	(53,545,024)	-	(53,545,024)
Other Income (Note 7)	5,389,031	-	-	5,389,031
	-	-	-	-
Other Expenses (Note 8)	758,629	-	-	758,629
	(494,742)	-	-	(494,742)
Dividend Paid to Scantech Evaluation Services Limited	137,688,060	-	-	137,688,060
	(130,441,320)	-	-	(130,441,320)
Corporate Social Responsibility (Note 9)	60,000	-	50,000,000	50,060,000
	(37,829)	-	(50,000,000)	(50,037,829)
Fixed Assets Purchased (Note 10)	84,999	-	-	84,999
	-	-	-	-

**Notes:**

- Figures in parenthesis represent previous year's figures

**Disclosure in respect of transaction which are more than 10% of the total transaction of the same type with related parties**

- Includes transactions for the year mainly with;  
NIIT (USA) Inc Rs. 13,978,942 (Previous Year: Rs. 19,839,060)  
NIIT Limited Rs 3,989,025 (Previous Year: Rs. 5,692,929)
- Includes transactions for the year mainly with;  
NIIT (USA) Inc Rs 6,695,395 (Previous Year: Rs. 4,541,178)
- Includes transactions for the year mainly with;  
NIIT Limited Rs 776,515 (Previous Year Rs Nil)  
NIIT Limited UK Rs.976,888 ( Previous Year Rs. 11,361,430)  
Evolve Services Limited Rs1,750,571 ( Previous Year Rs. 1,534,053)  
NIIT China Rs4,506,299 ( Previous Year Rs. Nil)
- Includes transactions for the year mainly with;  
NIIT Limited Rs. 19,949,201 (Previous Year Rs. 19,774,176)  
NIIT (USA) Inc Rs, 2,022,964 (Previous Year: Rs. 2,538,492)

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

- 6 Remuneration to Key Managerial Personnel includes those paid to  
Rajendra S Pawar - Rs. 20,148,862 (Previous year Rs. 23,951,044)  
Arvind Thakur - Rs. 24,056,286 (Previous year Rs. 28,693,980)  
Vijay K Thadani - Rs. 940,000 (Previous year Rs. 900,000)
- 7 Includes transactions for cost recharge with mark-up for the year mainly with;  
NIIT limited Rs. 5,389,031 (Previous Year Rs. NIL)
- 8 Includes transactions for the year with  
Naya Bazar Rs. 758,629 ( Previous year Rs. 494,742)
- 9 Transactions in Corporate Social Responsibility for the year with  
NIIT Institute of Information Technology, Rs. 50,000,000 (Previous year Rs. 50,000,000)
- 10 Transaction in Purchased of Fixed Assets  
NIIT Ltd. Rs. 84,999 (Previous year Rs NIL)

	Receivable As at March 31, 2015	Payable As at March 31, 2015	Receivable As at March 31, 2014	Payable As at March 31, 2014
Parties of whom the group is an associate and its subsidiaries	11,167,549	9,846,112	7,138,956	4,554,700
Parties in which Key Managerial Personnel are interested	-	47,381	-	-

**Disclosure in respect of balances with related parties:-**

- 1 Includes Receivables from  
NIIT Limited Rs. 10,192,750 (Previous Year Rs. 5,060,212)
- 2 Includes Payables to:-  
NIIT USA Inc. Rs. 2,081,210 (Previous Year Rs. Nil)  
Evolve Services Limited Rs. 1,554,229 (Previous Year Rs. 20,625)  
NIIT Limited Rs.3,179,142 (Previous Year Rs. 2,657,623)  
NIIT China Rs. 2,602,466 (Previous Year Rs. 1,886,180)
- 3 Includes Payables to Naya Bazar Novelties Pvt Ltd. Rs. 47,381 (Previous Year Rs. Nil)
- 38** The dominant source of risk and returns of the group is considered to be the business in which it operates viz – software solutions. Being a single business segment group, no primary segment information is being provided. The secondary segment information as per Accounting Standard 17 'Segment Reporting' in relation to the geographies is as follows:

Particulars	Revenue from external customers by location of customers		Carrying amount of segment assets by location of the assets		Additions to fixed assets	
	Year ended March 31, 2015	Year ended March 31, 2014	As at March 31, 2015	As at March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
India	3,175,075,512	3,240,107,756	10,582,303,921	9,587,314,814	1,765,885,117	442,841,158
Rest of Asia Pacific* (including Australia)	1,623,720,952	1,579,622,601	1,475,851,038	1,957,018,966	33,394,440	20,140,224
Europe*	8,499,548,805	8,442,856,157	4,322,283,914	1,372,406,828	260,891,539	27,507,496
America*	10,426,611,928	9,787,300,055	2,259,812,104	4,313,412,234	57,962,243	42,189,465
<b>Total</b>	<b>23,724,957,197</b>	<b>23,049,886,569</b>	<b>18,640,250,977</b>	<b>17,230,152,842</b>	<b>2,118,133,339</b>	<b>532,678,343</b>

\*Net of Hedging Gain/(loss) of Rs 324,950,355 (Previous Year loss Rs..244,318,533/-). This includes derivate instruments matured during the year for America Rs181,358,928 (Previous Year loss Rs.153,685,787/-), Europe Rs.143,591,427(Previous Year loss Rs. 90,632,746/-)

**39 Disclosure of Leases as per Accounting Standard (AS) – 19**

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**
**Operating Leases**

Total of future Minimum Lease Payments under non-cancellable leases in case of premises and equipment:

Particulars	In respect of Premises		In respect of Equipment	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Amount payable within the next 1 year	180,405,038	180,825,837	18,714,825	19,449,176
Amount payable in the next 2 to 5 years	158,071,177	214,903,580	80,656,387	31,388,100

Aggregate payments during the period under operating leases amount to Rs.491,968,093 (Previous Year Rs 491,546,344).

**Finance Leases**

The minimum lease payment outstanding and their present value at the balance sheet date in respect of plant and machinery that have been capitalized are as follows:

Particulars	Minimum lease payments amount	Finance charges	Present value of lease payments Amount
Amount payable within the next 1 year	1,759,736	139,426	1,620,310
	(1,702,297)	(134,875)	(1,567,422)
Amount payable in the next 2 to 5 years	868,123	38,082	830,041
	(839,787)	(36,839)	(802,948)
<b>Total</b>	2,627,859	177,508	2,450,351
	(2,542,084)	(171,714)	(2,370,370)

Note: Figures in parenthesis represent previous year figures.

- 40** During the quarter ended June 30, 2014 the Company based on an internal assessment and external technical evaluation, has changed the estimates of useful life from the useful life being followed earlier under the Companies Act 1956. Accordingly, the useful lives of certain assets required a change from previous estimates:

Category of Assets	Earlier Useful life (Years)	Current useful life (Years)
Computers and Peripherals	4	3
Office Equipment	21.08	5
Furniture and Fixtures	10.5	10
Other Plant and Machinery	21.08	15
Others		
Buildings	61.33	60
Vehicles	10.5	8

Had the Company continued with the previously assessed useful lives, charge for depreciation for the year ended March 31, 2015 would have been higher by Rs 174,081,375 (Previous Year Nil) for assets held as at March 31, 2015. Further, the Company has exercised the option that where the remaining useful life of asset at April 1, 2014 is Nil, the carrying amount of the asset after retaining residual value is recognized in the opening balance of retained earnings; such impact being Rs. 21,083,256 (Previous Year Nil).

**41 Employee stock option plan**

The Company established NIIT Technologies Stock Option Plan 2005 (ESOP 2005) in the year 2005-06 and the same was approved at the Annual General Meeting of the Company on 18th May 2005. The plan was set up so as to offer and grant for the benefit of employees of the company and its subsidiaries, who are eligible under Securities Exchange Board of India (SEBI) Guidelines (excluding promoters), options of the company in aggregate up to 3,850,000 options under ESOP 2005, 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 10 each fully paid up on payment to the company for such shares at a price to be determined in accordance with ESOP 2005. SEBI has issued the Employee's Stock Option scheme and Employee Stock Purchase Scheme Guideline, 1999 which is applicable to the above ESOP 2005.

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

The Company granted option in thirty two Grants. The details of Grants are as follows:-

Grant	Date of Grant	Date of Vesting	Exercise Price (in Rs.)	Intrinsic value of Shares	Fair value of Options (in Rs.)*	Remaining Contractual Life (in Days)	
						2014-15	2013-14
Grant III	20-Jun-07	20-Jun-08	349.00	-	112.07	-	-
Grant IV	28-Jul-08	28-Jul-09	108.00	-	43.78	-	-
Grant V							
Tranche I	19-Oct-09	19-Oct-10	127.20	-	53.19	-	-
Tranche II	19-Oct-09	19-Oct-11	127.20	-	53.19	-	202
Grant VI							
Tranche I	19-Jul-10	19-Jul-11	182.15	-	75.39	-	110
Tranche II	19-Jul-10	19-Jul-12	182.15	-	75.39	-	475
Grant VII							
Tranche I	18-Oct-10	18-Oct-11	223.75	-	83.29	-	201
Tranche II	18-Oct-10	18-Oct-12	223.75	-	83.29	-	566
Grant VIII							
Tranche I	18-Jan-11	18-Jan-12	206.20	-	76.65	-	293
Tranche II	18-Jan-11	18-Jan-13	206.20	-	76.65	-	658
Grant IX							
Tranche I	6-May-11	6-May-12	188.25	-	67.21	-	401
Tranche II	6-May-11	6-May-13	188.25	-	67.21	-	767
Grant X							
Tranche I	9-Jun-11	9-Jun-12	10.00	182.00	160.58	-	435
Tranche II	9-Jun-11	9-Jun-13	10.00	182.00	160.58	-	801
Tranche III	9-Jun-11	9-Jun-14	10.00	182.00	160.58	-	1,166
Grant XI							
Tranche I	19-Jul-11	19-Jul-12	206.15	-	71.15	-	475
Tranche II	19-Jul-11	19-Jul-13	206.15	-	71.15	-	841
Grant XII							
Tranche I	17-Oct-11	17-Oct-12	10.00	189.00	182.15	-	565
Tranche II	17-Oct-11	17-Oct-13	10.00	189.00	182.15	-	931
Tranche III	17-Oct-11	17-Oct-14	10.00	189.00	182.15	-	1,296
Grant XIII							
Tranche I	17-Jan-12	17-Jan-13	198.00	-	53.89	-	657
Tranche II	17-Jan-12	17-Jan-14	198.00	-	53.89	-	1,023
Grant XIV							
Tranche I	3-May-12	3-May-13	256.60	-	71.93	-	764
Tranche II	3-May-12	3-May-14	256.60	-	71.93	-	1,129
Grant XV							
Tranche I	2-Jul-12	2-Jul-13	285.80	-	76.26	-	824
Tranche II	2-Jul-12	2-Jul-14	285.80	-	76.26	-	1,189
Grant XVI							
Tranche I	2-Jul-12	2-Jul-13	10.00	275.80	232.18	-	824
Tranche II	2-Jul-12	2-Jul-14	10.00	275.80	232.18	-	1,189
Tranche III	2-Jul-12	2-Jul-15	10.00	275.80	232.18	-	1,554
Grant XVII							
Tranche I	14-Jan-13	14-Jan-14	274.85	-	66.95	-	1,020
Tranche II	14-Jan-13	14-Jan-15	274.85	-	66.95	-	1,385
Grant XVIII							
Tranche I	17-May-13	17-May-14	10.00	256.26	214.49	-	1,143
Tranche II	17-May-13	17-May-15	10.00	256.26	214.49	-	1,508
Tranche III	17-May-13	17-May-16	10.00	256.26	214.49	-	1,873
Grant XIX							
Tranche I	16-Jul-13	16-Jul-14	10.00	286.65	214.98	-	1,203
Tranche II	16-Jul-13	16-Jul-15	10.00	286.65	214.98	-	1,568
Tranche III	16-Jul-13	16-Jul-16	10.00	286.65	214.98	-	1,933

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

Grant	Date of Grant	Date of Vesting	Exercise Price (in Rs.)	Intrinsic value of Shares	Fair value of Options (in Rs.)*	Remaining Contractual Life (in Days)	
						2014-15	2013-14
Grant XX							
Tranche I	16-Jul-13	16-Jul-14	261.20	-	64.52	-	1,203
Tranche II	16-Jul-13	16-Jul-15	261.20	-	64.52	-	1,568
Grant XXI							
Tranche I	2-Sep-13	2-Sep-14	282.00	-	102.83	-	1,251
Tranche II	2-Sep-13	2-Sep-15	282.00	-	102.83	-	1,616
Tranche III	2-Sep-13	2-Sep-16	282.00	-	102.83	-	1,981
Tranche IV	2-Sep-13	2-Sep-17	282.00	-	102.83	-	2,347
Tranche V	2-Sep-13	2-Sep-18	282.00	-	102.83	-	2,712
Grant XXII							
Tranche I	2-Sep-13	2-Sep-14	10.00	294.40	240.84	-	1,251
Tranche II	2-Sep-13	2-Sep-15	10.00	294.40	240.84	-	1,616
Tranche III	2-Sep-13	2-Sep-16	10.00	294.40	240.84	-	1,981
Tranche IV	2-Sep-13	2-Sep-17	10.00	294.40	240.84	-	2,347
Tranche V	2-Sep-13	2-Sep-18	10.00	294.40	240.84	-	2,712
Grant XXIII							
Tranche I	15-Oct-13	15-Oct-14	296.60	-	67.13	-	1,294
Tranche II	15-Oct-13	15-Oct-15	296.60	-	67.13	-	1,659
Grant XXIV							
Tranche I	14-Jan-14	14-Jan-15	372.10	-	101.33	-	1,385
Tranche II	14-Jan-14	14-Jan-16	372.10	-	101.33	-	1,750
Grant XXV							
Tranche I	9-May-14	9-May-15	409.75	-	108.83	-	-
Tranche II	9-May-14	9-May-16	409.75	-	108.83	-	-
Grant XXVI							
Tranche I	9-May-14	9-May-15	409.75	-	135.48	-	-
Tranche II	9-May-14	9-May-16	409.75	-	135.48	-	-
Tranche III	9-May-14	9-May-17	409.75	-	135.48	-	-
Tranche IV	9-May-14	9-May-18	409.75	-	135.48	-	-
Tranche V	9-May-14	9-May-19	409.75	-	135.48	-	-
Grant XXVII							
Tranche I	15-Jul-14	15-Jul-15	10.00	451.29	349.61	-	-
Tranche II	15-Jul-14	15-Jul-16	10.00	451.29	349.61	-	-
Tranche III	15-Jul-14	15-Jul-17	10.00	451.29	349.61	-	-
Grant XXVIII							
Tranche I	5-Aug-14	5-Aug-15	374.05	-	102.45	-	-
Tranche II	5-Aug-14	5-Aug-16	374.05	-	102.45	-	-
Grant XXIX							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	109.95	-	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	109.95	-	-
Tranche III	15-Oct-14	15-Oct-17	393.70	-	109.95	-	-
Grant XXX							
Tranche I	15-Oct-14	15-Oct-15	10.00	390.14	337.13	-	-
Tranche II	15-Oct-14	15-Oct-16	10.00	390.14	337.13	-	-
Tranche III	15-Oct-14	15-Oct-17	10.00	390.14	337.13	-	-
Grant XXXI							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	103.71	-	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	103.71	-	-
Grant XXXII							
Tranche I	15-Oct-14	15-Oct-15	393.70	-	124.66	-	-
Tranche II	15-Oct-14	15-Oct-16	393.70	-	124.66	-	-
Tranche III	15-Oct-14	15-Oct-17	393.70	-	124.66	-	-
Tranche IV	15-Oct-14	15-Oct-18	393.70	-	124.66	-	-
Tranche V	15-Oct-14	15-Oct-19	393.70	-	124.66	-	-

\*based on Black and Scholes model (as per independent valuer's report)

**Consolidated Notes to the financial statements**
**(All amounts in Rs. unless otherwise stated)**

Description	In Nos	
	2014-15	2013-14
Live options at beginning of the year	817,608	1,200,151
Options granted during the year	428,000	261,000
Options Forfeited / lapsed during the year till vesting period	7,500	21,000
Net Exercisable options	1,238,108	1,440,151
Options vested	204,625	167,625
Options forfeited post vesting	112,258	158,538
Options Exercised	343,725	464,005
Exercisable /outstanding options at the end of the year	782,125	817,608

During the year, the Compensations / Remuneration Committee at its meetings held on various dates granted 428,000 options out of the options under ESOP 2005, to Managerial Personnel of the Company / Subsidiaries.

The assumptions used by the independent valuer for determination of fair value as per the Black & Scholes model is as follows:

- Market price considered is the latest available closing price, prior to the date of the Grant
- Exercise price is the price payable by the employees for exercising the option
- Other assumptions

Grant	Tranche	Volatility	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend Yield
Grant XXV	I	32.89%	2.5	8.62%	3.82%
	II	34.88%	3.5	8.70%	3.82%
Grant XXVI	I	32.89%	2.5	8.62%	3.82%
	II	34.88%	3.5	8.70%	3.82%
	III	34.44%	4.5	8.76%	3.82%
	IV	39.58%	5.5	8.82%	3.82%
	V	47.29%	6.5	8.87%	3.82%
Grant XXVII	I	34.62%	2.5	8.21%	3.82%
	II	35.90%	3.5	8.51%	3.82%
	III	35.29%	4.5	8.67%	3.82%
Grant XXVIII	I	34.81%	2.5	8.69%	3.82%
	II	35.93%	3.5	8.69%	3.82%
Grant XXIX	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
Grant XXX	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
Grant XXXI	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
Grant XXXII	I	35.17%	2.5	8.46%	3.82%
	II	35.98%	3.5	8.47%	3.82%
	III	35.38%	4.5	8.48%	3.82%
	IV	38.58%	5.5	8.49%	3.82%
	V	42.82%	6.5	8.50%	3.82%

**Consolidated Notes to the financial statements**

(All amounts in Rs. unless otherwise stated)

d) Other information regarding employee share based payment is as below:

		Expenses accounted for during the year based on intrinsic value of options		Expenses had the Company recorded the ESOP expenses based on fair value of the options	
		2014-15	2013-14	2014-15	2013-14
Grant IX	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	24,824
Grant X	- Tranche I	-	-	-	-
	- Tranche II	-	257,833	-	-
	- Tranche III	171,889	910,000	153,840	802,167
Grant XI	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	112,419
Grant XII	- Tranche I	-	-	-	-
	- Tranche II	-	667,089	-	647,866
	- Tranche III	478,935	882,000	-	849,258
Grant XIII	- Tranche I	-	-	-	-
	- Tranche II	-	-	-	185,666
Grant XIV	- Tranche I	-	-	-	107,304
	- Tranche II	-	-	29,265	593,423
Grant XV	- Tranche I	-	-	-	631,495
	- Tranche II	-	-	378,897	2,116,215
Grant XVI	- Tranche I	-	774,761	-	-
	- Tranche II	387,380	1,516,901	-	1,276,990
	- Tranche III	1,011,267	1,011,267	851,327	851,327
Grant XVII	- Tranche I	-	-	-	291,553
	- Tranche II	-	-	198,786	251,063
Grant XVIII	-Tranche I	462,921	3,124,720	-	2,616,190
	-Tranche II	1,793,820	1,562,359	1,501,430	1,308,095
	-Tranche III	1,195,880	1,041,573	1,000,040	871,268
Grant XIX	-Tranche I	915,445	2,237,755	-	1,671,543
	-Tranche II	1,576,600	1,118,877	1,182,390	835,772
	-Tranche III	1,051,067	745,918	787,541	556,673
Grant XX	-Tranche I	-	-	-	342,044
	-Tranche II	-	-	-	171,022
Grant XXI	-Tranche I	-	-	873,351	1,183,249
	-Tranche II	-	-	1,028,300	591,625
	-Tranche III	-	-	684,908	394,057
	-Tranche IV	-	-	513,798	295,610
	-Tranche V	-	-	411,095	236,520
Grant XXII	-Tranche I	864,376	1,196,390	715,922	969,958
	-Tranche II	1,030,383	598,194	842,940	484,979
	-Tranche III	686,922	398,796	561,447	323,024
	-Tranche IV	515,191	299,097	421,182	242,324
	-Tranche V	412,153	239,278	336,991	193,885
Grant XXIII	-Tranche I	-	-	382,365	322,500
	-Tranche II	-	-	352,433	161,250
Grant XXIV	-Tranche I	-	-	601,734	158,241
	-Tranche II	-	-	379,988	79,121
Grant XXV	-Tranche I	-	-	583,210	-
	-Tranche II	-	-	291,206	-

## Consolidated Notes to the financial statements

(All amounts in Rs. unless otherwise stated)

		Expenses accounted for during the year based on intrinsic value of options		Expenses had the Company recorded the ESOP expenses based on fair value of the options	
		2014-15	2013-14	2014-15	2013-14
Grant XXVI	-Tranche I	-	-	2,420,081	-
	-Tranche II	-	-	1,208,385	-
	-Tranche III	-	-	805,958	-
	-Tranche IV	-	-	604,606	-
	-Tranche V	-	-	483,751	-
Grant XXVII	-Tranche I	3,540,630	-	2,728,874	-
	-Tranche II	1,770,315	-	1,362,570	-
	-Tranche III	1,180,210	-	908,795	-
Grant XXVIII	-Tranche I	-	-	4,408,999	-
	-Tranche II	-	-	2,201,484	-
Grant XXIX	-Tranche I	-	-	355,882	-
	-Tranche II	-	-	177,697	-
	-Tranche III	-	-	-	-
Grant XXX	-Tranche I	-	-	352,141	-
	-Tranche II	-	-	175,830	-
	-Tranche III	-	-	117,273	-
Grant XXXI	-Tranche I	898,294	-	771,243	-
	-Tranche II	449,145	-	385,094	-
	-Tranche III	299,435	-	256,846	-
Grant XXXII	-Tranche I	-	-	1,140,724	-
	-Tranche II	-	-	569,582	-
	-Tranche III	-	-	379,895	-
	-Tranche IV	-	-	284,986	-
	-Tranche V	-	-	228,020	-
		<b>20,692,258</b>	<b>18,582,808</b>	<b>37,393,102</b>	<b>22,750,520</b>

## 42 Disclosures mandated by Schedule III by way of additional information:-

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in Profit or (Loss)	
	As % of consolidated net Assets	Amount in Rs.	As % of consolidated profit / (loss)	Amount in Rs.
<b>Parent Company</b>				
NIIT Technologies Limited	50.30	6,922,237,384	99.73	1,137,563,347
	(48.10)	(6,458,359,548)	(76.80)	(1,770,556,711)
<b>Subsidiaries</b>				
<b>Indian Subsidiaries</b>				
NIIT SmartServe Limited	2.27	312,266,108	6.60	75,276,057
	(1.76)	(236,882,290)	(2.77)	(63,862,227)
NIIT Technologies Services Limited	0.19	26,312,364	(0.08)	(896,814)
	(0.09)	(11,762,568)	(0.03)	(786,087)
NIIT GIS Limited	4.49	618,525,896	14.21	162,208,049
	(4.57)	(613,373,445)	(5.32)	(122,578,014)
<b>Foreign Subsidiaries</b>				
NIIT Technologies Inc., USA	10.16	1,398,021,704	9.48	108,126,649
	(8.26)	(1,109,278,667)	(2.98)	(68,627,251)
NIIT Technologies Ltd, UK	15.80	2,174,268,366	4.69	53,472,879
	(15.91)	(2,135,727,206)	(6.79)	(156,632,614)

## Consolidated Notes to the financial statements

(All amounts in Rs. unless otherwise stated)

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in Profit or (Loss)	
	As % of consolidated net Assets	Amount in Rs.	As % of consolidated profit / (loss)	Amount in Rs.
NIIT Technologies Co. Ltd., Japan	0.05	7,028,351	(0.19)	(2,153,766)
	(0.14)	(18,594,346)	(-0.07)	(-1,643,699)
NIIT Technologies Pte Ltd, Singapore	1.70	233,830,691	(2.23)	(25,410,508)
	(1.12)	(151,037,703)	(-1.36)	(-31,417,716)
NIIT Technologies BV, Netherlands	0.58	80,371,064	1.10	12,508,679
	(0.72)	(96,808,253)	(0.49)	(11,202,213)
NIIT Technologies NV, Belgium	0.15	20,595,144	(0.29)	(3,353,786)
	(0.26)	(34,801,629)	(-0.45)	(-10,487,074)
NIIT Technologies Limited, Thailand	1.91	262,472,849	1.74	19,898,502
	(1.65)	(221,640,004)	(-0.50)	(-11,480,549)
NIIT Technologies Pty Limited, Australia	0.84	115,531,313	(55.00)	(627,370,792)
	(5.72)	(767,712,938)	(-6.45)	(-148,675,427)
NIIT Technologies GmbH, Germany	0.77	106,354,905	0.41	4,649,257
	(0.93)	(125,214,312)	(1.06)	(24,413,707)
NIIT Technologies AG, Switzerland	(0.01)	(1,623,784)	(1.71)	(19,472,974)
	(0.15)	(20,747,114)	(-0.50)	(-11,635,982)
NIIT Insurance Technologies Limited, UK	2.61	359,553,495	13.82	157,608,896
	(1.97)	(263,983,342)	(7.96)	(183,402,464)
NIIT Technologies Limited, Canada	0.00	121,474	(0.01)	(118,242)
	(0.02)	(3,026,804)	(0.00)	(95,381)
NIIT Airline Technologies GmbH, Germany	0.93	127,551,918	1.80	20,585,226
	(1.01)	(136,026,913)	(0.33)	(7,579,544)
NIIT Technologies FZ LLC, Dubai	1.46	201,471,347	(6.52)	(74,383,586)
	(2.00)	(269,196,721)	(-1.93)	(-44,573,395)
NIIT Technologies S.A., Spain	1.52	209,518,833	2.39	27,222,485
	(1.70)	(228,040,297)	(2.42)	(55,892,912)
NIIT Technologies Philippines Inc, Philippines	0.12	16,220,961	0.64	7,344,355
	(0.12)	(16,096,618)	(0.23)	(5,314,523)
NIIT Technologies Brazil Ltda, Brazil	0.33	45,471,383	0.19	2,134,288
	(0.22)	(28,900,495)	(-0.02)	(-537,565)
NIIT Media Technologies LLC, USA	1.96	269,761,074	4.48	51,091,737
	(1.81)	(242,795,974)	(2.07)	(47,816,117)
<b>Minority Interest in all subsidiaries</b>				
NIIT GIS Limited, India	0.56	76,451,706	1.76	20,068,666
	(0.56)	(75,856,666)	(0.66)	(15,159,377)
NIIT Media Technologies LLC, USA	1.31	179,840,716	2.99	34,061,159
	(1.21)	(161,863,982)	(1.38)	(31,877,411)
<b>Total</b>	<b>100.00</b>	<b>13,762,155,262</b>	<b>100.00</b>	<b>1,140,659,763</b>
<b>Previous Year</b>	<b>(100.00)</b>	<b>(13,427,727,835)</b>	<b>100.00</b>	<b>2,305,345,146</b>

Figures in parenthesis represent previous year's figures

**Consolidated Notes to the financial statements****(All amounts in Rs. unless otherwise stated)**

**43** Previous year figures have been reclassified to conform to this years classification

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

**Usha Rajeev**  
Partner  
Membership No. 087191

Place : New Delhi  
Date : May 5, 2015

**Rajendra S Pawar**  
Chairman & Managing Director  
DIN 00042516

**Pratibha K Advani**  
Chief Financial Officer

**Arvind Thakur**  
CEO & Jt. Managing Director  
DIN 00042534

**Monika Arora**  
Company Secretary

# INVESTORS' FEEDBACK FORM

Dear Investor,

We are constantly endeavouring to render best possible services to our valued investors. We shall appreciate if you could spare some time to fill up the feedback form below and submit to the Company Secretary, NIIT Technologies Ltd. Regd. Office: 8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019. This will help us further improve our services to you.

Thanks & Regards,

Monika Arora  
Company Secretary

## NIIT TECHNOLOGIES LIMITED - INVESTORS' FEEDBACK FORM

Name of the Sole/First holder	
Address	
Folio No. For Physical Holding	
Number of shares held	
DP ID. and Client ID. (8+8 digit codes for NSDL / 16 digit code for CDSL)	
Phone No. with STD Code	
E- mail	

Either Folio No. or DP ID and Client ID should be mandatorily given.

Kindly rate our services on various parameters by ticking ☒ any one box in each row:

### 1. Timely receipt of:

- |                                     |                                      |                                    |                               |                               |
|-------------------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Annual Reports                   | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Dividend                         | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Other documents / correspondence | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

### 2. Quality and Contents of Annual report:

- |   |                                      |                                    |                               |                               |
|---|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Report on Corporate Governance   | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Management Discussion and Analysis                                     | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Balance Sheet, Profit and Loss Account and other financial statements. | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

### 3. Dissemination of information about the Company :

- |   |                                      |                                    |                               |                               |
|---|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Through shareholder communication            | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Through Annual Reports                       | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Through newspapers / Press                   | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| d. Through our website (www.niit-tech.com)      | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| e. Through e-mails (if we have your e- mail ID) | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

**4. Response time and satisfaction level you have experienced in :**

- |  |                                      |                                    |                               |                               |
|--|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Transfer / transmission of shares     | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Issue of Duplicate Share Certificates | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Change of address / mandate           | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| d. Revalidation of Dividend Warrants     | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| e. Replies to your queries / complaints  | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| f. Exchange with new share certificates  | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

**5. Interaction with Company Officials :**

- |                                   |                                      |                                    |                               |                               |
|-----------------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Attitude / Behaviour           | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Speed of Response              | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Solution to problems / queries | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

**6. Interaction with Registrar & Transfer Agents#:**

- |                                   |                                      |                                    |                               |                               |
|-----------------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Attitude / Behaviour           | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Speed of Response              | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Solution to problems / queries | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

# M/s Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi 110055  
Phone: +91-11-23541234, 42541234 Fax: +91-11-42541967

**7. Investor Services Section of Company's Website ([www.niit-tech.com](http://www.niit-tech.com))**

- |                               |                                      |                                    |                               |                               |
|-------------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| a. Utility of Contents        | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| b. Clarity                    | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| c. Appearance                 | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
| d. Navigation and ease of use | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |

- |                          |                                      |                                    |                               |                               |
|--------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| <b>8. Overall Rating</b> | <input type="checkbox"/> Outstanding | <input type="checkbox"/> Very Good | <input type="checkbox"/> Good | <input type="checkbox"/> Poor |
|--------------------------|--------------------------------------|------------------------------------|-------------------------------|-------------------------------|

Any grievance which has not been addressed so far. Please furnish the details.

Have you updated your Bank Account details/email address in your Demat Account? ☐ Yes ☐ No  
If not, please update

Any Other comments / suggestions.

## NORTH AMERICA

### Principal Office:

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### New Jersey

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### NIIT Media Technologies LLC

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### Canada

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## EUROPE

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### Germany

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Ph: +49 (0) 69 43 05 33 0  
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### NIIT Airline Technologies GmbH

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HRB 13 610 (Amtsgericht Nürnberg)  
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90471 Nürnberg  
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Phone: +49 (0) 911 – 988709-00  
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### Netherlands

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#### NIIT Technologies AG

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### United Kingdom

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#### NIIT Insurance Technologies Limited

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#### NIIT Technologies S. A.

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## MIDDLE EAST

### Dubai

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## ASIA

### India

#### Delhi/NCR

##### Corporate Office

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Fax: +91 120 399 9150

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Fax: +91 (124) 4002701

#### NIIT Technologies Limited

223/224, Udyog Vihar, Phase – I,  
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#### NIIT SmartServe Limited

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Gurgaon, Haryana – 122002 India  
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Fax: +91 (124) 4002701

### Noida

#### NIIT Technologies Limited

SEZ Developer Unit  
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#### NIIT Technologies Limited

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#### NIIT Technologies Limited

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#### NIIT Technologies Limited

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