NIIT technologies

Engage With The Emerging

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Transform At The Intersect

ANNUAL REPORT | 2018 - 19

Table of Contents

Corporate Information 3-4

Notice 5-14

Corporate Profile 15-16

The Year Gone By 17-20

Board’s Report 21-48

Management Discussion and Analysis 49-52

Business Responsibility Report 53-60

Report on Corporate Governance 61-78

Financial Statement - NIIT Technologies Ltd. 79-136

Consolidated Financial Statements 137-202

Investor Feedback Form 203-204

Proxy Form 205-206

Attendance Slip 207-208

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.

NIIT
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Corporate Information

Board of Directors

Mr. Basab Pradhan
Non-Executive Independent Director
- Chairperson

Mr. Hari Gopalakrishnan
Non-Executive Director

Mr. Patrick John Cordes
Non-Executive Director

Mr. Kenneth Tuck Kuen Cheong
Non-Executive Director

Mr. Kirti Ram Hariharan
Non-Executive Director

Mr. Ashwani Puri
Non-Executive Independent Director

Ms. Holly Jane Morris
Non-Executive Independent Director

Chief Executive Officer

Sudhir Singh

Chief Financial Officer

Sanjay Mal

Company Secretary & Legal Counsel

Lalit Kumar Sharma

Auditors

S.R. Batliboi & Associates LLP

Financial Institutions/Bankers

Indian Overseas Bank

ICICI Bank Limited

Standard Chartered Bank

Citibank NA

Wells Fargo Bank

Registered Office

NIIT Technologies Limited

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

Registrar & Share Transfer Agent

Alankit Assignments Limited

Unit - NIIT Technologies Limited

3E/7, 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

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

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of NIIT Technologies Limited will be held on Saturday, September 21, 2019 at 09:00 A.M. at Country Inn & Suites, 579, Main Chhatarpur Road, Shahoorpur Extension, Satbari, New Delhi, 110030 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with 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, 2019 together with Report of the Auditors thereon;

SPECIAL BUSINESS

2. To re-classify the Promoter Shareholding to Public Shareholding and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

   "RESOLVED THAT pursuant to Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, if any, and subject to the requisite approval from the Stock Exchange(s) and other statutory and regulatory authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded for re-classification of following persons/entities (hereinafter referred to as "Promoters and Promoter Group Seeking Re-classification"), from "Promoters & Promoter Group" category shareholders to "Public" category shareholders:

   1. V K Thadani HUF
   2. Renuka Vijay Thadani
   3. Vijay Kumar Thadani
   4. R S Pawar HUF
   5. Neeti Pawar
   6. Rajendra Singh Pawar
   7. Pawar Family Trust through Mr. R S Pawar (Trustee)
   8. Thadani Family Trust through Mr. Vijay K Thadani (Trustee)
   9. NIIT Limited
   10. Global Solutions Private Limited
   11. Pace Industries Private Limited

   RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorised to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make & submit all requisite applications, representations, filings, undertakings and any other documents, to the Stock Exchanges and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution."

3. To appoint Mr. Kirti Ram Hariharan (DIN: 01785506) as a Non- Executive Director of the Company and in this regard 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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kirti Ram Hariharan (DIN: 01785506) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

4. To appoint Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) as a Non- Executive Director of the Company and in this regard 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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

5. To appoint Mr. Hari Gopalakrishnan (DIN: 03289463) as a Non- Executive Director of the Company and in this regard 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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Hari Gopalakrishnan (DIN: 03289463) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

6. To appoint Mr. Patrick John Cordes (DIN: 02599675) as a Non-Executive Director of the Company and in regard 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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Patrick John Cordes (DIN: 02599675) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

7. To appoint Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board and in this regard 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, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Basab Pradhan (DIN: 00892181), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 29, 2019 and whose term expires at the Annual General Meeting and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations be and is hereby appointed as an Independent Director of the Company and Chairperson of the Board to hold office for a term of two (2) consecutive years with effect from June 29, 2019 to June 28, 2021.

8. To re-appoint Mr. Ashwani Puri (DIN: 00160662) as an Independent Director of the Company for second term and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Ashwani Puri (DIN: 00160662) who holds office of Independent Director up to March 31, 2019 and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term not exceeding 5 (five) consecutive years on the Board of the Company effective from April, 01, 2019."

9. To approve payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

   "RESOLVED THAT pursuant to section 197, 198 and any other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment and / or any re-enactment(s) thereof for the time being in force), the Non-Executive Independent Directors of the Company be paid remuneration, by way of commission, as may be determined by the Board or any Committee thereof, not exceeding three (3) percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all such Directors together for each financial year commencing from 1st April 2019.

   RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and Committee meetings.

By the Order of the Board
For NIIT Technologies Limited
Sd/-
Lalit Kumar Sharma
Company Secretary & Legal Counsel
Membership No. FCS 6218

Place: Noida
Date: July 23, 2019

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

NOTICE

Notes:

1. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3 to 8 of the Notice are also annexed.
2. **A Member entitled to attend and vote at the Annual General 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.** A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than 10% 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 or shareholder.
3. 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 at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi -110019, either in person or through post not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed. The Members may please note that:

- All un-named, undated, unstamped or inadequately stamped proxy forms shall not be considered as valid.
- Proxy-holder shall carry his/her identity proof (Driving License/Aadhaar Card/Voter ID Card/Passport/PAN Card) in order to prove his/her identity at the Annual General Meeting.
- In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
- A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
- Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company in the business hours 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 proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: investors@niit-tech.com.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members/proxies/authorized representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.
6. 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 3E/7, 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).
7. 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.
8. 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/NEFT/RTGS) 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 3E/7, 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 the same. 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. 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. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.

9. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). The said form can be downloaded from the Company's website www.niit-tech.com (under 'Investors' section). Members holding shares in physical form may submit the same to the Company at the Registered Office. Members holding shares in electronic form may submit the same to their respective Depository Participant.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. The following Registers will be available for inspection of Members of the Company at the Annual General Meeting:

    - Register of Directors & KMP u/s 170 of the Companies Act, 2013
    - Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013

12. The certificate from the Auditors of the Company certifying that the Company's Employee 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 the Members.

13. 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.

14. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.

15. Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2011, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. No claim shall be entertained against IEPF or the Company for the amount already transferred. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2012 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately.

    The Ministry of Corporate Affairs ('MCA') has notified Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 and subsequent amendments thereof ("the Rules"). In terms of Section 124(6) of the Companies Act, 2013, all shares in respect of which unclaimed/unpaid dividend has been transferred to the IEPF as aforesaid, are also required to be transferred by the company to the credit of the Demat Account of IEPF Authority along with a statement containing such details as may be prescribed.

    The Company has issued a newspaper advertisement on May 02, 2019. Also, the Company had sent letters individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any.

    The Company has also uploaded full details of such shareholders and shares due for transfer to the demat account of the IEPF Authority on its website at link http://www.niit-tech.com/investors.

    The Company shall be transferring the amount lying unclamied or unpaid for the financial years 2011-12 to the Investor Education and Protection Fund in August 2019 amounting to Rs 2,038,672. Further, the Company is also in process of transferring the shares in respect of the same to the Demat Account of IEPF Authority. During the year, the Company has already transferred 78,607 equity shares to the Investor Education and Protection Fund Authority for the year 2010-11.

    Members whose shares and unclaimed dividends have been transferred to IEPF Authority fund are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a physical of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited, at Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi 110055.

17. The Securities and Exchange Board of India (SEBI) vide Notification dated June 08, 2018 has mandated that with effect from December 05, 2018, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.

    The shareholders holding shares in physical form are requested to immediately accordingly get their shares dematerialized in order to avoid the inconvenience at the time of transferring their shares.

18. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.

19. 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. Members may also note that the Notice and Annual Report for the financial year 2018-19 will also be available on the Company's website www.niit-tech.com.

20. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.

21. The Route map showing the directions to reach the venue is annexed to the back side of Attendance Slip.

22. **Voting through electronic means:**

    In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 27th Annual General Meeting to be held on Saturday, September 21, 2019 at 09:00 AM, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 AM on Wednesday, September 18, 2019 and end at 05:00 PM on Friday, September 20, 2019.

    E-voting shall not be allowed beyond the said period. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2019 may cast their votes electronically or through postal ballot.

    Further, the facility for voting through polling paper/ tab shall also be made available at the Annual General Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

23. **Instructions for Remote 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 Participant(s).

(i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your UserID 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 on 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) The Home page of Remote e-voting opens. Click on remote e-voting > Active Voting Cycles.

(vii) Select "EVEN" (E-Voting Event Number) of "NIIT Technologies Limited".

(viii) Now you are ready for e-voting as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 officenns@gmail.com with a copy marked to evoting@nsdl.co.in

Members are requested to note the following:

1. In case of any queries, you may refer the FAQs and Remote e-voting user manual to the Members available at the download section of 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 the 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 September 14, 2019.

3. Any person, who acquires shares and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 14, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the 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. Upon 5 unsuccessful attempts to provide the correct password or if you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.

4. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.

5. Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668) of M/s Nityanand Singh & Co., Company Secretaries has been appointed 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.

6. 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 Annual General Meeting through ballot paper or electronic means. The Chairman shall, at the Annual General Meeting, 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/e-Voting" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the Remote e-voting facility.

7. The Scrutinizer shall after the conclusion of voting at 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 48 hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

8. The Results declared along with the Report of the Scrutinizer shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate office and the same shall also 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/-
Lalit Kumar Sharma
Company Secretary & Legal Counsel
Membership No. FCS 6218

Place: Noida
Date: July 23, 2019

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW

ITEM NO. 2

The existing promoters of the Company signed Share Purchase Agreements (SPAs) with Hulst B.V. on April 6, 2019 and pursuant to the said SPAs transferred their entire shareholding of 18,848,118 (30.04%) shares to Hulst B.V. on May 17, 2019.

Consequent upon such transfer, the Promoter Directors resigned from the position of Directors w.e.f. May 17, 2019. The existing promoters (person/entities as set out in the body of the resolution) of the Company vide their letters dated May 17, 2019, have requested the Company for declassification as Promoter and Promoter Group to ensure that they are no longer classified as part of promoter or Promoter Group.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein.

The Promoters and Promoter Group seeking re-classification also meet the following conditions precribed for re-classification under SEBI Listing Regulations.

a) They, directly or indirectly, do not exercise control over the affairs of the Company. They have also confirmed that post-reclassification, they shall not exercise direct or indirect control over the Company;
b) Proposed re-classification is not intended for increasing the level of public shareholding towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of SEBI Listing Regulations.
c) They, individually, along with their Persons acting in concert (without considering shareholding of other promoters of the Company), do not hold more than 10% of the total voting rights in the Company;
d) They do not have any special rights in the Company through formal or informal arrangements. There are no existing shareholders' agreements granting special rights to them in the Company;
e) They, individually, including through their immediate relatives, do not hold any key managerial personnel position in the Company;
f) No regulatory action is pending against them.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on May 17, 2019 have considered and approved all the applications for re-classification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities.

As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/ entities. Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed re-classification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said re-classification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said re-classification.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 2, for approval of the shareholders.

ITEM NOS. 3, 4, 5, 6

The Board of Directors, at their meeting held on May 17, 2019, approved the appointment of Mr. Kirti Ram Hariharan, Mr. Kenneth Tuck Kuen Cheong, Mr. Hari Gopalakrishnan, Mr. Patrick John Cordes as Additional Directors, on the Board of the Company. Their term shall expire at the ensuing Annual General Meeting. Based on the varied & rich experience possessed by these Directors, the Board considers it desirable to continue availing their services as Directors. The Company has received their consents in writing, to act as Directors, in the prescribed form. They have also submitted a declaration that they are not disqualified to act as Director under Section 164 (2) of the Companies Act, 2013.

Brief profiles of the Directors seeking appointment are given below:

1. Mr. Kirti Ram Hariharan- Mr. Hariharan is the General Counsel of Baring Private Equity Asia ("BPEA"). Mr. Hariharan joined BPEA in 2011. Mr. Hariharan is responsible for all legal matters associated with BPEA's fund raising and investment efforts including the structuring and execution of transactions, financing and related activities. Prior to joining BPEA, Mr. Hariharan was at leading law firm Paul, Hastings, Janofsky and Walker, worked with Och-Ziff Capital Management at their Hong Kong and Bangalore offices and was a Partner of Amarchand Mangaldas Suresh A. Shroff & Co., India's leading law firms.

2. Mr. Kenneth Tuck Kuen Cheong- Mr. Cheong is a Managing Director and a Member of the Investment

Committee of Baring Private Equity Asia ("BPEA"). Mr. Cheong joined BPEA in 1998. Mr. Cheong is involved in BPEA's investments in Southeast Asia. He has also been involved with BPEA's investments in China, Korea, U.S. and India. Mr. Cheong was previously a Manager with BZW Asia for three years, where he was involved in corporate finance and M&A in the Region. Prior to that, Mr. Cheong spent three years with DBS Bank, where he was involved in credit, marketing and loan syndications.

3. Mr. Hari Gopalakrishnan- Mr. Gopalakrishnan is a Managing Director in Baring Private Equity Asia's ("BPEA") Mumbai office and focuses on investments in the technology, healthcare, consumer, financial services, and infrastructure sectors. Mr. Gopalakrishnan joined BPEA in 2007. Prior to joining BPEA, Mr. Gopalakrishnan worked in the private equity practice at New Vernon, an India-dedicated multi-strategy investment management firm. Previously, he worked for Pricewaterhouse Coopers India, where he advised clients on infrastructure projects.

4. Mr. Patrick John Cordes -Mr. Patrick John Cordes is the Managing Director and the CFO of Baring Private Equity Asia ("BPEA"). Mr. Cordes joined BPEA in 2006. Mr. Cordes is responsible for overseeing the finance, tax, portfolio monitoring, legal, compliance, IT and office operations functions and jointly oversees BPEA's human capital function. Mr. Cordes is also responsible for overseeing BPEA's philanthropic activities and serves on the Board of Social Impact Partners. Prior to BPEA, Mr. Cordes worked at Deloitte in New York and Hong Kong, serving a wide range of clients, including private equity firms, Japanese trading companies, global financial institutions and non-financial US registrants based in Asia.

None of the Directors or Key Managerial Personnel and their relatives, except the Directors in the matter of their respective appointments are concerned or interested (financially or otherwise) in these Resolutions.

The Board of Directors recommend the Ordinary Resolutions as detailed in Item No. 3, 4, 5 and 6 of the Notice for the approval of the shareholders.

ITEM NO. 7

The Board of Directors of the Company had appointed Mr. Basab Pradhan as an Additional Director in capacity as Independent Director of the Company with effect from June 29, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pradhan shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director.

The Company has received his consent in writing, to act as Director, in the prescribed form. He has also submitted a declaration that he is not disqualified to act as Director under Section 164(2) of the Companies Act, 2013. The Company has also received a declaration of independence from Mr. Pradhan. Further, in the opinion of the Board, Mr. Pradhan fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations, for appointment as an Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Mr. Pradhan is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

Brief profile of Mr. Pradhan is given below:

Mr. Basab Pradhan- Mr. Basab Pradhan has had a successful career spanning IT Services, Technology and Consumer Marketing. He started his career with Hindustan Unilever in India in consumer marketing. Subsequently, he spent most of his career at Infosys Ltd. where he was Head of Global Sales & Marketing for the last 5 years of his tenure. From 2002 to 2005 he reorganized and led the transformation of the company's sales and go-to-market as it maintained its industry leading growth and margins. His book on the Indian IT Services industry was published in 2012 by Penguin Random House.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Basab Pradhan, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 7 for approval of the Shareholders.

ITEM NO. 8

Mr. Ashwani Puri was appointed as an Independent Director of the Company at the Annual General Meeting held on July 7, 2014 and holds office till March 31, 2019 (first term). The Board on the basis of performance evaluation and the contribution made by him in his first term has recommended re-appointment of Mr. Ashwani Puri as Independent Director for a second term of not exceeding 5 consecutive years on the Board of the Company with effect from April 01, 2019.

The Company has received the consent in writing, to act as Director, in the prescribed form, from Mr. Puri. He has also submitted a declaration that he is not disqualified to act as Director under Section 164(2) of the Companies Act, 2013. The Company has also received a declaration of independence from Mr. Puri. Further, in the opinion of the Board, Mr. Puri fulfils the conditions specified in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for his appointment as an Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Mr. Puri is available for inspection at the Registered Office of the Company during business hours on any working day.

Brief profile of Mr. Ashwani Puri is given below:

Mr. Ashwani Puri -Mr. Ashwani Puri is a Financial Management veteran and has extensive experience in investment acquisition advisory services, valuations and decision analysis, business and financial restructuring, dispute analysis and forensics.

He has served on various committees of the Banking Division/ Ministry of Finance, Ministry of Corporate Affairs and INSOL International. He also served as a member of PWC's Global Advisory Leadership Team. He is currently the Managing Partner of Veritas Advisors LLP, which provides strategy, governance and financial advisory services.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Puri, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 8 for approval of the Shareholders.

ITEM NO. 9

Section 197 of Companies Act, 2013 permits payment of remuneration to Non executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of Members. Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting. The Members of the Company at its Annual General Meeting held on July 7, 2014, approved the payment of Commission to Non Executive Directors of the Company for a period of 5 years. The remuneration upto a sum not exceeding three (3) percent of the net profit of the Company and as approved by the Board of Directors/any Committee thereof, may be paid by way of Commission to Non-Executive Independent Directors of the Company.

The special resolution seeks to obtain authority for the said payment of Commission to Non Executive Directors (including Independent Directors) under section 197 of the Companies Act, 2013 w.e.f. April 1, 2019.

None of the Directors or Key Managerial Personnel and their relatives, except all Non-Executive Independent Directors are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the resolution for your approval.

By the Order of the Board
For NIIT Technologies Limited
Sd/-
Lalit Kumar Sharma
Company Secretary & Legal Counsel
Membership No. FCS 6218

Place: Noida
Date: July 23, 2019

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Item Nos. 3-8 of the aforesaid Notice, as required under Regulation 26 and 36 of (SEBI Listing Regulations) and Secretarial Standards on General Meetings (SS-2) are provided herein below:

Particulars	**Mr. Kirti Ram Hariharan**	**Mr. Hari Gopalakrishnan**	**Mr. Kenneth Tuck Kuen Cheong**	**Mr. Patrick John Cordes**	**Mr. Ashwani Puri**	**Mr. Basab Pradhan**
Age	41 Years	42 years	51 Years	44 Years	62 Years	54 Years
Date of first appointment on the Board	17-05-2019	17-05-2019	17-05-2019	17-05-2019	04-05-2012. Was appointed as an Independent Director w.e.f. April 1, 2014 for first term of 5 years under section 149 of Companies Act, 2013	29-06-2019
Qualification	B.A. LL.B (Hons.) from National Law School of India University and LL.M (Commercial Law) from Singapore Management University.	Bachelor's degree from the University of Kerala PGDM from the Indian Institute of Management, Ahmedabad, India.	Graduated with first Class Honors in Econometrics and Mathematical Economics from London School of Economics.	Member of the American Institute of Certified Public Accountants A Bachelor's Degree in Business and Economics from Lehigh University.	Fellow member of the Institute of Chartered Accountant of India Management Accountant from Chartered Institute of Management Accountant, UK.	Graduated from Indian Institute of Technology, Kanpur Masters in Business Management from Indian Institute of Management, Ahmendabad.

Particulars	Mr. Kirti Ram Hariharan	Mr. Hari Gopalakrishnan	Mr. Kenneth Tuck Kuen Cheong	Mr. Patrick John Cordes	Mr. Ashwani Puri	Mr. Basab Pradhan
Experience (including expertise in specific functional area)	Plese refer profile					
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Director/ KMP's	None	None	None	None	None	None
Membership / Chairmanship of Committees of other Companies	Nil	Nil	Nil	Nil	**Audit Committee** 1. Aditya Birla Finance Limited - Chairman 2. Titan Company Limited - Chairman	Nil
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	1. AGS Health Private Limited 2. BPEA Services Private Limited 3. BPEA Investment Managers Private Limited	1. NIIT Incessant Private Limited(erstwhile Incessant Technologies Private Limited 2. NIIT Smartserve Limited 3. AGS Health Private Limited	Nil	1. BPEA Advisors Private Limited 2. BPEA Services Private Limited 3. BPEA Investment Managers Private Limited	1. Aditya Birla Finance Limited 2. Titan Company Limited	Nil

For details such as no. of meetings held and attended during the year, terms and conditions of re-appointment, remuneration last drawn, remuneration proposed to be paid, relationship with other Directors/Key Managerial Personnel in respect of the above Director, please refer Explanatory Statement to the Notice and Corporate Governance Report which forms part of this Annual Report.

By the Order of the Board
For NIIT Technologies Limited
Sd/-
Lalit Kumar Sharma
Company Secretary & Legal Counsel
Membership No. FCS 6218

Place: Noida
Date: July 23, 2019

Corporate Profile

COMPANY OVERVIEW

NIIT Technologies is a leading global IT solutions organization. It drives transformation for its clients businesses by leveraging its unique insights into their industry processes and its capabilities in digital and post digital technologies. The Company focuses on three key verticals: Banking and Financial Services, Insurance, and Travel/ Transportation. This domain strength is combined with leading-edge capabilities in Cognitive and Automation, Data & Analytics, Cloud, and Digital.

With over 10,000 employees serving clients across Americas, Europe, Asia, and Australia, NIIT Technologies fosters a culture that promotes innovation and constantly seeks to find new ways to add value for its clients.

SHARP FOCUS ON SELECT INDUSTRY SEGMENTS

Insurance: This Insurance industry in the current context is seeing a constant battle with complex processes, outdated legacy systems, ever-tightening legislation, a new breed of uber-demanding clients and an influx of agile, digital-born competitors. With deep domain knowledge and proven expertise in transformation through emerging technologies, NIIT Technologies helps streamline client systems for a better user and customer experience; improved speed to respond, anticipate market demands to create insights; help increase efficiencies, and ensure regulatory compliance. Through deep Insurance industry and core platforms knowledge, transformative capabilities, and collaborative approach, NIIT Technologies has transformed 30 Million+ Policies for key clients, returned 5x savings through modernization, all this while managing IT for customers with $100 billion+ in written premium. Within the Insurance industry the key focus segments for NIIT Technologies include:

Property & Casualty: NIIT Technologies helps P&C players "pivot to the new" by modernizing business models, streamlining processes, embedding digital and predictive analytics, while optimizing operations with intelligent automation solutions.

Life, Annuities, Retirement and Supplemental: Life and Annuities technology solutions across market-leading policy administration systems and other peripheral systems are engineered to digitally transform carriers while ensuring compliance and business outcomes.

Reinsurance and Large Commercial: AdvantageGo is the innovative commercial insurance and reinsurance product family from NIIT Technologies. It enables insurers and reinsurers around the world to fuse the traditional with digital, helping them to rapidly adapt, drive change, and succeed with agile software and microservices.

Banking and Financial Services (BFS): NIIT Technologies has been working with clients in the BFS sector to solve some of their key business problems in the Asset and Wealth Management as well as Retail and Commercial Banking segments. With over two decades of experience, working with over 200 financial institutions and 1500 domain specialists, it helps organizations disrupt the financial services market by holistically addressing the challenges of the connected customer, escalating legislation, disruptive technology, complex processes, and the rise of digital-born competitors.

Asset and Wealth Management: In an increasingly complex marketplace, NIIT Technologies provides IT support to over 200 financial institutions and 6000 financial advisors with managed platform and hyper-specialized services. It helps the Asset and Wealth Management sector deliver best-in-class digital experiences faster, at every stage of the customer lifecycle.

Offerings to the clients in this segment include Digital Integration, UX, Digital Process Automation, Blockchain, Cognitive technologies, Visualization technologies, Advanced Analytics, Data Management, Data Governance, Cloud Services and Intelligent Automation.

Retail and Corporate Banking: Offerings in this segment include real-time visibility of customers and their processes, ability to process more transactions at higher speed, effortlessly comply with new legislations, integrate and maximize value from both new and legacy technology systems, and respond instantly to changing customer or business needs.

Travel, Transportation and Hospitality: NIIT Technologies brings nearly three decades of experience delivering cutting-edge innovation and outstanding value to over 100 clients worldwide. So, whether it's connected customers, streamlined operations, exceptional experiences, new revenue opportunities or competition-beating new ideas, the company offers customized services and solutions that help travel organizations go the extra mile and beyond. Evolving end user demands, growing economies, increased competition, and disruptive technology is driving rapid transformation in the Travel, Transportation and Hospitality industry.

Airlines: Having empowered over 50 airlines including top global airlines, across 95% of global destinations and enabled 10% of all airline e-commerce, NIIT Technologies provides hyper-personalized, exceptional, and seamless experiences at every touch point to help open new revenue streams.

Airports: With a strong legacy of enabling over 15 airports, 17+cargo terminals, NIIT Technologies harnesses emerging digital technologies to transform business models, streamline organizational processes, and transition from a flight operations-based business to a passenger-centric one.

Hospitality: NIIT Technologies' delivers a connected and personalized customer experience for today's uber-demanding guests while optimizing operational costs.

Travel Distribution: With its unparalleled expertise in core platforms, NIIT Technologies enables its client's stay ahead by delivering contextualized, omnichannel engagement at every stage of the travel journey.

Travel Technology: In a world where things move fast, organizations need to move faster. Enabling its clients to adapt with the fast pace, NIIT Technologies delivers IT and business agility with development methodologies, architecture, infrastructure and culture.

Surface Transport: NIIT Technologies enables its clients to drive growth through IT transformation and digitization, innovative new business models, and seamless customer experiences.

SERVICE OFFERINGS

Cognitive and Automation Services: NIIT Technologies' deep capabilities in Cognitive and Automation Services have helped clients achieve higher outcomes and value by reducing cost, increasing productivity and delivering higher return on investments. With strong industry experience and technology expertise, that is powered by a high impact suite of Partner Ecosystem, the company manages to create business solutions that deliver accelerated value for its clients. Company's approach towards Cognitive and Automation Services is to combine AI & Automation with emerging technologies, cognitive tools, and core platforms to transform customer functions (Business, Applications, Infrastructure & Cloud, Testing, and Data). Some of the transformational levers in Cognitive and Automation Services are:

- Digital Transformation by delivering integrated, automated and better experiences
- Business Process Transformation by leveraging AI in Intelligent Process Automation (IPA), Robotic Process Automation (RPA) and Business Process Operations (BPO)
- Application Transformations for all stages of lifecycle automation from development to testing to deployment to operations

- Data Transformation by managing, modernizing, monetizing and leveraging machine learning and data science principles
- IT Transformation including AI Ops and IT Service Management (ITSM) automation
- Cognitive Services include Conversation AI, Machine AI, Vision AI and Explainable AI

Data and Analytics Services: This practice helps NIIT Technologies' customers solve their information challenges under three broad contexts:

- **Monetize:** NIIT Technologies helps customers derive business context driven outcomes to monetize their data in areas related to Risk, Regulatory, Customer, HR, and Financial analytics by using predictive (Data Science), descriptive (Visualization), and prescriptive (Operational Research) solutions.
- **Modernize and Manage**: NIIT Technologies also helps its clients solve modernization challenges around Analytics, Big Data, and Cloud Platform related architecture and technology stacks. This involves:
  - Modernization or migration from client's current stack, leveraging new emerging technologies related to Big Data, Data Lakes, Data Virtualization, and more
  - Maintenance and support of client's data ecosystems
- **Master and Govern:** While NIIT Technologies modernizes and manages data ecosystems, it also helps create a better operating ecosystem by articulating/designing data governance related aspects of data, which include master data, data lineage/metadata, data archival, data masking, and data security.

The differentiation is driven by three classes of innovation—MAESTRO (Business Analytics driven 'Jumpstart Suite' on cloud platform), XPRESS SUITE OF TOOLS (architecture innovations for accelerating various data implementations), and OXYGEN (a suite of frameworks and models for fast-tracking ROI and protecting TCO for data executions).

Cloud Services: With a right Cloud enablement partner ecosystem, experience of 100+ customers, and proven templates for design, implementation, and management, the services of NIIT Technologies enables clients to connect through all the layers deriving maximum benefit of the Cloud. Cloud Services include:

- Cloud Migration Services
- Cloud Operation Services
- Cloud Management Services
- Cloud Security Services
- Cloud Testing CloudPixy

Digital Services: Sharply focused on select verticals, NIIT Technologies leverages its industry and digital expertise to deliver effective and emotionally empathetic experiences to its clients' customers. Digital Services include:

- **Digital Experience**

  NIIT Technologies' emotionally empathetic experiences (or Digital E3) align to the key emotion(s) of the clients' customer (the end user) when they engage with clients (the service providers) , and this varies by industry. Travelers love to 'Feel special,' Insurers want to be 'cared for,' and investors desire a 'secured future.'

  Digital Experience services are delivered through e-commerce, user experience design, portals, social integration, multichannel offerings and mobility solutions. This has enabled outcomes across customer loyalty, retention, repurchase intentions, brand awareness and advocacy, and app-stickiness and customer engagement for the clients.
- **Digital Integration**

  Successful digital execution requires integration of digital with other digital or non-digital platforms. Digital Integration is a key enabler to unlock the value of legacy investments by orchestrating on top of record and legacy platforms, bringing about a bi-modal structure for greater agility in systems of engagement and faster time-to-market. The Enterprise Application Integration practice focuses on development, maintenance, and testing services for API / Application Integration / Microservices. Key features include:

  - Integration Advisory Services
  - Best Practices Assets and Documents
  - Domain-Specific Canonical Standards
  - Microservices Reference Framework

With the acquisition of WHISHWORKS, a MuleSoft® and Big Data specialist, the company will strengthen digital capabilities, complement existing transformation competencies, and create a powerful offerings combination in the Digital Integration space.

Digital Process Transformation: The Digital Process Transformation Practice from NIIT Technologies, is powered by its two specialist subsidiaries – Incessant & RuleTek–who bring unmatched expertise in Pega and Appian platforms and assist global organizations to achieve their digital process automation goals and revolutionize their customer's experience.

Infrastructure Management Services (IMS): To drive efficiency and high-end quality through modernized IT operations, NIIT Technologies' Infrastructure Management Services is rooted in convergence of business and IT through a domain driven approach, providing superior experiences and uncovering technical debt. Services include:

- Data Center Services
- DevOps and Automation
- Digital Workplace Services
- IT Operations Management
- Service Management

Cybersecurity Services: NIIT Technologies' integrated security solution that achieves a cohesive security environment providing real-time preventive and detective response capabilities. The solutions help in:

- Security Controls and Technology Management
- Threat and Vulnerability Management
- Security Crisis and Incident Response

Application Services: Traditional IT services of Application Development, Application Management, and Application Testing are experiencing the need to transform and disrupt themselves to remain relevant. Delivering business aligned and outcome-based IT services, NIIT Technologies seeks to transform organizations by leveraging DevOps, Open Source, Microservices architecture, and Agile models with the objective of "Being Agile" and gaining competitive advantage. The services include:

- Application Management
- Testing Services
- Business Agility and Simplification
- Salesforce Implementation

Business Process Services (BPS): As a full-spectrum integrated services provider, NIIT Technologies' integrated service framework helps it to re-engineer processes and automation to deliver cost rationalization, productivity enhancement, and service quality improvement for its clients. The company caters to large clients from various regions including Banking & Financial, Insurance and Travel verticals. NIIT Technologies' goal is to create a CoE for its clients to provide a service which is based on Faster, Leaner, Simpler and Better approach. The BPS portfolio includes:

- Knowledge Process Outsourcing (KPO)
- Back-office Operations Services (BPS/BPO)
- Contact Centre / Customer Care Services
- Business Transformation / Consulting Services through propriety framework ProcessGym^{SM}

The organization has been investing in Innovation Centres and R&D to ensure future readiness. A team of technology experts is dedicatedly working towards gaining experience and expertise on technologies of future including Blockchain and Quantum Computing.

Innovation is encouraged globally in the organization, investments are made towards collaboration and ideation platforms, technology workshops and hackathons, to institutionalize the culture of value creation for customers while adopting new technologies. Design Studios and Innovation Centres across the globe help staff engage meaningfully with clients to identify unique business problems and solutions aided by the principles of Design Thinking.

The Year Gone By FY 2019

NIIT Technologies clocked the most successful year in the history of the company in FY19 and showed material improvement across all operating parameters. Your company achieved a significant acceleration in revenue growth accompanied by a substantial uptick in operating margins during the year. The growth was broad-based across all our focussed verticals and geographies.

The growth was driven by our strategy of ‘Transform at the Intersect.’ This involves delivering real business outcomes by driving transformation for clients across our chosen verticals through the application of digital and post-digital technologies.

This year also marked a seminal moment in your company’s history wherein NIIT Limited entered into a definitive agreement to sell its holding in NIIT Technologies Ltd to Baring Private Equity Asia.

Transform at the Intersect

As noted earlier, your company’s strategy of ‘Transform at the Intersect’ paid off very well. It also helped the company differentiate actively in the market. Under this strategy, the company successfully deployed emerging technologies in the context of chosen industry sub-segments from Banking and Financial Services, Insurance and Travel sectors.

Furthermore, as part of this strategy, your company drove a sharp capability augmentation in the Cloud, Cognitive, Automation, Digital and Data areas and made strategic investments in platforms, products, partnerships and in onboarding top-tier leadership talent.

NIIT Technologies continued to invest in building specialized expertise on industry leading platforms. This makes your company standout in the competitive environment as it can jumpstart value delivery to the clients, providing them business agility, competitive advantage. During the year, your company:

- **Collaborated with R3 to build solutions on Corda Platform**

  Your company announced a global partnership with enterprise blockchain software firm R3 to develop innovative solutions for Banking and Financial Services, Insurance and Travel and Transportation verticals on R3’s Corda, an open-source blockchain platform. Through these solutions, NIIT Technologies’ customers would be able to realize the full potential of blockchain and drive transformation in their businesses – executing complex logic to exchange of assets directly, simply and in strict privacy, without the need for costly reconciliation.

- **Introduced Chain-m, a Blockchain powered solution for Airlines and its partners**

  Your company released Chain-m, a Blockchain powered solution for Airline and its partners. Chain-m addresses the challenges faced by airlines and its partners in the backend process of settlements. The solution makes ticketing transactions transparent, thereby improving the trust between the entities involved in the operation.

- **Acquired WHISHWORKS**

  Your company signed a definitive agreement with WHISHWORKS, a MuleSoft® and Big Data specialist, and made a strategic investment transaction to strengthen its Digital capabilities, complement existing transformation competencies, and create powerful offerings combination in the Digital Integration space

- **Delivered digital transformation for Tokio Marine HCC through Pega based interventions**

  Tokio Marine HCC partnered with NIIT Incessant Pvt. Ltd (erstwhile Incessant Technologies Pvt. Ltd) to implement Pega, a business process automation software, which helped the company to mitigate the risks associated with its disparate legacy systems and build new products at pace.

NIIT Technologies' commercial insurance and reinsurance product family, AdvantageGo, launched best-in-class products and services to revolutionize the insurance segment

AdvantageGo introduced 10 pioneering Microservices which augment decision-making and help insurers and reinsurers to quickly reduce cost and proactively manage risk. Built on a cloud-based platform, the system-agnostic Microservices help to fuse the traditional with digital. Further, two ground-breaking products were also launched- 'Aniita' and 'Score' - making it easier for commercial insurers and reinsurers to integrate and utilize new digital data. Your company also launched 'Underwriting' workbench solution that streamline and automate low-value tasks, streamline processes and improve operational excellence. The company also introduced Exact Max to improve risk assessment at the point of underwriting, respond to events, and streamline management of exposures across the organisation.

NIIT Technologies forged new partnerships with leading industry players across its focused industries, celebrated the long-term partnerships with its clients and received industry accolades for the partnerships during the year – key ones include**:**

- **Collaboration with Microsoft to drive Cloud led transformation and introduce Cognitive Service Desk Audit, a new Cloud-Based Solution.** The global partnership with Microsoft, helps accelerate the cloudification of your Company's enterprise clients – from infrastructure to business applications. Cognitive Service Desk Audit, built on Microsoft Azure platform enhances the productivity of enterprises by increasing operational efficiency, reducing audit efforts and improving quality and vigilance.
- **Strategic partnership with Blue Chip Customer Engineering Ltd** bringing NIIT Technologies' wealth management application and Blue Chip's IBM POWER expertise together to provide 360-degree support for its customer base which uses the IBM Power platform.
- **Celebration of 15 years of partnership with Fortune 500 financial services organization**

  Your company celebrated 15 years of partnership with a Fortune 500 financial services organization. NIIT Technologies supports the client in policies conversions, system upgrades and product launches.

Sudhir Singh, CEO, NIIT Technologies with Clients at the anniversary celebration

- **Incessant Technologies and RuleTek bagged the 2019 Pega Partner award for 'Excellence in Growth and Delivery'**

Sreekanth Lapala, EVP & Global Head of NIIT Incessant Pvt. Ltd receiving the award

Incessant Technologies and Ruletek, NIIT Technologies companies, were recognized with "Partner Excellence in Growth and Delivery" award by Pegasystems Inc. the software company empowering digital transformation at the world's leading enterprises.

In order to execute on the company's strategy and accelerate growth, NIIT Technologies continued to add top-tier leadership talent.

Vamsi Krishna Rupakula appointed as the EVP & Global Head – Infrastructure Management Services

With over 20 years of experience in multiple industries and operating domains, Vamsi brings proven expertise in architecting, delivering and operating large-scale infrastructure and business process solutions for large multi-national clients. He has extensive cloud, infrastructure and business process services experience, ranging from strategy to transformation, migration and operations.

In this leadership role, he spearheads the company's global strategy and related initiatives to strengthen IMS & Cloud solutions and service offerings. He also oversees the company's Information Security function, which includes CISO role and EU GDPR compliance.

Sreekanth Lapala appointed as EVP & Global Head of NIIT Incessant Pvt. Ltd (erstwhile Incessant Technologies Pvt. Ltd.)

A former technology services entrepreneur with a highly successful track record in cultivating entrepreneurial culture, assembling high performance teams, executing large transformation programs and building organizational scale. In his last role with Virtusa, Sreekanth was the Global Delivery and Operations Head, leading 20K+ global team members delivering services to the tune of $1B+ to clients across the globe. In his current role, he is responsible for developing and executing Incessant's growth strategy and overall P&L management including sales, delivery and operations.

Sanjay Mal appointed as Chief Financial Officer

Sanjay brings over 20 years of extensive experience across various functions of finance.

He has been associated with the NIIT Group for over two decades and held the position of Executive Vice President & Head- Group Strategic Finance.

In this role, Sanjay has been actively supporting and enabling NIIT Technologies in various areas of finance. Post multiple forays with industry and entrepreneurial venture during the first decade of his career, he was responsible for providing strategic direction to the Finance function and reported to respective Boards and Committee in the NIIT Group.

As part of the senior management team, Sanjay has managed and contributed positively to the business growth at NIIT by enabling finances, leveraging credible financial relations & branding and managing risks through innovative financial structures and solutions.

Rewards & Recognitions

- Recognized as the only 'Star Performer' amongst 'Major Contenders' on the 2018 Everest Group PEAK Matrix™ Insurance Application Services

Everest Group PEAK MATRIX™ STAR PERFORMER 2018 INSURANCE APPLICATION SERVICES

- NIIT Technologies positioned as a 'Leader' in the Cloud Advisory Assessment & Migration Evaluation by NelsonHall, 2018.
- Incessant Technologies cited as a Strong Performer by Independent Research Firm, Forrester for Digital Process Automation services, 2018
- Positioned as a 'Leader' in the NelsonHall NEAT Report for RPA & AI in Banking 2019

NelsonHall NEAT Leader 2019 RPA & AI in Banking

- Recognized as a Leader in Digital Services for the Travel & Hospitality Industry by Independent Analyst Firm, Zinnov in 2018 study

- Named as a Leader in the Mid-Sized Agile Software Development by Independent Research firm, Forrester in 2019.

- Ranked #1 in 'Business Understanding' for the second consecutive year and 2nd position in the overall satisfaction in the 2019 UK IT Sourcing Study conducted by Whitelane Research and PA Consulting Group

- Won Times Ascent "Best Change Management Strategy" award

NIIT Technologies received the award at Human Capital Summit

- Incessant Technologies (UK) confirmed as the 6th fastest growing Indian company in the UK in an independent Study from Grant Thornton

Board's Report

To,
The Members,
Your Directors are pleased to present the Twenty Seventh Annual Report on the business and operations of your Company along with the audited annual accounts for the Financial Year ended March 31, 2019 (FY 2019). The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL PERFORMANCE OF THE COMPANY

The highlights of the financial results for the financial year 2018-19 are as follows:

(Figures in Rs.mn except for EPS)

Particulars	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
	Consolidated financials		Standalone financials	
Income from operations	36,762	29,914	19,992	16,459
Other Income	535	391	1,542	1,157
Total Income	**37,297**	**30,305**	**21,534**	**17,616**
Profit before depreciation and taxes	6,928	5,310	4,485	3,586
Depreciation	1248	1274	781	825
Exceptional Item	56	-	-	-
Provision for tax & (deferred tax)	1403	949	714	499
Non-Controlling Interest	188	285	-	-
Profit After Tax	4,033	2,802	2,990	2,262
Earnings Per Share (Basic) (In Rs.)	65.49	45.63	48.55	36.83

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR AND STATE OF THE COMPANY'S AFFAIRS

Operating highlights

During the financial year under review, the Company delivered a robust performance on both the revenue and profitability fronts. This was driven by its strategy to transform at the intersect of its industry verticals of focus. As detailed elsewhere in this Annual Report, NIIT Technologies has built up material capabilities in new technologies and strengthened its market presence across the spectrum of these emerging technologies including Digital Services.

During the last quarter of preceding financial year (FY2018), NIIT Technologies had transitioned to a new leadership, appointing Mr Sudhir Singh as CEO. More new leaders have been inducted from large Tier-1 players in the industry during the year under review. These new leaders come with deep domain experience and almost all of them are based in the markets, mirroring the changing nature of client expectations and market dynamics. The Company's financial results for the period under review reflect the same, with a noticeable rise in deal win rates, new client acquisitions, order booking, and order intake.

The Company recorded several significant operating accomplishments during the year, with multiple new engagements, large deal closures, and the launch of new initiatives aimed at capitalizing on emerging opportunities in the marketplace. In terms of customer acquisition, the Company added 40 new clients in FY2019. The Company was also able to win 6 large deals, spread across US and EMEA. On the back of these customer acquisitions and deal wins, the Company was able to secure fresh orders worth $646 million during FY2019. The order book executable over the next 12 months as on March 31, 2019 stood at $390 million

Financial highlights

Revenues during FY2019 increased 22.9% on a consolidated basis to Rs. 36,762 million from Rs. 29,914 million in FY2018. In constant currency terms, revenues for the year grew 17.5% during FY2019. Operating profits (EBITDA) for the year increased 28.7% to Rs. 6,452 million from Rs. 5,012 million in the preceding financial year. EBITDA margin for FY2019 stood at 17.5%. Consolidated Profit after Tax (PAT) for FY2019 increased to Rs. 4,033 million, up 43.9% over preceding financial year.

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.

Consolidated financial statements

The consolidated financial statements are enclosed in addition to the standalone financial statements pursuant to section 129(3) of the Companies Act, 2013 read with all relevant Rules and amendments thereto & SEBI Listing Obligations & Disclosure Regulations, 2015 as amended prepared in accordance with the Accounting Standards prescribed by ICAI in this regard. The consolidated Financial Statements together with Auditors Report thereon form the part of the Annual Report.

Dividend

The Board has not recommended any dividend for the FY19.

Transfer to Reserves

During the year, the Company has not transferred any amount to the General Reserves.

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 & change in nature of business, if any

There have been no material changes and commitments affecting the financial position of the Company during the year and subsequent to the close of the Financial Year to which Financial Statements relate and the date of the Report, except the three mentioned below.

Further, there has been no change in the nature of business of the Company during the year.

A. Divesting non-core business

In April 2019, the Company signed a Definitive Agreement for the sale of its entire 88.99% stake in ESRI India Technologies Ltd ('ESRI India') (Formerly NIIT GIS Ltd.). ESRI India Technologies Ltd has been an exclusive distributor of Environmental Systems Research Institute Inc., USA ('ESRI Inc.') for its cutting-edge GIS products in India and has been supporting customers since 1996. The Distribution Agreement was expiring on 31st March 2019 and Esri Inc USA expressed its desire to directly manage the distribution of its products in India. The divestment of its stake in ESRI India will allow NIIT Technologies to focus on its core verticals and global markets.

B. Acquisition of Whishworks IT Consulting Private Limited

The Company has also signed a Definitive Agreement to make a strategic investment in WHISHWORKS IT Consulting Private Limited ('Whishworks'), a MuleSoft® and Big Data specialist. This transaction will strengthen the Company's Digital capabilities, complement its existing competencies, and create a powerful offerings combination in the Digital Integration space. The Agreement, signed on April 6, 2019 is to acquire a 53% stake in the total capital of Whishworks initially, with the remaining equity to be acquired over the next two years through pay-outs linked to financial performance. The transaction closure is subject to fulfillment of certain government/regulatory approvals.

C. Stake sale by Promoters

The Company has received an intimation from NIIT Limited (one of the Promoters of our Company) that the Board of NIIT Limited has decided to sell its entire stake in the Company, i.e. 14,493,480 equity shares of Rs. 10 (Rupees ten only) each comprising of 23.10% of the Capital of the Company on a fully diluted basis in the issued and paid up share capital of Company to Hulst B.V. ("Acquirer"). In addition, the other promoters Thadani Family Trust and other entities/members of his respective family & Pawar Family Trust and other entities/members of his respective family have also decided to sell their entire shareholding in the Company i.e. 4,354,638 equity shares of Rs. 10 (Rupees ten only) each, aggregating to 6.94% of the share capital of the Company on a fully diluted basis, to the Acquirer.

The Promoter/Promoter Group have executed Share Purchase Agreements ("SPA") on April 06, 2019 to sell their entire stake in the Company to Hulst B.V. ("Acquirer") at Rs.1,394/- per equity share as per the terms and conditions stated in the SPA.

In view of the aforesaid SPA, the Acquirer has triggered an open offer to the public shareholders of the Company in terms of Securities Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations").

The aforesaid transaction by Promoter/Promoter Group for sale of their entire shareholding aggregating to 30.04% of the capital of the Company on fully diluted basis, is inter-alia conditional upon completion of terms and conditions as mentioned in SPA.

COMPANIES ACT DISCLOSURES & CORPORATE GOVERNANCE

Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of Annual Return (MGT-9) is enclosed as (**Annexure A**) and the same is placed on the web-site of the Company at https://www.niit-tech.com/sites/default/files/MGT-9-Extract-of-Annual-Return-March-31-2019.pdf

Number of meetings of the Board

The Board of Directors of the Company met 7 (seven) times in the FY2018-19. 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 and SEBI Listing Obligations & Disclosure Regulations, 2015 as amended.

Further, the Board also passed a circular resolution during the year on December 14, 2018.

Directors' Responsibility Statement

As required under Section 134(3)(c) read with 134(5) 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 has 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 & Loss of the Company for that period;
c. 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. Suitable internal financial controls have been implemented by the Company and 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 such systems are adequate and are operating effectively.

Directors

The Promoters of the Company signed a Share Purchase Agreement with Hulst BV ('Acquirer') dated April 06, 2019, whereby there will be a change in control in the Company. Consequent to that, the Company's Directors on the Board i.e. Mr. Arvind Thakur, Mr. Rajendra S Pawar & Mr. Vijay K Thadani will vacate the office on the closing of change in control in the Company. The Board shall be reconstituted and the members will be informed accordingly.

Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 & SEBI Listing Obligations & Disclosure Regulations, 2015 as amended, the term of Mr. Surendra Singh, Amit Sharma and Mr. Ashwani Puri as Independent Directors of the Company expired on March 31, 2019. Mr. Surendra Singh expressed his unwillingness to be re-appointed as Independent Director for a second term. The Nomination and Remuneration Committee and the Board took note of the same. The composition of the Board is in accordance with the terms of the SEBI Listing Obligations & Disclosure Regulations, 2015 as amended & Companies Act, 2013 as amended from time to time.

The Nomination & Remuneration Committee & the Board in their respective meetings held on March 20, 2019 considered the matter related to the appointment of Mr. Amit Sharma & Mr. Ashwani Puri as Independent Directors for a second term of 5 years wef April 01, 2019, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. Ms. Holly Jane Morris continues to be on the Board as Independent Director for a second term not exceeding 5 years w.e.f April 01, 2017.

Statement on declaration by Independent Directors

All Independent Directors have given declarations that they meet all the requirements specified under Section 149(6) of the Companies Act, 2013 and SEBI Listing Obligations & Disclosure Regulations, 2015 as amended.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Familiarization program for Independent Directors

Details of the Familiarization program for Independent Directors of the Company are available on the website of the Company (https://www.niit-tech.com/sites/default/files/Familiarization-Programme-Independent-Directors.pdf) Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities.

The terms and conditions of the appointment of Non-Executive Directors are placed on the website on the Company at www.niit-tech.com.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Company has the following Directors/employees as Whole-time Key Managerial Personnel as on March 31, 2019:

a) Mr. Rajendra S Pawar (DIN 00042516) – Chairman
b) Mr. Arvind Thakur (DIN 00042534) – Vice Chairman & Managing Director
c) Mr. Sudhir Singh – Chief Executive Officer
d) Mr. Sanjay Mal - Chief Financial Officer
e) Mr. Lalit Kumar Sharma - Company Secretary & Legal Counsel

Changes in the status of KMPs:

- Mr. Amit Garg completed his tenure as Chief Financial Officer of the Company w.e.f. July 27, 2018.
- The Nomination & Remuneration Committee & the Board appointed Mr. Sanjay Mal as Chief Financial Officer of the Company w.e.f. July 28, 2018.

Deposits from Public

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 has not issued 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 3,27,750 (Three lakhs twenty seven thousand seven hundred and fifty) Equity shares on the exercise of stock options under the Employee Stock Option Scheme of the Company (ESOP 2005).

Consequently, the issued, subscribed and Paid-up Equity Capital increased to Rs. 617,838,740 as at March 31, 2019 pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014.

The grant-wise details of the Employee Stock Option Scheme are partially provided in the Notes to Accounts of the Financial Statement in the Annual Report and a comprehensive note on the same forms part of the Board Report, which is available on the website of the Company (www.niit-tech.com/investors)

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 has not provided any funds for purchase of its own shares by employees or by trustees for the benefit of employees.

COMMITTEES OF THE BOARD

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details are provided below:

Audit Committee

The Audit Committee of the Company is constituted as per Section 177 of the Companies Act, 2013 & Regulation 18 of the SEBI Listing Obligations and Disclosure Regulation, 2015 as amended, and it consists of a majority of Independent Directors. The Board in its meeting held on March 20, 2019 revised the charter of the Committee in line with SEBI Listing Obligations & Disclosure Regulations, 2015 as amended effective from April 01, 2019. The details are provided in the Corporate Governance Report.

The composition of the Audit Committee and details of the meetings and attendance during the FY2018-19 are as under:

Name of the Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Ashwani Puri	Non-Executive Independent	Chairman	7	7	May 03, 2018 May 12, 2018 July 17, 2018 October 16,2018 December 28, 2018 January 17, 2019 March 20, 2019
Surendra Singh	Non-Executive Independent	Member	7	6	
Vijay K Thadani	Non-Executive	Member	7	7	
Amit Sharma	Non-Executive-Independent	Member	7	5	

Mr. Ashwani Puri, an Independent Director is the Chairman of the Committee and Mr. Lalit Kumar Sharma is the Secretary to the Committee. The Board accepted all the recommendations of the Audit Committee made during the year. Details pertaining to the number of meetings of the Committee held during the year and terms of reference, functioning and scope are given in the Corporate Governance Report in detail in terms of the requirements under SEBI Listing Regulation, 2015 as amended,

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for a second term, the Board reconstituted the Audit Committee in its meeting held on March 20, 2019. The Committee comprises of the following members w.e.f. April 01, 2019:

1. Mr. Ashwani Puri
2. Mr. Amit Sharma
3. Mr. Vijay K Thadani

Nomination and Remuneration Committee

The Company has a duly constituted Nomination & Remuneration Committee under the provisions of Section 178 of the Companies Act, 2013 & SEBI Listing Obligations & Disclosure Regulations, 2015 as amended. The Board in its meeting held on March 20, 2019 revised the charter of the Committee in line with the SEBI Listing Obligations & Disclosure Regulations, 2015 as amended effective from April 01, 2019. The terms of reference are disclosed under the Corporate Governance Report of the Company.

The composition of the Nomination and Remuneration Committee and details of the Meetings and attendance during the FY2018-19 are as under:

Name of the Nomination & Remuneration Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Amit Sharma	Non- Executive Independent	Chairman	7	6	May 03, 2018 May 23, 2018 July 17, 2018 December 14, 2018 December 20,2018 January 17, 2019 March 20, 2019
Surendra Singh	Non- Executive Independent	Member	7	5	
Vijay K Thadani	Non-Executive	Member	7	7	

The Chairperson of the Committee is Mr. Amit Sharma, an Independent Director of the Company.

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for another term, the Board reconstituted the Nomination & Remuneration Committee in its meeting held on March 20, 2019 and the following are the members wef April 01, 2019:

1. Mr. Vijay K Thadani
2. Mr. Amit Sharma
3. Ms. Holly Jane Morris

During the year, the Nomination and Remuneration Committee passed circular resolutions on the following dates:

1. July 30, 2018
2. September 05, 2018
3. October 31, 2018
4. February 18, 2019
5. March 15, 2019

Stakeholders' Relationship Committee

In terms of provisions of section 178 of the Companies Act, 2013 & Regulation 20 of SEBI (Listing Obligations and Disclosure Regulations), 2015, the Company has a duly constituted Stakeholders' Relationship Committee. The scope of Stakeholders' Relationship Committee was revised pursuant to SEBI Listing Obligations & Disclosure Regulations, 2015 as amended effective April 01, 2019. The revised role comprises of:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, issue of new/duplicate share certificates (delegated to Share Transfer Committee), non-receipt of annual reports and non-receipt of declared dividends.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee has delegated work related to share transfer, issue of duplicate shares, dematerialisation/ re-materialisation of shares to the Share Transfer Committee which reports to the Committee.

The Stakeholders' Relationship Committee is headed by a Non-Executive Director Mr. Amit Sharma and consists of Mr. Vijay K Thadani and Mr. Arvind Thakur as members of the Committee. Mr. Lalit Kumar Sharma, Company Secretary & Legal Counsel is the Compliance Officer of the Company.

Composition of the Committee and details of the meetings and attendance during the FY2018-19 are as under:

Name of the Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Amit Sharma	Independent Director	Chairman	4	4	May 03, 2018 July 17, 2018 October 16, 2018 January 17, 2019
Arvind Thakur	Executive Director	Member	4	4	
Vijay K Thadani	Non-Executive Promoter Director	Member	4	4	

Corporate Social Responsibility (CSR) Committee

In terms of provisions 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 a CSR Committee which formulates and recommends to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company, as per Schedule VII to the Companies Act, 2013, recommending the amount of expenditure to be incurred and monitoring the expenditure and activities undertaken under the CSR Policy of the Company.

The composition of the Committee and details of the Meetings and attendance during the FY2018-19 are as under:

Name of the CSR Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Surendra Singh	Non-Executive Independent	Chairman	2	2	May 03, 2018 March 20, 2019
Amit Sharma	Non-Executive Independent	Member	2	1	
Ashwani Puri	Non-Executive Independent	Member	2	2	
Arvind Thakur	Executive	Member	2	2	

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for another term, the Board reconstituted the Committee in its meeting held on March 20, 2019. The Committee comprises of the following members wef April 01, 2019:

1. Mr. Amit Sharma
2. Mr. Ashwani Puri
3. Mr. Arvind Thakur

The Company has undertaken activities as per the CSR Policy (available at www.niit-tech.com) and the details are contained in Annexure-B forming part of this Report. The Company continued its CSR drive around Education, Employability and Infrastructure support.

The Company continued with the Scholarship program for deserving students of 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 not-for-profit private University at Neemrana, Dist. Alwar, Rajasthan.

Some High Impact Programs at Organization Level in the area of Education & Employability –

1) Shiksha, Dankaur Village, Greater Noida - A Career Development Centre providing IT and employability training to the underprivileged students in and around Dankaur village. The center was launched by NIIT Technologies in collaboration with NIIT Foundation on 2nd Dec 2015. In FY 2019 the center impacted over 1550 underprivileged students of the community.
2) Shiksha, Madanpur Khadar, Delhi –The second Career Development Centre providing IT and employability training to the underprivileged students in and around Madanpur Khadar area in Delhi was adopted in partnership with NIIT Foundation, on 1st Jan 2017. In FY19 the center has impacted over 1300 underprivileged students including some differently abled students as well.
3) Shiksha, Bhangel, Noida - This year another Career Development center was added under the Shiksha Program. The organization opened the Bhangel center partnering with NIIT Foundation, the center focusses on providing IT and employability training to the underprivileged students in and around Bhangel area in Noida. The center became operational in October and in the last 6 months it has impacted around 550 underprivileged students.
4) Sponsorship to Noida Deaf Society for two of their projects in the area of Skill Development and Livelihoods for Deaf youth.
5) Facilities Management Teaching Drive – This intervention was designed keeping in mind the Security staff and Facilities Management staff who support us round the clock. A 3-week intervention has been designed to orient them on Customer Service and Basic English. NIITians take out time and train batches of 10 Security staff and Facilities Management staff. The program is running across locations like Gurgaon, Bangalore, Mumbai and Kolkata.
6) Educational sponsorship at Vatsalyam – The organization sponsored the education for daughters of lepers and beggars at a Shelter Home-cum-primary school called "Vatsalyam Gurukul" at Village Hazipur, in Sector 104, Noida (U.P). The school is presently housing and educating 44 girls between the age groups of 5 and 17 years.

High Impact Programs at Location Level –

1) Infrastructural support to nearby Government Schools–
   a. For WCFHSI, a school for deaf and mute students in Gurgaon, NTL has constructed a retail outlet which will help them sell the handicraft products they create.
   b. At the Murshadpur Primary Govt. School located near the NTL Campus, infrastructure improvement including water-proofing of the roof of school building was carried out.

2) SITA ODC adopted the Jaganpur Primary Govt School located near the campus. NIITians from SITA ODC at campus volunteered for this year-long teaching drive at Jaganpur Govt Primary School, which included teaching all subjects to students upto class 5. Volunteers organized several events on all major festivals and celebrated along with the schools children.

Risk Management Committee

The requirement of constituting Risk Management Committee is mandated by SEBI on top 500 companies based on the market capitalization as on March 31, 2018. As on March 31, 2018, the Company was listed under the said category and hence it is required to constitute a Risk Management Committee as per the provisions of the SEBI Listing Obligations & Disclosure Regulations 2015 as amended, effective from April 01, 2019. The Board approved the constitution of Risk Management Committee of the Company w.e.f. April 01, 2019 .

The Risk Management Committee comprises of:

1. Mr. Rajendra S Pawar, Chairman
2. Mr. Arvind Thakur, Vice Chairman & Managing Director (Chairman of the Committee)
3. Ms. Holly Jane Morris, Independent Director
4. Chief Executive Officer
5. Chief Financial Officer

The Internal Audit Head shall be an invitee to the Committee meetings & the Company Secretary of the Company shall be the Secretary to the Committee.

The terms of reference of the Committee are provided under the Corporate Governance Report of the Company.

POLICIES OF THE COMPANY

Nomination & Remuneration Policy

Pursuant to the provisions Section 178(3) 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 Policy has been revised by the Board of Directors in their meeting held on January 18, 2019 in terms of the amendments in the SEBI Listing Obligations & Disclosure Requirements Regulations 2015 as amended, effective from April 01, 2019. The terms of reference of the Committee have also been revised by the Board in its meeting held on March 20, 2019. The detailed Policy is stated in the Corporate Governance Report.

Vigil mechanism/Whistle Blower Policy

In view of the requirement as stipulated by Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board & its power) Rules, 2014 and Corporate Governance under SEBI Listing Obligations & Disclosure Regulations, 2015 as amended, the Company has complied with all the applicable provisions 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 hosted on the website of the Company (https://www.niit-tech.com/sites/default/files/Whistle-Blower-Policy-upload.pdf).

The same provides for adequate safeguards against victimisation of director(s)/ employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee.

Policy for Determining Material Subsidiaries

The Policy for determining the material subsidiaries of the Company has been revised by the Board of Directors in their meeting held on Jan 17, 2019 in terms of the amendments in the SEBI Listing Obligations & Disclosure Regulations, 2015 as amended effective from April 01, 2019. The said Policy is available on the Website of the Company (https://www.niit-tech.com/sites/default/ files/PolicyonMaterial-subsidiary.pdf)

Risk Management Policy

The Company has developed and implemented a risk management framework for identification of elements of risk, which in the opinion of the Board need close scrutiny.

Dividend Distribution Policy

The Company has a Policy for Distribution of Dividend under Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 adopted during the FY2017. The Board amended the Policy in its meeting held on January 18, 2019. This policy aims at laying down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to shareholders and/or retention or plough back of its profits. The Policy is enclosed as **Annexure - C** of the Report and is also available on the website of the Company (https://www.niit-tech.com/sites/default/files/Dividend-Distribution-Policy.pdf)

Code of Conduct

The Company Code of Conduct is available on the website (https://www.niit-tech.com/investors/code-conduct).The Chief Executive Officer of the Company has given a declaration that the Directors and Senior Management of the Company have complied with the Code of Conduct during the year 2018-19.

Prevention of Insider Trading

The Company has formulated and adopted a Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The Policy lays down the guidelines and procedures to be followed, and disclosures to be made while dealing with the shares of the Company alongwith consequences for violation. The policy is formulated to monitor, regulate and ensure reporting of deals by employees while maintaining highest level of ethical standards while dealing in the Company's securities.

Code of Fair Disclosure

The Company's Code of Fair Disclosure is placed on the website of the Company (https://www.niit-tech/investors). During the year, the Board suitably amended the Code of Fair Disclosure in terms of amendments in the SEBI (Listing Obligations & Disclosure Regulations) 2015 effective April 01, 2019.

PERFORMANCE EVALUATION

The Board carried out the annual evaluation of its own performance, of the Directors individually as also of its Statutory Committees, Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 as amended.

The evaluation was based on a comprehensive set of criteria finalised by the members in their meeting held on May 4, 2017. A detailed note was placed before the Board on the same in its meeting held on March 20, 2019.

The Board considered the evaluation of the stakeholders based on one-on-one meetings, and the directors who were subject to evaluation did not participate in the process. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by Independent Directors. The Chairperson communicated the feedback to concerned stakeholders. The Directors expressed their satisfaction to the evaluation process.

MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES

The information required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure-D**. Further, the managerial remuneration is also provided in the Corporate Governance Report.

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.

However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company and the said annexure is also open for inspection at the Registered Office of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy and environment-friendly initiatives

Consistent with and inspired by its corporate vision, values, and mission, NIIT Technologies aims to grow its business profitably while minimising the negative impact of its business operations on the environment. The Company has been proactively adopting and initiating multiple environment-friendly measures aimed at conservation of resources including energy and water, recycling or efficient disposal of waste, as well as leveraging the use of renewable resources where possible. As a global leader in Consulting, Technology, and Outsourcing Services the Company is committed to environmental sustainability. While creating new infrastructure, it emphasises not only on creating world class and cost effective infrastructure but also on energy efficiency, renewable energy sources, sustainable construction materials, water conservations, and waste management.

At its largest facility, spread over 25 acres in Greater Noida, eco-efficiency and environment-friendliness is woven intricately into all aspects of operations. Being a relatively new SEZ facility, environmental sustainability has been a key objective underpinning its design and function, right from the blueprint stage to its becoming operational. Over the years, state-of-the-art technologies, systems, and processes aimed at ensuring minimal environmental impact and adoption of best-in-class practices have enabled the Company to register significant improvements in its ability to reduce energy consumption, increase recycling of water, and facilitate effective waste management.

Energy demand is never-ending and we understand that generation of this energy puts a lot of pressure on the environment. While resorting to natural means, the Company enhanced the solar power capacity by installing 80 KW solar panels at the Gurgaon facility generating 10000 units every month.

Water is limited and our dependency on this very limited resource is making it more expensive. We have installed Azud filters to reduce wastage of water during backwash, each common area is provided with the sensor-based water taps and extensive recharge of ground water is carried out through rainwater harvesting pits across the campus.

Plastic needs strict control. Supporting our 2018 World Environment Day theme 'Beat Plastic Pollution', we started a drive to identify and eliminate single-use plastic within all company premises.

Landscaping plays a very important role as it helps us create a pleasant working environment and reduce urban heat island effects. Our efforts received recognition at the Floriculture competition organized by Noida Authority, where the campus plantation received the First Prize in the category of Best landscaping.

All these efforts, investments, and achievements of NIIT Technologies on the environmental front have gained many recognitions.

- ISO 14001:2015 (Environment Management)
- OHSAS 18001:2007 (Occupational Health and Safety Assessment Series)
- LEED Platinum Certification Operation & Maintenance at Greater Noida campus from USGBC (US Green Building Council).

NIIT Technologies has completely moved its global e-mail, collaboration and peer-to-peer communication and content sharing services from on-premises infrastructure to the Microsoft Office 365 cloud thus considerably reducing its on-premises power consumption and carbon footprint. Moreover, by making Skype for Business the de-facto peer-to-peer communication and content sharing standard for the company, local commuting and long distance travel for face-to-face meetings has reduced while simultaneously improving employee time management and productivity.

Technology absorption and R&D (Research & Development)

In line with its business strategy to "Engage with the Emerging" by "Transforming at the Intersect", NIIT Technologies continued to reinforce its Digital Services offerings portfolio by making strategic investments in Whishworks in addition to the investments already done in RuleTek last year. Whishworks is an integration and Big Data specialist helping businesses succeed in their digital transformation journeys and monetise their data. As a result, NIIT Technologies has strengthened its capabilities in the field of digital integration.

Focus on internalizing emerging technologies led to creation of various innovation labs and competency centres. Blockchain Competency Centre & Lab in Greater Noida campus was set up with focus on R3 Corda, HyperLedger Fabric and Ethereum platforms. It has a partnership with R3 and developed a solution on Auto Insurance Claims Management which is published on R3 Marketplace. A Reference Architecture has been developed to enable accelerated development of Blockchain solutions for customers. Technology Innovation Centre at Bengaluru continues to build competencies on emerging AI and Cognitive space focusing on Computer Vision and Conversational Intelligence and NLP. Under the umbrella of Computer Vision, TIC has focused on Image Classification and Object detection, Video Analytics and Intelligent Character Extraction. The Innovation Lab at Incessant, Hyderabad was setup this year to provide easy access to their technology solutions to all our customers and staff globally. The team has also got Provisional Intellectual Property rights on a process powered by Blockchain platform last year. Intelligent Automation continues to be of focus for all service lines (Applications, Infrastructure, Business Services) and TRON (NTL's Smart Automation Platform) is being industrialized within the organization and with customers. New capabilities like Automation-as-a-Service and Intelligence-as-a-Service are being adopted by our customers with an opportunity of significant efficiency gains.

NIIT Technologies also invests in identifying the global influencers on the technology streams of relevance and tries to forge industry level partnerships that enable faster solutions for our focused verticals. In Cognitive space, NTL has already formed partnerships with industry leading technology providers like Amazon, IBM, UiPath, Artificial Solutions and PEGA. NTL and Microsoft have also concluded a strategic Cloud Solution Provider agreement (CSP) that enables NIIT Technologies to directly manage the entire lifecycle for its enterprise customers including commercials & support and deliver integrated end-to-end solutions as a managed service on Azure.

Foreign Exchange Earnings and Outgo

(Rs. Million)

Particulars	Year 2018-19	Year 2017-18
Foreign Exchange Earnings	19,010	14,769
Foreign Exchange Outflow	8,730	6,070

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 order was 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 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 are presented to the Audit Committee for its review and suggestions.

Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2019, the Company has subsidiaries in the United States of America, United Kingdom, Germany, India, Singapore, Thailand, Australia, Dubai, Spain.

Details about the companies which have become/ ceased to be subsidiaries during the Financial Year

The Company has not acquired any company during the year. However, the Company enhanced its stake by acquiring an additional 20% in the equity share capital of NIIT Incessant Private Limited (name changed from Incessant Technologies Private Limited on Feb 14, 2019) in May 2018, aggregating to 90% of the total share capital of Incessant.

In May 2018, NIIT Incessant Pvt. Ltd. acquired an additional 12.5% stake in share capital of the RuleTek Inc, USA, taking its holding to 67.5% of the total share capital of RuleTek Inc, USA.

The subsidiary in Philippines is in the process of liquidation. NIIT Media Technologies LLC, a joint venture company in USA, and NIIT Technologies Ltda Brazil were closed during the year.

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

During the year, the Board of Directors reviewed the affairs of the subsidiaries. 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 E.**

In accordance with the 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 (www.niit-tech.com)

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

The Company has not given any loan to any person and any other body corporate. The details of guarantees provided is given as under:

Particulars	Amount in Local Currency (In Mn.)	Currency	Amount in INR as on 31.03.19 (In Mn.)	Purpose
Issued to Citibank NA, on behalf of NIIT Technologies Limited, UK	7.50	USD	520	Working Capital Loan
Issued to Citibank NA, on behalf of NIIT Insurance Technologies Limited	3.00	USD	208	Working Capital Loan
Issued to Citibank NA, on behalf of NIIT Technologies Limited Thailand	1.50	USD	104	Working Capital Loan
Total	**12**		**1,427**	

*Conversion rate – 69.28

The details of the securities acquired by the Company of other body corporates is given as under:

(Amt. in INR Mn.)

Investment in Subsidiary Companies	Investment value as on March 31, 2019
2,837,887 (31 March 2018: 2,837,887) Shares having no par value in NIIT Technologies Inc. USA	156
16,614,375 (31 March 2018: 16,614,375) Shares of 1 Singapore $ each fully paid-up in NIIT Technologies Pacific Pte Ltd., Singapore	703
3,276,427 (31 March 2018: 3,276,427) Shares of 1 UK Pound each fully paid-up in NIIT Technologies Ltd.,UK	204
890,000 (31 March 2018: 890,000) Equity Shares of Rs 10/- each fully paid-up in ESRI India Technologies Limited (formerly known as NIIT GIS Limited)* pls refer note	89
537,900 (31 March 2018: 537,900) Equity Shares of Euro 1 each fully paid-up in NIIT Technologies GmbH, Germany	185
50,000,000 (31 March 2018: 50,000,000) Equity Shares of Rs 10/- each fully paid-up in NIIT SmartServe Limited	500
1,000,000 (31 March 2018: 1,000,000) Equity Shares of Euro 1 each fully paid-up in NIIT Airline Technology GmbH Germany	224
5,000 (31 March 2018: 5,000) Ordinary Shares of 1000 AED each fully paid in NIIT Technologies FZ LLC Dubai	63
5,000,000 (31 March 2018: 5,000,000) Equity Shares of Rs. 10 each in NIIT Technologies Services Limited	25
2,833,342 (31 March 2018: 2,064,292) Equity Shares of Rs. 2 each in NIIT Incessant Private Limited (erstwhile Incessant Technologies Private Limited	3748
Nil (31 March 2018: 10,000) Shares of Peso 100 each in NIIT Technologies Philippines Inc* pls refer note	-

Note:

a. The Board in its meeting held on April 06, 2019 has signed a Share Purchase Agreement with ESRI Inc., USA to sell the entire stake held by the Company in ESRI India Technologies Ltd. The details are provided in the Annual Report.
b. During the year ended March 31, 2018 the Board of Directors had approved the proposal for closure of NIIT Technologies Philippines Inc and accordingly the Company has impaired the investment in the subsidiary.
c. During the year, the company closed NIIT Media Technologies Limited on December 31, 2018 & NIIT Technologies Ltda, Brazil on November 09, 2018.

Particulars of Contracts or arrangements with Related Parties

The Related Party Transaction Policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for making the omnibus approval by the Audit Committee. The Board amended the Policy in terms of the revised SEBI (Listing Regulations), 2015 regulations effective from April 01, 2019, and the amended Policy is uploaded on the website of the Company https://www.niit-tech.com/sites/default/files/Related-Party-Transactions-Policy.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. None of the transactions with the related parties fall under the scope of Section 188 (1) of the Companies Act, 2013.

Details of Related Party transactions pursuant to Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Form No. AOC-2 in **Annexure – F.**

Management Discussion and Analysis Report

In terms of Regulation 34(e) of the SEBI (Listing Regulations), 2015 as amended from time to time, the Management's Discussion and Analysis Report is set out in this Annual Report.

Business Responsibility Report

The SEBI (Listing Regulations), 2015, mandates the inclusion of Business Responsibility Statement ('BRR') for top 500 listed companies based on market capitalization as on March 31, 2019. In compliance with the same the Company has integrated BRR as part of its Annual Report.

Corporate Governance

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Regulations), 2015 as amended from time to time, a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditor's in terms of Part E of Schedule V of the said Regulations of the Company forms an integral part of Corporate Governance Report.

Scheme of amalgamation

The scheme for merger of PIPL Business Advisors & Investments Private Limited and GSPL Advisory Services and Investment Private Limited (part of the Promoter/ Promoter Group of NIIT Technologies Ltd.) with the Company was approved by the Board, subject to approval by NCLT under section 230-232 of the Companies Act 2013 and other regulatory approvals. The same has been approved by the NCLT via order dated November 12, 2018 read with order dated November 26, 2018.

Compliance with applicable Secretarial Standards

The Company is in compliance with the applicable Secretarial Standards issued by Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs with all amendments thereto.

AUDITORS & AUDITORS' REPORT/CERTIFICATE

a. **Statutory Audit:**

M/s S R Batliboi & Associates LLP (FRN 101049W/ E300004) have carried out Statutory Audit under the provisions of section 139 of the Companies Act, 2013 for the financial year 2018-19. The Report given by Auditors forms part of this 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 appointed Mr. Ranjeet Pandey (Membership No.5922) of M/s Ranjeet Pandey & Associates, Company Secretaries (CP No.–6087), 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 2018-19. The Secretarial Audit Report for the financial year ended 31st March, 2019 was considered by the Board in its meeting held on May 04, 2019 and the said Report given by Secretarial Auditors is annexed to this Report as **Annexure G**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

c. **Auditors Certificate on Corporate Governance:**

As required by SEBI (Listing Regulations), 2015, the Auditor's Certificate on Corporate Governance is provided within the Corporate Governance Report. The Auditors Report to the Shareholders does not contain any qualification, reservation or adverse remarks.

d. **Cost audit & records:**

Section 148 of the Companies Act, 2013 is not applicable on the Company. Therefore, cost audit has not been conducted for the financial year 2018-19 and records are not maintained.

e. No fraud has been reported by the Auditors to the Audit Committee, Board or any other relevant authority.

HUMAN RESOURCE INITIATIVES

NIIT Technologies counts its human resources among its most important strategic assets and has a robust training programme that enables its employees to upgrade their skills, become aware of policies and processes, and become better equipped to meet the demands posed by shifts within the industry, technology landscape, and marketplace. The Company's learning initiatives are focused on competency-building around Business Analysis, Large and Complex Program Management Skills, Agile expertise and Managed Services. The Company's School for Employee Education Development (SEED) delivers training through established remote & online platforms and by hosting classroom sessions. The NTL Academy of Future Leaders and NTL Global Leadership Program are aimed at developing future leaders and laying the foundation for executive leadership. Keeping in view the changing nature of jobs and the future of work, the company recognized the need for continuous and self-directed learning by employees to stay relevant. Towards the same, during the year under review, the organization invested in an enterprise-wise intelligent learning platform "Percipio" in partnership with Skillsoft, one of the most renowned global players in the space of online learning. Within 6 months, over 8100 NIITians are actively using the platform to upskill or re-skill themselves and have recorded over 1,11,000 aggregated learning hours for the enterprise.

Training Imparted (FY2018-19)	Total	Female Staff	Male Staff
Total No. of Hours of Training	314358	89784	224574

Category wise distribution

Technical Skills +Digital Skills	66%
Domain Skills	3%
Behavioural / Soft Skills	23%
Leadership & Management	5%
Safety, security & Diversity Related	3%
Process & Compliance/Induction	6%
Functional Skills	6%

As part of its staff welfare initiative, the Company provides Group Life Insurance and Group Mediclaim cover under the corporate scheme at nominal premia. It also has an active Assistance Program for its employees, called CARE, which provides assistance to NIITians in both personal and professional areas. Additionally, in order to get useful insights into engagement levels and employee satisfaction, the Company conducts annual Employee Satisfaction Surveys, the findings of which enable it to make improvements in its workplace environment and employee training and welfare programmes.

MBA-IDS Program : The Company, in collaboration with NIIT University, introduced a two-year MBA Program in Intelligent Data Science to fulfil the demand for data scientists.

HR Chatbot : The purpose of introducing the HR Chatbot is to engage with emergent technologies and to introduce AI in HR and to create a "Future Ready HR". This will position the company in the market as an innovative and forward looking organization. The HR Chatbot was launched in the internal technology conference Techcon 2019.

Diversity and Inclusiveness

NIIT Technologies considers workplace diversity as a desirable outcome of its talent recruitment and retention activity, and has been addressing the issue of gender diversity holistically while hiring. As an initial step, in order to enable women to continue work after maternity, the Company setup its Cradle programme, which serves as the 'home away from home' for 'little NIITians'. Thereafter, the Company launched EMPOWER, which signifies Enable, Mentor and Prepare

Organization's Women for Equal Representation, to look at Gender Diversity holistically. Under the aegis of EMPOWER, the Company has been sensitizing its business managers, returning mothers, and women leaders. Some of the key initiatives over the year under review included:

- Breakthrough – Career Resilience: Nominated some of our Returning Mothers for 'Breakthrough – Career Resilience', an external program spanning 8 months.
- MoMentoring: Coaching and Education before, during, and post maternity stages through sessions conducted by successful women professionals who have experienced this phase.
- With Due Respect: Leaders were educated on unconscious biases through the Company's 'With Due Respect' program series.
- Reach for the Sky: Initiated a year-long education and coaching program 'Reach for the Sky Program' for enabling mid-level women leaders to break through the glass ceiling. Based on the impact of this program, the next batch of 'Reach for the Sky' has been launched.
- Taking Charge: Enabled a series of networking events of all NIITians (not limited to women) to connect with each other and learn about 'Taking Charge' of various aspects of their lives.

Prevention of Sexual Harassment of Women at the workplace

The Company has a Policy on Prevention of Sexual Harassment of Women at the workplace, in line with the The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company believes in providing all employees a congenial work atmosphere, which is free from discrimination and harassment, without regard to caste, religion, marital status and gender. During the year, the Company conducted various awareness programs and workshops at all locations. The Company received three complaints pertaining to this and all were duly resolved.

Awards and recognitions

The Company has been recognized in several important ways at the national and global levels, related to its leadership in specific industry verticals, and its robust HR practices.

a. Recognized as a Leader in in the NelsonHall NEAT Report for RPA & AI in Banking 2019
b. Recognized as a Leader in Digital Services for the Travel & Hospitality Industry by Independent Analyst Firm Zinnov
c. Incessant Technologies was cited as a Strong Performer in The Forrester Wave™:Digital Process Automation Service Providers, Q3 2018
d. Positioned as a 'Leader' for Migration Capability in the Cloud Advisory Assessment & Migration NelsonHall's NEAT Evaluation, 2018.
e. Ranked number one in 'Business Understanding' by clients in the 2018 UK IT Outsourcing Study conducted by Whitelane Research and PA Consulting Group.
f. Conferred with Times Ascent "Best Change Management Strategy" at India Human Capital Summit and Awards.
g. Received the 'Partner Excellence in Driving Customer Success' award from Pega.
h. Conferred with Appian 2018 Regional Partner of the Year in APAC.
i. Recognized as the only 'Star Performer' amongst 'Major Contenders' on the 2018 Everest Group PEAK Matrix™ Insurance Application Services.

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, vendors, bankers & financial institutions, all government & non-governmental agencies, and other business associates for their continued support.

The Directors acknowledge and appreciate the support and confidence of the Company's shareholders, and remain committed to enabling the Company to achieve its growth objectives in the coming years.

For and on behalf of the Board of Directors

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Noida
Date : May 04, 2019

ANNEXURE – A

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2019
[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, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019, Contact No. 011- 41675000**

vi) Whether listed company - Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any – Alankit Assignments Limited, **Alankit Heights RTA Division, 3E/7, Jhandewalan Extension, New Delhi-110055,**
Contact: 011-42541234, 23541234

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:-

Sl. 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	65%

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

Sl. No	Name and address of the Company	CIN/GLN	Holding/ subsidiary / Associate	% of shares held	Applicable section
1.	NIIT SmartServe Limited	U72900DL2002PLC114946	Subsidiary	100%	2 (87)
2.	ESRI India Technologies Limited*	U74140DL1996PLC080487	Subsidiary	88.99%	2 (87)
3.	NIIT Technologies Services Limited	U72900DL2006PLC156099	Subsidiary	100%	2 (87)
4.	NIIT Incessant Pvt. Ltd. (erstwhile Incessant Technologies Private Limited)	U72200TG2007RTC056127	Subsidiary	90%	2 (87)
5.	NIIT Technologies Inc. USA	Foreign Company	Subsidiary	100%	2 (87)
6.	NIIT Technologies Pte. Ltd Singapore	Foreign Company	Subsidiary	100%	2 (87)
7.	NIIT Technologies Ltd Pty Limited Australia	Foreign Company	Subsidiary	100%	2 (87)
8.	NIIT Technologies Ltd. Thailand	Foreign Company	Subsidiary	100%	2 (87)
9.	NIIT Technologies Ltd. UK	Foreign Company	Subsidiary	100%	2 (87)
10.	NIIT Technologies BV Netherlands	Foreign Company	Subsidiary	100%	2 (87)
11.	NIIT Insurance Technologies Ltd.	Foreign Company	Subsidiary	100%	2 (87)
12.	NIIT Technologies S.A	Foreign Company	Subsidiary	100%	2 (87)
13.	NIIT Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
14.	NIIT Technologies FZ-LLC Dubai	Foreign Company	Subsidiary	100%	2 (87)
15.	NIIT Airline Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
16.	NIIT Technologies Philippines	Foreign Company	Subsidiary	100%	2 (87)
17.	**Incessant Technologies. Ltd. UK	Foreign Company	Subsidiary	Refer note below	2 (87)
18.	**Incessant Technologies Pty Ltd. Australia	Foreign Company	Subsidiary	Refer note below	2 (87)
19.	**Incessant Technologies Inc USA	Foreign Company	Subsidiary	Refer note below	2 (87)
20.	**Incessant Technologies Ltd. Ireland	Foreign Company	Subsidiary	Refer note below	2 (87)
21.	***RuleTek INC, USA	Foreign Company	Subsidiary	Refer note below	2 (87)

** The Company has signed a Share Purchase Agreement with ESRI Inc., USA to sell its investment in equity share capital in ESRI India Technologies Limited on April 06, 2019. The transaction shall take place on the date of closing as per the Agreement.*

***Abovementioned Companies are Wholly owned subsidiaries of NIIT Incessant Pvt. Ltd. (erstwhile Incessant Technologies Private Limited). NIIT Technologies Limited holds 90% shares in Incessant.*

**** RuleTek INC., USA was acquired by Incessant Technologies Private Limited on May 29, 2017 which holds 67.5% shares in the Company as on March 31, 2019*

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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	
A. Promoters									
(1) **Indian**									
a. Individual/HUF	2816	0	2816	0.00	2816	0	2816	0.00	0.00
b. Central Govt.									
c. State Govt.									
d. Bodies Corp./ Trust	18845302	0	18845302	30.66	18845302	0	18845302	30.50	-0.16
e. Bank/ FI									
f. Any Other									
Sub-Total- A (1)	**18848118**	**0**	**18848118**	**30.67**	**18848118**	**0**	**18848118**	**30.51**	**-0.16**
(2) **Foreign**									
a. NRI-Individuals									
b. Other Individuals									
c. Body Corporate									
d. Bank/ FI									
e. Any Others									
Sub-total - A (2)									
Total shareholding of Promoters (A)=A(1)+A(2)	**18848118**	**0**	**18848118**	**30.67**	**18848118**	**0**	**18848118**	**30.51**	**-0.16**
B. Public Shareholding									
1. **Institutions**									
a. Mutual Funds	8607980	205	8608185	14.01	8617065	205	8617270	13.95	-0.06
b. Bank/ FI	23351	112	23463	0.04	12542	112	12654	0.02	-0.02
c. Central Govt.	78607	0	78607	0.13	90119	0	90119	0.15	0.02
d. State Govt.									
e. Venture Capital									
f. Insurance Co.	696211	0	696211	1.13	696211	0	696211	1.13	-0.01
g. Foreign Portfolio Investors & Foreign Institutional Investors	25023705	456	25024161	40.72	25091815	456	25092271	40.61	-0.11
h. Foreign Venture Capital Fund									
j. Others- Alternate Investment Fund	0	0	0		586563	0	586563	0.95	0.95
Sub-total - B (1)	**34429854**	**773**	**34430627**	**56.02**	**35094315**	**773**	**35095088**	**56.80**	**0.78**
2. Non- Institution									
a. Body Corp.	2571104	1636	2572740	4.19	2446764	1580	2448344	3.96	-0.22
b. Individual									
i. Individual Shareholder holding nominal share capital upto □ 1 Lakh	3675145	187874	3863019	6.29	3453332	152900	3606232	5.84	-0.45
ii. Individual Shareholder holding nominal share capital in excess of □1 Lakh	1142589	0	1142589	1.86	1032636	0	1032626	1.67	-0.19
c. Others									
(i) NRI (Rep)	272139	36395	308534	0.50	372436	30395	402831	0.65	0.15
(ii) NRI (Non-Rep)	256287	12000	268287	0.44	269987	5000	274987	0.45	0.01
(iii) Foreign National	0	22200	22200	0.04	0	0	0	0	-0.04
(iv) OCB									
(v) Trust	10	0	10	0.00	572	0	572	0.00	0.00
(vi) In Transit									
Sub-Total - (B)(2)	**7917274**	**260105**	**8177379**	**13.31**	**7650793**	**189875**	**7840668**	**12.69**	**-0.62**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**42347128**	**260878**	**42608006**	**69.33**	**42745108**	**190648**	**42935756**	**69.49**	**0.16**
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group									
Public									
Grand Total (A+B+C)	**61195256**	**260878**	**61456124**	**100.00**	**61593226**	**190648**	**61783874**	**100.00**	**0.00**

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 share-holding 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	PIPL BUSINESS ADVISORS AND INVESTMENT PRIVATE LIMITED	21,75,911	3.54	0	0	0	0	-3.54
8	GSPL ADVISORY SERVICES AND INVESTMENT PRIVATE LIMITED	21,75,911	3.54	0	0	0	0	-3.54
9	NIIT Limited	1,44,93,480	23.58	0	1,44,93,480	23.46	0	-0.12
10	THADANI FAMILY TRUST	0	0.00	0	2175911	3.54	0	3.54
11	PAWAR FAMILY TRUST	0	0.00	0	2175911	3.54	0	3.54
	Total	**1,88,48,118**	**30.67**	**0**	**1,88,48,118**	**30.51**	**0**	**-0.16**

1. Pursuant to Scheme of Amalgamation ("Scheme") for transfer and vesting of PIPL Business Advisors and Investment Private Limited ("Amalgamating Company 1") and GSPL Advisory Services and Investment Private Limited ("Amalgamating Company 2") into NIIT Technologies Limited ("Amalgamated Company"/ "Company"), as sanctioned by Hon'ble National Company Law Tribunal, New Delhi Bench vide its Order dated November 12, 2018 read with Order dated November 26, 2018:
   - 21,75,911 equity shares held by Amalgamating Company 1 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 1 i.e Pawar Family Trust.
   - 21,75,911 equity shares held by Amalgamating Company 2 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 2 i.e Thadani Family Trust.

   Accordingly there was no change in the aggregate shareholding of the Company (Promoter/Public), post allotment/cancellation of equity shares.
2. Variation in % is 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	30.67	-	-
	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	30.51	1,88,48,118	30.51

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 (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/end of the year (31-03-19)	% of total shares of the Company	Date (Week ending)	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of the Company
1	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	3765850	6.13	1-Apr-2018				
				27-Apr-2018	-521659	Transfer	3244191	5.28
				4-May-2018	-444191	Transfer	2800000	4.56
				27-Jul-2018	-51755	Transfer	2748245	4.47
				3-Aug-2018	-296400	Transfer	2451845	3.99
				10-Aug-2018	-116845	Transfer	2335000	3.80
				17-Aug-2018	-101500	Transfer	2233500	3.63
				24-Aug-2018	-96000	Transfer	2137500	3.47
				21-Sep-2018	-150864	Transfer	1986636	3.23
				14-Dec-2018	-10000	Transfer	1976636	3.21
		1976636	3.20	31-Mar-2019	-		1976636	3.20
2	GOLDMAN SACHS (SINGAPORE) PTE	1556843	2.53	1-Apr-2018				
				6-Apr-2018	9502	Transfer	1566345	2.55
				13-Apr-2018	80867	Transfer	1647212	2.68
				20-Apr-2018	-55963	Transfer	1591249	2.59
				27-Apr-2018	-50096	Transfer	1541153	2.51
				4-May-2018	-226285	Transfer	1314868	2.14
				11-May-2018	-7724	Transfer	1307144	2.13
				18-May-2018	-1135	Transfer	1306009	2.12
				25-May-2018	33873	Transfer	1339882	2.18
				1-Jun-2018	10103	Transfer	1349985	2.20
				8-Jun-2018	-73239	Transfer	1276746	2.08
				15-Jun-2018	-11952	Transfer	1264794	2.06
				22-Jun-2018	-13660	Transfer	1251134	2.03
				29-Jun-2018	-24150	Transfer	1226984	2.00
				6-Jul-2018	-6973	Transfer	1220011	1.98
				13-Jul-2018	-40913	Transfer	1179098	1.92
				20-Jul-2018	-26010	Transfer	1153088	1.88
				27-Jul-2018	1480	Transfer	1154568	1.88
				3-Aug-2018	2711	Transfer	1157279	1.88
				10-Aug-2018	1139	Transfer	1158418	1.88
				17-Aug-2018	7420	Transfer	1165838	1.90
				24-Aug-2018	4672	Transfer	1170510	1.90
				31-Aug-2018	-2535	Transfer	1167975	1.90
				7-Sep-2018	-48493	Transfer	1119482	1.82
				14-Sep-2018	-20550	Transfer	1098932	1.79
				21-Sep-2018	-15788	Transfer	1083144	1.76
				28-Sep-2018	-86846	Transfer	996298	1.62
				5-Oct-2018	-109819	Transfer	886479	1.44
				12-Oct-2018	-26911	Transfer	859568	1.40
				19-Oct-2018	10481	Transfer	870049	1.41
				26-Oct-2018	56828	Transfer	926877	1.51
				2-Nov-2018	29704	Transfer	956581	1.55
				9-Nov-2018	-231	Transfer	956350	1.55
				16-Nov-2018	4356	Transfer	960706	1.56
				23-Nov-2018	-2153	Transfer	958553	1.56
				30-Nov-2018	-3798	Transfer	954755	1.55
				7-Dec-2018	-11637	Transfer	943118	1.53
				14-Dec-2018	2259	Transfer	945377	1.53
				21-Dec-2018	8972	Transfer	954349	1.55
				31-Dec-2018	272	Transfer	954621	1.55
				18-Jan-2019	21763	Transfer	976384	1.58
				25-Jan-2019	2541	Transfer	978925	1.59
				1-Feb-2019	-9082	Transfer	969843	1.57
				15-Feb-2019	-26529	Transfer	943314	1.53
				22-Feb-2019	-30668	Transfer	912646	1.48
				1-Mar-2019	-34317	Transfer	878329	1.42
				8-Mar-2019	-162778	Transfer	715551	1.16
				15-Mar-2019	-74190	Transfer	641361	1.04
		641361	1.04	31-Mar-2019	-		641361	1.04

3	PEAR TREE POLARIS FOREIGN VALUE SMALL CAP FUND	1420075	2.31	1-Apr-2018				
				11-May-2018	-597500	Transfer	822575	1.34
				8-Jun-2018	279955	Transfer	1102530	1.79
				15-Jun-2018	245	Transfer	1102775	1.79
				31-Aug-2018	-129700	Transfer	973075	1.58
				19-Oct-2018	68700	Transfer	1041775	1.69
				21-Dec-2018	-129100	Transfer	912675	1.48
				11-Jan-2019	-49100	Transfer	863575	1.40
		863575	1.40	31-Mar-2019	-		863575	1.40
4	HDFC SMALL CAP FUND #	592000	0.96	1-Apr-2018				
				18-May-2018	400000	Transfer	992000	1.61
				25-May-2018	150000	Transfer	1142000	1.86
				8-Jun-2018	99681	Transfer	1241681	2.02
				15-Jun-2018	319	Transfer	1242000	2.02
				29-Jun-2018	50000	Transfer	1292000	2.10
				6-Jul-2018	17000	Transfer	1309000	2.13
				5-Oct-2018	73000	Transfer	1382000	2.24
				12-Oct-2018	400000	Transfer	1782000	2.89
				16-Nov-2018	100000	Transfer	1882000	3.05
		1882000	3.05	31-Mar-2019	0		1882000	3.05
5	AKM SYSTEMS PVT LTD	1062840	1.73	1-Apr-2018				
				27-Apr-2018	-6478	Transfer	1056362	1.72
				25-May-2018	-4859	Transfer	1051503	1.71
				6-Jul-2018	-1940	Transfer	1049563	1.71
				7-Dec-2018	-2919	Transfer	1046644	1.70
				8-Feb-2019	-89063	Transfer	957581	1.55
				1-Mar-2019	-58136	Transfer	899445	1.46
				8-Mar-2019	-75301	Transfer	824144	1.33
				15-Mar-2019	-2500	Transfer	821644	1.33
				22-Mar-2019	-57500	Transfer	764144	1.24
		764144	1.24	31-Mar-2018	-		764144	1.24
6	HDFC TRUSTEE HDFC COMPANY LTD - A/C HYBRID EQUITY FUND #	0	0.00	1-Apr-2018				
				8-Jun-2018	824894	Transfer	824894	1.34
				15-Jun-2018	121000	Transfer	945894	1.54
				12-Oct-2018	121800	Transfer	1067694	1.73
				19-Oct-2018	17000	Transfer	1084694	1.76
		1084694	1.76	31-Mar-2019	-		1084694	1.76
7	HDFC TRUSTEE COMPANY LIMITED A/C HDFC BALANCED FUND *	824894	1.34	1-Apr-2018				
				8-Jun-2018	-824894	Transfer	0	0
		0	0.00	31-Mar-2019	-		0	0.00
8	OCEAN DIAL GATEWAY TO INDIA MAURITIUS LIMITED *	800000	1.30	1-Apr-2018				
				13-Apr-2018	-21602	Transfer	778398	1.27
				20-Apr-2018	-11498	Transfer	766900	1.25
				27-Apr-2018	-66900	Transfer	700000	1.14
				8-Jun-2018	-100000	Transfer	600000	0.98
				15-Jun-2018	-50000	Transfer	550000	0.89
				26-Oct-2018	-23487	Transfer	526513	0.86
				2-Nov-2018	-8513	Transfer	518000	0.84
				1-Feb-2019	-8370	Transfer	509630	0.83
				22-Feb-2019	-50750	Transfer	458880	0.74
				1-Mar-2019	-73880	Transfer	385000	0.62
				8-Mar-2019	-47000	Transfer	338000	0.55
				15-Mar-2019	-20000	Transfer	318000	0.51
		318000	0.51	31-Mar-2019	-		318000	0.51
9	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC #	113712	0.19	1-Apr-2018				
				6-Apr-2018	85981	Transfer	199693	0.32
				15-Jun-2018	212554	Transfer	412247	0.67
				22-Jun-2018	119197	Transfer	531444	0.86
				11-Jan-2019	56145	Transfer	587589	0.95
				1-Feb-2019	126026	Transfer	713615	1.16
		713615	1.16	31-Mar-2019			713615	1.16
10	LIFE INSURANCE CORPORATION OF INDIA	662461	1.08	1-Apr-2018				
					Nil Movement during the year			
		662461	1.07	31-Mar-2019	-		662461	1.07
11	STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL *	523420	0.85	1-Apr-2018				
				6-Apr-2018	46436	Transfer	569856	0.93
				20-Apr-2018	61105	Transfer	630961	1.03
				27-Apr-2018	-197049	Transfer	433912	0.71
				4-May-2018	-29970	Transfer	403942	0.66
				11-May-2018	-29970	Transfer	373972	0.61
				8-Jun-2018	-24599	Transfer	349373	0.57
				15-Jun-2018	5547	Transfer	354920	0.58
				6-Jul-2018	-12665	Transfer	342255	0.56

				27-Jul-2018	1799	Transfer	344054	0.56
				3-Aug-2018	32367	Transfer	376421	0.61
				10-Aug-2018	6876	Transfer	383297	0.62
				17-Aug-2018	18890	Transfer	402187	0.65
				24-Aug-2018	12780	Transfer	414967	0.67
				31-Aug-2018	51310	Transfer	466277	0.76
				7-Sep-2018	17213	Transfer	483490	0.79
				14-Sep-2018	93300	Transfer	576790	0.94
				21-Sep-2018	23412	Transfer	600202	0.97
				28-Sep-2018	10928	Transfer	611130	0.99
				5-Oct-2018	3668	Transfer	614798	1.00
				12-Oct-2018	-9364	Transfer	605434	0.98
				19-Oct-2018	-65234	Transfer	540200	0.88
				30-Nov-2018	14627	Transfer	554827	0.90
				11-Jan-2019	7463	Transfer	562290	0.91
				18-Jan-2019	55943	Transfer	618233	1.00
				25-Jan-2019	68350	Transfer	686583	1.11
				1-Feb-2019	46780	Transfer	733363	1.19
				15-Feb-2019	32840	Transfer	766203	1.24
				1-Mar-2019	48459	Transfer	814662	1.32
				15-Mar-2019	24950	Transfer	839612	1.36
		839612	1.36	31-Mar-2019	-		839612	1.36
12	UTI-DIVIDEND YIELD FUND	783000	1.27	1-Apr-2018				
				14-Dec-2018	-36000	Transfer	747000	1.21
				21-Dec-2018	-27000	Transfer	720000	1.17
				8-Feb-2019	-27000	Transfer	693000	1.12
		693000	1.12	31-Mar-2019	-		693000	1.12
13	MATTHEWS INDIA FUND #	0	0.00	1-Apr-2018				
				2-Nov-2018	44539	Transfer	44539	0.07
				9-Nov-2018	458222	Transfer	502761	0.82
				16-Nov-2018	2699	Transfer	505460	0.82
				21-Dec-2018	141878	Transfer	647338	1.05
				28-Dec-2018	150214	Transfer	797552	1.29
				11-Jan-2019	89000	Transfer	886552	1.44
				25-Jan-2019	113650	Transfer	1000202	1.62
		1000202	1.62	31-Mar-2019	-		1000202	1.62
14	LSV EMERGING MARKETS EQUITY FUND LP *	728500	1.19	1-Apr-2018				
				1-Jun-2018	-109100	Transfer	619400	1.01
				10-Aug-2018	-96900	Transfer	522500	0.85
				9-Nov-2018	-128599	Transfer	393901	0.64
				16-Nov-2018	-97701	Transfer	296200	0.48
		296200	0.48	31-Mar-2019	-		296200	0.48
15	DB INTERNATIONAL (ASIA) LTD *	706060	1.15	1-Apr-2018				
				6-Apr-2018	4975	Transfer	711035	1.16
				13-Apr-2018	1198	Transfer	712233	1.16
				27-Apr-2018	-1449	Transfer	710784	1.16
				4-May-2018	-79189	Transfer	631595	1.03
				1-Jun-2018	-20087	Transfer	611508	0.99
				15-Jun-2018	-6878	Transfer	604630	0.98
				29-Jun-2018	-5309	Transfer	599321	0.97
				13-Jul-2018	-7306	Transfer	592015	0.96
				3-Aug-2018	-7225	Transfer	584790	0.95
				10-Aug-2018	-3681	Transfer	581109	0.94
				24-Aug-2018	15814	Transfer	596923	0.97
				31-Aug-2018	-20269	Transfer	576654	0.94
				28-Sep-2018	-6373	Transfer	570281	0.93
				5-Oct-2018	-33499	Transfer	536782	0.87
				12-Oct-2018	-22864	Transfer	513918	0.83
				19-Oct-2018	-22302	Transfer	491616	0.80
				26-Oct-2018	-62726	Transfer	428890	0.70
				2-Nov-2018	-37891	Transfer	390999	0.63
				16-Nov-2018	-24282	Transfer	366717	0.60
				23-Nov-2018	-12082	Transfer	354635	0.58
				30-Nov-2018	-8168	Transfer	346467	0.56
				7-Dec-2018	-60936	Transfer	285531	0.46
				14-Dec-2018	-3492	Transfer	282039	0.46
				11-Jan-2019	-19904	Transfer	262135	0.42
				18-Jan-2019	-4521	Transfer	257614	0.42
				25-Jan-2019	-19145	Transfer	238469	0.39
				1-Feb-2019	13524	Transfer	251993	0.41
				15-Feb-2019	-8630	Transfer	243363	0.39
				22-Feb-2019	-8618	Transfer	234745	0.38
				1-Mar-2019	-14140	Transfer	220605	0.36
				8-Mar-2019	-4949	Transfer	215656	0.35
				15-Mar-2019	-19763	Transfer	195893	0.32
				22-Mar-2019	-195846	Transfer	47	0.00
		47	0.00	31-Mar-2019	-		47	0.00

16	SOCIETE GENERALE #	30842	0.05	1-Apr-2018				
				6-Apr-2018	33353	Transfer	64195	0.10
				13-Apr-2018	26227	Transfer	90422	0.15
				20-Apr-2018	32949	Transfer	123371	0.20
				27-Apr-2018	14580	Transfer	137951	0.22
				4-May-2018	973	Transfer	138924	0.23
				11-May-2018	41431	Transfer	180355	0.29
				18-May-2018	8927	Transfer	189282	0.31
				25-May-2018	-704	Transfer	188578	0.31
				1-Jun-2018	26054	Transfer	214632	0.35
				8-Jun-2018	-107377	Transfer	107255	0.17
				15-Jun-2018	-5342	Transfer	101913	0.17
				22-Jun-2018	-8842	Transfer	93071	0.15
				27-Jul-2018	27788	Transfer	120859	0.20
				3-Aug-2018	6380	Transfer	127239	0.21
				10-Aug-2018	15799	Transfer	143038	0.23
				17-Aug-2018	24178	Transfer	167216	0.27
				24-Aug-2018	25112	Transfer	192328	0.31
				31-Aug-2018	38951	Transfer	231279	0.38
				7-Sep-2018	78821	Transfer	310100	0.50
				14-Sep-2018	36676	Transfer	346776	0.56
				21-Sep-2018	30899	Transfer	377675	0.61
				5-Oct-2018	44188	Transfer	421863	0.69
				12-Oct-2018	102248	Transfer	524111	0.85
				19-Oct-2018	117033	Transfer	641144	1.04
				26-Oct-2018	477798	Transfer	1118942	1.82
				2-Nov-2018	261262	Transfer	1380204	2.24
				9-Nov-2018	18919	Transfer	1399123	2.27
				16-Nov-2018	-30175	Transfer	1368948	2.22
				23-Nov-2018	-90366	Transfer	1278582	2.08
				30-Nov-2018	-63579	Transfer	1215003	1.97
				7-Dec-2018	-16095	Transfer	1198908	1.95
				14-Dec-2018	-40418	Transfer	1158490	1.88
				21-Dec-2018	-91437	Transfer	1067053	1.73
				28-Dec-2018	-10177	Transfer	1056876	1.71
				31-Dec-2018	-2508	Transfer	1054368	1.71
				4-Jan-2019	7054	Transfer	1061422	1.72
				10-Jan-2019	-12176	Transfer	1049246	1.70
				18-Jan-2019	-53536	Transfer	995710	1.61
				25-Jan-2019	28632	Transfer	1024342	1.66
				1-Feb-2019	-57592	Transfer	966750	1.57
				8-Feb-2019	-8999	Transfer	957751	1.55
				15-Feb-2019	-37696	Transfer	920055	1.49
				22-Feb-2019	-30989	Transfer	889066	1.44
				1-Mar-2019	-19956	Transfer	869110	1.41
				8-Mar-2019	-48805	Transfer	820305	1.33
				15-Mar-2019	-27937	Transfer	792368	1.28
				22-Mar-2019	-38224	Transfer	754144	1.22
				29-Mar-2019	-42084	Transfer	712060	1.15
		712060	1.15	31-Mar-2019			712060	1.15
17	AJO EMERGING MARKETS ALL-CAP MASTER FUND, LTD. *	873585	1.42	1-Apr-2018				
				6-Apr-2018	-252581	Transfer	621004	1.01
				27-Apr-2018	-59983	Transfer	561021	0.91
				4-May-2018	-361591	Transfer	199430	0.32
				11-May-2018	-151910	Transfer	47520	0.08
				6-Jul-2018	-822	Transfer	46698	0.08
				13-Jul-2018	190537	Transfer	237235	0.39
				20-Jul-2018	25781	Transfer	263016	0.43
				27-Jul-2018	135580	Transfer	398596	0.65
				14-Sep-2018	-25663	Transfer	372933	0.61
				28-Sep-2018	-204801	Transfer	168132	0.27
				12-Oct-2018	-168132	Transfer	0	0.00
				2-Nov-2018	46077	Transfer	46077	0.07
		46077	0.07	31-Mar-2019	-		46077	0.07

* Ceased to be in the list of Top 10 shareholders as on 31-03-2019. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2018

\# Not in the list of Top 10 shareholders as on 01-04-2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2019.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/end of the year (31-03-19)	% of total shares of the Company	Date (Week ending)	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of the Company
1	Mr. Rajendra Singh Pawar (Jointly with Neeti Pawar)	100	0.00	1-Apr-2018				
					Nil Movement during the year			
		100	0.00	31-Mar-2019	-		100	0.00
2	R.S.Pawar HUF	759	0.00	1-Apr-2018				
					Nil Movement during the year			
		759	0.00	31-Mar-2019	-		759	0.00
3	Mr. Arvind Thakur	612773	1.00	1-Apr-2018				
					Nil Movement during the year			
		612773	1.00	31-Mar-2019			612773	1.00
4	Mr. Vijay Kumar Thadani (Jointly with Renuka Vijay Thadani)	100	0.00	1-Apr-2018				
					Nil Movement during the year			
		100	0.00	31-Mar-2019	-		100	0.00
5	V.K.Thadani HUF	759	0.00	1-Apr-2018				
					Nil Movement during the year			
		759	0.00	31-Mar-2019	-		759	0.00
6	Mr. Amit Sharma (Jointly with Malavika Sharma)	55705	0.09	1-Apr-2018				
					Nil Movement during the year			
		55705	0.09	31-Mar-2019	-		55705	0.09
7	Mr. Lalit Kumar Sharma	0	0.00	1-Apr-2018				
					Nil Movement during the year			
		0	0.00	31-Mar-2019	-		0	0.00
8	Mr. Amit Kumar Garg*	7000	0.01	1-Apr-2018				
				25-May-2018	7000	ESOP	14000	0.02
				19-Oct-2018	-10000	ESOP	4000	0.01
				30-Nov-2018	18000	ESOP	22000	0.04
		22000	0.04	31-Mar-2019	-		22000	0.04
9	Mr. Sudhir Singh	0	0.00	1-Apr-2018				
				08-Feb-2019	78000	ESOP	78000	0.13
		78000	0.13	31-Mar-2019	-		78000	0.13
10	Mr. Sanjay Mal**	0	0.00	1- Apr-2018				
					Nil Movement during the year			
		0	0.00	31- Mar- 2019			0	0.00

Notes:

*Mr. Amit Kumar Garg resigned as Chief Financial Officer w.e.f. July 27, 2018

**Mr. Sanjay Mal has been appointed as Chief Financial Officer of the Company w.e.f. July 28, 2018.

V. INDEBTEDNESS

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

Amount (in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness As on 31.03.2019
Indebtedness at the beginning of the financial year 01.04.2018				
i) Principal Amount	108,328,948.79	--	--	120,005,653.00
ii)Interest due but not paid		--	--	
iii) Interest accrued but not Due		--	--	
Total (i+ii+iii)		**--**	**--**	**120,005,653.00**
Change in Indebtedness during the financial year				
• Addition	601,23,022.00	--	--	2,706,066.00
• Reduction	48,446,318.42	--	--	55,112,317.00
Net Change	**11,676,703.58**	**--**	**--**	**-52,406,251.00**
Indebtedness at the end of the financial year				
i)Principal Amount	120,005,652.37	--	--	67,599,402.00
ii)Interest due but not paid		--	--	
iii)Interest accrued but not due		--	--	
Total (i+ii+iii)	**120,005,652.37**	**--**	**--**	**67,599,402.00**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
Sl. No.	**Particulars of Remuneration**	**Name of MD/WTD/ Manager**		**Total Amount (in Rs.)**
		Mr. Rajendra S Pawar, Chairman	**Mr. Arvind Thakur, Vice Chairman & Managing Director**	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,624,571	37,702,698	68,327,269
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,338,196	1,275,457	2,613,653
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			-
2.	Stock Option		31,418,600	31,418,600
3.	Sweat Equity			-
4.	Commission			-
	- as % of profit			-
	- others, specify...			-
5.	Others, please specify			-
	Total (A)	**31,962,767**	**70,396,755**	**102,359,522**
	Ceiling as per the Act			419,599,102

B. REMUNERATION TO OTHER DIRECTORS:							
Sl. no.	**Particulars of Remuneration**	**Name of Directors**					**Total Amount (in Rs.)**
		Vijay Kumar Thadani	**Surendra Singh**	**Amit Sharma**	**Ashwani Puri**	**Holly J Morris**	
	Independent Directors						
	□ Fee for attending board committee meetings	1,480,000	1,160,000	1,400,000	1,260,000	283,700	5,583,700
	□ Commission	1,200,000	1,200,000	1,300,000	1,250,000	2,266,995	7,216,995
	□ Others, please specify						
	Total (1)	**2,680,000**	**2,360,000**	**2,700,000**	**2,510,000**	**2,550,695**	**12,800,695**
	Other Non-Executive Directors						
	□ Fee for attending board committee meetings						-
	□ Commission						-
	□ Others, please specify						
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	**2,680,000**	**2,360,000**	**2,700,000**	**2,510,000**	**2,550,695**	**12,800,695**
	Total Managerial Remuneration						**115,160,217**

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

Sl. no.	**Particulars of Remuneration**	**Key Managerial Personnel**			
		CEO	**Company Secretary**	**CFO**	**Total Amount (in Rs.)**
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	97,347,155	5,276,368	12,362,051	114,985,574
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	32,400	98,795	131,195
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				-
2	Stock Option	85,893,600		18,604,750	104,498,350
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify...				-
5	Others, please specify				-
	Total	**183,240,755**	**5,308,768**	**31,065,596**	**219,615,119**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.

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ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

ANNEXURE - B

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.	The Company's Values & Beliefs statement is to ensure that in any association with society, society benefits substantially more than what society gives to us and what society would gain from any other similar association. The policy spells out Company's philosophy towards its social responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of CSR. As part of its CSR initiatives, the Company continued its CSR drive around education, employability, infrastructure, local initiatives and engagement.
2. The Composition of the CSR Committee.	1. Mr. Amit Sharma (Independent Director)- Member 2. Mr. Ashwani Puri (Independent Director)- Member 3. Mr. Arvind Thakur (Executive Director)- Member
3. Average net profit of the company for last three financial years	**INR 1910 Mn**
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	**INR 38.20 Mn**
5. Details of CSR spent during the financial year.	
(a) Total amount to be spent for the financial year;	**INR 49.55 Mn**
(b) Amount unspent, if any;	NIL
(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	Scholarship to students	Education	(1) Local area or other	Other		(1) Direct expenditure on projects or programs	**43,486,955**		Direct
			(2) Specify the State and district where projects or programs was undertaken	Neemrana, Haryana		(2) Overheads			
2	1. Contribution towards SHIKSHA, Dankaur Village, Greater Noida, SHIKSHA, Madanpur Khadar, Delhi and SHIKSHA BHANGEL, providing IT and employability training to the unprivileged students in and around Dankaur Village. 2. Providing infrastructure support to nearby government schools eg. Jaganpura Primary Govt. School, MAITREEY PREKSHA SEVA MISSION, Welfare Centre for Persons with Speech and Hearing Impairment in Gurugram. Oxus Valley School in Kaushambi 3. SITA ODC sponsored a teaching drive at Jaganpur Primary Govt School near Greater Noida campus. 4. The Company also took step towards Donation drive, Diwali and Christmas Celebration at nearby schools and orphanages, education trips, sports day and other events 5. Promotion of education	Education	(1) Local area or other	Local (since the Company is present at following location: Greater Noida Campus, H-7 Sector 63, Noida and Sector 126 Noida		(1) Direct expenditure on projects or programs	**6,066,871**		Direct
			(2) Specify the State and district where projects or programs was undertaken	Gautam Budh Nagar, UP, Kolkata, West Bengal, New Delhi		(2) Overheads			
	Total Amount (in Rs.)				-		**49,553,826**		

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.	NA
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

ANNEXURE - C

DIVIDEND DISTRIBUTION POLICY

1.0 PREAMBLE:

1.1 This Policy (hereinafter referred to as “Policy”) shall be called “The Dividend Distribution Policy” of the NIIT Technologies Limited (hereinafter referred to as the ‘Company’).

1.2 The Policy has been framed specifically in compliance with the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulation”

1.3 Regulation 43A of Listing Regulations mandates top 500 Listed Company on their market capitalization as calculated on the 31st day of March of every year, to frame a policy for distribution of dividend.

1.4 This policy aims at laying down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to shareholders and/or retention or plough back of its profits.

1.5 The Board of Directors may in extra-ordinary circumstances, deviate from the parameters listed in this Policy.

2.0 POLICY

2.1 The dividend distribution shall be in accordance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legislations governing dividends and the Articles of Association of the Company, as in force and as amended from time to time.

a. The circumstances under which the shareholders may or may not expect dividend;

The Board shall determine the dividend for a particular period after taking into consideration the financial performance of the Company, the advice of executive management, and other parameters described in this policy.

The Company shall comply with the relevant statutory requirements that are applicable to the Company in declaring dividend or retained earnings unless the Company is restrained to declare the dividend in unexpected circumstances.

b. The financial internal /external factors that shall be considered by the Board before making any recommendations for a dividend include, but are not limited to:

- Current year profits and outlook in line with the development of internal and external environment.
- Operating cash flows and treasury position keeping in view the total debt to equity ratio.
- Possibilities of alternate usage of cash, e.g. capital expenditure etc., with potential to create greater value for shareholders.
- Providing for unforeseen events and contingencies with financial implications.
- Dividend payout ratio and dividend yield.
- Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates, or the business of the Company or its clients;
- Any political, tax and regulatory changes in the geographies in which the Company operates;
- Any significant change in the business or technological environment resulting in the Company making significant investments to effect the necessary changes to its business model;
- Any changes in the competitive environment requiring significant investment.

c. Policy as to how the retained earnings shall be utilized.

The consolidated profits earned by the Company can either be retained in the business or used for various purposes as outlined in applicable laws or it can be distributed to the shareholders.

d. Provisions in regard to various classes of shares.

Currently, the Company has only one class of shares, namely, Equity Shares. The provisions of this Policy shall apply to all classes of shares in future, if any.

2.3 Any approved Dividend shall be paid out of the profits of the Company for that year or out of the profits of the Company for any previous year or years arrived at after providing for depreciation for the year and previous years as per the law; or out of both; or out of any other funds as may be permitted by law. Interim dividend when approved shall be paid during any financial year out of the surplus in the profit and loss account and out of the profits of the financial year in which such interim dividend is declared; or out of any other funds as may be permitted by law.

2.4 The Board may declare interim dividend(s) as and when they consider it fit, and recommend final dividend to the shareholders for their approval in the general meeting of the Company.

In case the Board proposes not to distribute the profit; the grounds thereof and information on utilization of the undistributed profit, if any, shall be disclosed to the shareholders in the Annual Report of the Company.

3.0 DISCLOSURE

This Policy on dividend distribution shall be disclosed in the Annual Report and shall also be uploaded on the website of the Company.

4.0 REVISION

This Policy can be changed, modified or abrogated at any time by the Board of Directors of the Company in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by the relevant statutory authorities, from time to time.

In case of any subsequent changes in the provisions of the Listing Regulations or any other regulations which make any of the provisions in the Policy inconsistent with such regulations, then the provisions of such regulations would prevail over the Policy.

Any revision to the Policy should be initiated by the CFO and approved by the Board.

ANNEXURE - D

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 FY19 (Rs. In Mn)	Remuneration in FY18 (Rs. In Mn)	% increase in Remuneration in FY19 over FY18	Ratio of Remuneration to Median Remuneration of NIITians	Median remuneration of NIITians
Mr. Rajendra S Pawar	Chairman	39.29	33.50	17.3%	46	0.86
Mr. Arvind Thakur	Vice Chairman & Managing Director	79.50	42.04	89.1%	93	0.86

Remuneration paid to Non-Executive Directors

Name	Title	Remuneration in FY19 (Rs. In Mn)	Remuneration in FY18 (Rs. In Mn)	% increase in Remuneration in FY19 over FY18	Ratio of Remuneration to Median Remuneration of NIITians	Median remuneration of NIITians
Mr. Vijay Kumar Thadani	Non-Executive Director	2.68	2.52	6.3%	3.1	0.86
Mr. Surendra Singh**	Independent Director	2.36	2.48	-4.8%	2.7	0.86
Mr. Amit Sharma	Independent Director	2.70	2.64	2.3%	3.1	0.86
Mr. Ashwani Puri	Independent Director	2.51	2.51	0.0%	2.9	0.86
Ms. Holly Jane Morris	Independent Director	2.55	2.28	11.8%	3.0	0.86

**Note : Decrease in the remuneration is due to to change in no. of meeting attended during the year.

Remuneration paid to Non- Director KMPs

Name	Non Director KMP- Title	Remuneration in FY19 (Rs. In Mn)	Remuneration in FY18 (Rs. In Mn)	% increase in Remuneration in FY19 over FY18
Mr. Sudhir Singh	Chief Executive Officer	60.72	55.37	9.66%
Mr. Amit Kumar Garg*	Chief Financial Officer	15.23	15.23	0.00%
Mr. Sanjay Mal#	Chief Financial Officer	16.81	NA	NA
Mr. Lalit Kumar Sharma	Company Secretary & Legal Counsel	6.69	6.09	9.85%

* Mr. Amit Kumar Garg served as Chief Financial Officer till 27th July 2018

#Mr. Sanjay Mal has been appointed as Chief Financial Officer w.e.f 28th July 2018

The annualized compensation details of Non Director KMP as on March 31, 2019 and as on March 31, 2018 has been considered for the above disclosure.

The percentage increase in the median remuneration of employees in the financial year FY19 over FY18 : 4%

The number of permanent employees on the rolls of company as on March 31, 2019 : 7523

The total increase in the aggregate remuneration of the Executive Directors and the other KMPs was 45%

The increase in the aggregate salary of the other employees of the company was 5.8%. The Nomination & Remuneration committee of the company discussed the market data of similar sized IT services companies in India and was apprised of the Compensation surveys of Mercer and Aon Hewitt for the year 2018-19.

The remuneration paid during the year FY19 was in line with the Remuneration Policy of the company.

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ANNEXURE - E

Amount in INR

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT 2013, READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES

S. No.	Name of the subsidiary	Reporting currency	Exchange 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 Limited, Thailand	THB	2.18	32,766,000	473,064,686	693,706,920	187,876,233	-	830,870,387	62,044,468	12,771,870	49,272,598	-	100%	Thailand
2	NIIT Technologies Pte Ltd, Singapore	SGD	50.71	842,541,539	291,134,738	1,309,801,518	176,125,241	831,688,192	565,983,090	48,888,670	9,541,388	39,347,283	-	100%	Singapore
3	NIIT Technologies Pty Limited, Australia	AUD	49.16	801,427,353	(475,096,312)	431,106,309	104,775,269	-	578,649,947	45,972,013	-	45,972,013	-	100%	Australia
4	NIIT Technologies FZ LLC, Dubai	AED	18.86	94,324,500	70,001,305	452,691,592	288,365,786	-	992,666,492	41,234,276	-	41,234,276	-	100%	Dubai
5	NIIT Technologies Phillipines Inc, Phillipines	PHP	1.32	1,315,058	45,671,896	49,115,248	2,128,293	-	9,691,297	700,974	174,588	526,385	-	100%	Philippines
6	NIIT Technologies Brazil Ltda, Brazil*	BRL	17.66	-	-	-	-	-	-	(1,521,050)	-	(1,521,050)	-	100%	Brazil
7	NIIT Technologies Inc., USA	USD	69.28	196,612,501	1,746,877,895	3,656,687,313	1,713,196,917	-	16,299,766,398	475,395,346	108,454,349	366,940,997	-	100%	USA
8	NIIT Media Technologies LLC, USA*	USD	69.28	-	-	-	-	-	325,351,814	(39,325,452)	-	(39,325,452)	-	60%	USA
9	NIIT Technologies Ltd, UK	GBP	90.36	296,058,927	1,934,824,495	3,366,626,708	1,135,743,309	1,530,117,495	5,663,661,347	500,320,102	46,589,319	453,730,783	-	100%	UK
10	NIIT Technologies BV, Netherlands	EUR	77.74	1,411,035	87,683,501	117,972,520	28,877,984	-	169,861,314	11,235,652	2,254,578	8,981,074	-	100%	Netherland
11	NIIT Technologies GmbH, Germany	EUR	77.74	41,815,647	73,389,842	226,146,588	110,941,132	-	522,629,405	18,667,524	5,873,534	12,793,990	-	100%	Germany
12	NIIT Insurance Technologies Limited, UK	GBP	90.36	1,134,654	607,696,059	1,176,527,431	567,696,717	-	1,923,034,802	422,165,400	76,405,959	345,759,441	-	100%	UK
13	NIIT Airline Technologies GmbH, Germany	EUR	77.74	77,738,700	106,314,645	236,676,060	52,622,714	-	133,527,972	35,678,303	11,216,163	24,462,140	-	100%	Germany
14	NIIT Technologies S.A., Spain	EUR	77.74	15,462,227	87,305,224	273,345,206	170,577,754	-	879,406,606	21,157,520	9,352,743	11,804,777	-	100%	Spain
15	ESRI India Technologies Limited	INR	1.00	10,000,700	809,365,377	1,176,170,063	356,803,986	230,951,271	1,361,030,699	308,485,994	60,499,644	247,986,350	-	88.99%	India
16	NIIT Technologies Services Limited	INR	1.00	50,000,000	(20,100,177)	30,079,052	179,229	-	-	957,301	204,114	753,187	-	100%	India
17	NIIT SmartServe Limited	INR	1.00	500,000,000	181,720,397	747,748,693	66,028,296	468,144,742	624,595,758	118,321,167	38,105,602	80,215,565	-	100%	India
18	NIIT Incessant Private Limited (erstwhile Incessant Technologies Private Limited)	INR	1.00	8,095,262	1,197,304,131	1,732,382,856	526,983,463	1,190,003,625	1,151,487,218	705,718,212	156,504,894	549,213,318	-	90%	India
19	Incessant Technologies Australia Pty Ltd	AUD	49.16	4,916	227,442,863	578,670,989	351,223,220	-	1,406,755,274	96,808,981	29,042,679	67,766,302	-	90%	Australia
20	Incessant Technologies UK Ltd	GBP	90.36	90,360	432,537,678	694,836,370	262,208,332	-	1,871,826,807	391,862,170	74,625,500	317,236,670	-	90%	UK
21	Incessant Technologies NA Inc	USD	69.28	-	86,420,662	153,255,640	66,834,977	-	499,055,582	17,405,056	(1,092,982)	18,498,038	-	90%	US
22	Ruletek Inc	USD	69.28	6,928	523,676,770	573,676,600	49,992,901	-	1,062,102,303	408,610,161	112,241,179	296,368,912	-	67.50%	US
23	Incessant Technologies Ireland	USD	69.28	-	(283,638)	-	283,638	-	-	-	-	-	-	90.00%	Ireland

*Note: NIIT Media Technologies LLC, USA & NIIT Technologies Brazil Ltda were closed during the year.

ANNEXURE - F

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, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis **NOT APPLICABLE**

Point no 1 of Form No . AOC -2 is not Applicable

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

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis **NOT APPLICABLE**

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

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

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

(e) Date(s) of approval by the Board, if any:

(f) Amount paid as advances, if any:

NOTE: The above disclosure on material trasanctions is based on the principle that transactions with the Wholly owned subsidiaries are exempt from Section 188(1) of the Companies Act, 2013.

ANNEXURE -G

RANJEET PANDEY & ASSOCIATES
Company Secretaries

SECRETARIAL AUDIT REPORT
For the financial year ended on 31st March, 2019

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

SECRETARIAL AUDIT REPORT
For the financial year ended on 31st March, 2019

To,
The Members,
NIIT Technologies Limited,
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,Kalkaji,
New Delhi-110019

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 our opinion thereon.

Based on our verification of **NIIT Technologies Limited's** 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, 2019 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 the Company for the financial year ended on 31st March, 2019, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made there under;
ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
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, 2015;

A-62, Basement, Defence Colony,
New Delhi-110024

Tel:- 011-46074119, +91-9810558049
Email- rpa@rpalegal.com; cs.ranjeet@gmail.com

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
e) 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.

vi) Foreign Trade Policy of the Government of India **(the law, which is applicable specifically to the Company, being 100% EOU under Software Technology Park Scheme)** to the extent of the following:

a. Obtaining Letter of Approval (LOA) for setting up 100% EOU under Software Technology Park (STP);
b. Obtaining License for setting up Private Custom Bonded Warehouse;
c. Submission of Monthly Progress Report;
d. Submission of Annual Progress Report.

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

i) Secretarial Standards issued by the Institute of Company Secretaries of India;
ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and 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 has been given to all directors to schedule the Board Meetings during the financial year under review, agenda and detailed notes on agenda were sent properly before the scheduled meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions have been carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the financial year under review.

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 further report that, during the audit period, the Company has:

(i) Allotted shares under Employee Stock Option Plan to its employees and officers of the Company and necessary compliances of the Act was made;
(ii) Obtained the approval of Hon'ble National Company Law Tribunal for the scheme of amalgamation between PIPL Business Advisors and Investment Private Limited and GSPL Advisory and Investment Private Limited with the Company.

FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES

Place: NEW DELHI
Date: 01/05/2019

CS RANJEET PANDEY
FCS- 5922, CP No.- 6087

Management Discussion and Analysis

Management Discussion and Analysis of Performance: FY 2019

(of consolidated performance, unless otherwise stated)

Review of the macro-economic environment and industry trends

The IMF in its latest World Economic Outlook has estimated that global economic growth might moderate in the near term but pick up again thereafter. Global growth is now projected by the IMF to be 3.3% in the calendar year 2019 (compared to 3.6% in 2018), before returning to 3.6% in the year 2020. This reflects some loss of momentum in Europe, including the UK which is facing uncertainties around Brexit, and slower growth in China. The US economy however, is expected to continue to do well and expand at a healthy rate of 2.3% in 2019. The Indian economy is projected to be among the faster growing economies, with the IMF estimating a growth of 7.3% during 2019.

NIIT Technologies focuses on three specific industries. Within each of these three industries it specializes further in particular sub-segments.

Within the BFS industry the firm focuses on the Buy Side of the Capital Markets particularly Trust Management Operations, Wealth Management, Institutional Fund Management and HNW operations. While the BFS industry has seen strains in tech spends the Buy Side has been insulated largely because of the influx of innovation dollars in this space to counter fintech disruptors particularly in the wealth management space.

In Insurance the firm operates across Property and Casualty, Life and Insurance and Specialty Insurance. This sector was late to jump onto the digital bandwagon but it has recently seen an uptick in Digital spends over the last few years.

In the Travel and Transportation industries the key theme has centered around technology spend no longer being regarded as being discretionary spend. This has been particularly true of the airline industry which has focused on digital channels as a rich source of ancillary revenue generation. The usage of IoT in baggage management, VR in cargo handling and biometrics in constructing a seamless travel experience is bringing further disruption to this space.

Review of the Indian IT Services industry's performance and outlook

As per NASSCOM estimates India's IT-BPM export revenues is likely to have expanded by 8.3% in FY2019 over the previous year to US$ 136 billion. Much of this growth is being driven by emerging technologies, including Digital services.

The Indian IT industry's ability to deliver sustained and profitable growth in the face of significant shifts in both the technology and demand landscape is to a large extent due to the industry's willingness to embrace change and adapt to evolving industry and technology trends. The talent, skills, and delivery capabilities that industry players have been able to build over the years is expected to result in continued profitable growth for the sector going forward.

Industry players such as NIIT Technologies that are specialized in specific industry verticals and have been making investments in emerging technologies over a sustained period of time are likely to be better prepared to meet the challenges generated by the shifts in customer expectations and technology trends.

NIIT Technologies: Transforming (client businesses) at the intersect with emerging (post digital) technologies

NIIT Technologies endeavors to drive robust, predictable, profitable growth of its business. The core strategy of the firm to drive growth and differentiation has been called out as "**transform at the intersect.**" As part of this strategy the firm actively engages with and invests in emerging technologies. This is done in order to drive real business transformation for clients across its three verticals by using these digital and post-digital technologies.

The firm looks at a plethora of options including the 3 P's – platforms, partnerships and products to drive its business goals.

The Company aims to build strong capabilities in emerging technologies and lead industry transformation in the Insurance, Travel & Transport, and BFS sectors. Towards that end, NIIT Technologies continues to look at corralling its existing strengths and capabilities, create new points of view and new proofs of concept for these intersects, and expand its partner ecosystem.

Core horizontal capabilities that the firm has invested in, and holds specialization in include Cloud Technologies, Data and Analytics, full spectrum automation, Cognitive technologies and digital integration.

Leadership augmentation

The Company has under an aggressive leadership augmentation plan inducted additional new leaders drawn essentially from Tier-1 players in the industry over the last four quarters. These new leaders come with deep domain/tech experience and almost all of them are based in the markets (including the CEO, who is based in the US), reflecting the changing nature of market dynamics and customer expectations. The additions have been effected at the CEO-1, CEO-2 and CEO-3 levels. The firm has hired new Business Heads, Sales Leaders, Client Partners, Consulting Leaders and Tech Capability leaders during this period. These actions have yielded visible results, evidenced in a significant uptick in deal win rates, new client acquisitions, order bookings, and order intake across each of the financial quarters.

Strengthening capabilities to drive growth

NIIT Technologies has been an early mover in the field of Digital Services and other new technologies, making significant investments in capability development. It has had considerable success in creating transformation through Data Services, Cloudification/API-fication, Cognitive technologies, core Digital services, and Automation, and undertaking well-considered inorganic initiatives in order to capitalize upon the opportunities arising from disruptions and discontinuities in the technology and demand landscape. Key among the most recent such initiatives has been the move to make a strategic investment in WHISHWORKS IT Consulting Private Limited, a MuleSoft® and Big Data specialist. WHISHWORKS is an IT services and consulting company specializing in MuleSoft and Big Data technologies. In April 2019, NIIT Technologies signed a definitive agreement to acquire a 53% stake initially, with the remaining equity to be acquired over the next two years through pay-outs linked to financial performance. The transaction closure is subject to fulfillment of certain government/regulatory approvals.

The Company has also been investing in re-skilling its human resources to keep pace with emerging technologies and to create an innovation-led service culture aimed at delivering exceptional value.

Strategic partnerships and alliances complement the Company's inorganic initiatives and form a key component in its growth strategy. These enable the Company to more effectively support the change-and-run initiatives of its customers using state-of-the-art technologies.

The Company also continues to build up its capabilities in the areas of Blockchain, IoT, and DevOps, while leveraging advanced technologies like Automation, Robotics, Analytics, Artificial Intelligence (AI) and machine learning to deliver 'Smart IT' solutions that enable business agility, self-enablement, and superior experiences.

Divesting non-core business

The Company signed a definitive agreement in April 2019 to sell its entire 88.99% stake in ESRI India Technologies Ltd (which formed the Company's GIS business) to focus on its core verticals, technologies and global markets. ESRI India for the year ended March 31, 2019 contributed INR 1,214 Mn (3%) to Revenue and INR 308 Mn (5.5%) to profit before tax. Accordingly, Company does not consider it to be a material business.

Review of operating and financial performance

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

FY 19 was one of the most successful years in the Company's history.

During FY2019, NIIT Technologies registered a 22.9% growth in revenues to Rs 36,762 million from Rs 29,914 million in the preceding year. Operating (EBITDA) margins for the year increased 28.7% to Rs 6,452 million from Rs 5,012 million in the preceding financial year and profits after taxes (PAT) grew 43.9% to Rs 4,033 million from Rs 2,802 million in the previous year.

The Company's robust and broad-based growth performance during the year under review was driven by its ability to secure multiple large deals, add new customers at an accelerated rate, and mine existing client accounts.

Among its verticals, the Insurance vertical recorded a growth of 36% and represented 29% of overall revenues, the Travel & Transport vertical grew 20% and contributed 27% to overall revenues and the BFS vertical was up 18% and contributed 16% to overall revenues for the year under review. From a geography perspective, growth was led by the international geographies with Americas growing 22% and EMEA growing 32% during the year, while rest of the world grew by 12%. The Americas contributed 49% to the Company's total revenues in FY2019, while EMEA accounted for 33%. The domestic market contributed only 8% of FY2019 revenues.

The number of million-dollar clients increased to 90 from 80 at the end of the preceding year. Revenues from Digital Services grew 43% during FY2019, contributing 29% to overall revenues.

Operating (EBITDA) profit for the year under review was Rs 6,452 million compared to Rs 5,012 million in FY2018. The increase in EBITDA margin over the preceding financial year was achieved despite slightly higher SG&A due to leadership hires in international geographies, on the back of better gross margins and operational efficiencies. The Company's net profit after tax (PAT) stood at Rs 4,033 million during FY2019.

An analysis of the revenue mix for FY2019 shows robust growth in revenues from western markets among geographies, with each of the focus verticals of Insurance, Travel & Transport, and BFS also delivering a healthy performance.

Geographies:contribution to consolidated revenues (in %)	FY 2019	FY 2018
Americas	49%	49%
EMEA	33%	31%
Rest of World	18%	20%

Verticals: contribution to consolidated revenues (in %)	FY 2019	FY2018
Insurance	29%	26%
Travel & Transportation	27%	27%
Banking and Financial Services	16%	17%
Manufacturing, Media and Others	28%	30%

Strong cash flow generation

During the year under review, the Company continued to generate strong cash flow from operations and registered a rise in free cash flows, concurrent with business growth and healthy collections leading to reduced days sales outstanding (DSO) at 62 days as on 31 March 2019, compared to 70 days a year ago.

Robust balance sheet and return ratios

NIIT Technologies is a debt-free (no long term borrowings) company, with cash and cash equivalents increasing from Rs 8,057 million a year ago to Rs 9,758 million as on 31 March 2019. The Company's liabilities as on 31 March, 2019 are primarily Total Liabilities amounting to Rs 7,936 million including Future Acquisition Liability of Rs 1,954 million. The Company's net worth as on 31 March 2019 stood at Rs 20,723 million, which is 17% higher than Rs 17,740 million a year ago. Return on Net Worth (RoNW) for FY2019 increased to 21% from 16% in the preceding year, driven by higher profitability.

ETR at the year end is 24.9%. After adjusting tax paid on dividend from overseas subsidiaries, the normalized ETR for the year 2018-19 is 23.5%.

Human Resources

NIIT Technologies is a people centric organization that focuses on fostering a culture of innovation and value creation. Driven by its progressive human resources (HR) policies and best practices, NIIT Technologies has over the years been ranked among the best places to work. As a result, it enjoys much lower attrition rates than most of its peers. The Company had a total of 10,263 NIITians, as its employees are often referred to, as on 31st March 2019. Attrition rate for FY2019 was 12.24%, compared to

10.47% in the preceding year.

Order intake and 12-month order book

The Company secured fresh orders worth $646 million during FY2019, with 82% of it coming from the western markets. This order intake was derived from both existing customers as well as new clients acquired during the course of the year and included several large-sized deals. The order book executable over next 12 months stood at US$ 390 million as on March 31, 2019, representing a year-on-year increase of 15%. A total of 40 new clients were acquired by the Company during FY2019, compared to 31 new clients added in the preceding year and 15 new clients added in the year before that.

Outlook

NIIT Technologies has been able to successfully transform, re-organize, and re-orient itself to capitalize upon high potential opportunities while adapting to the ongoing shifts in the technology trends and demand dynamics. The growth outlook for the Company remains strong, with improved revenue visibility on the back of robust order-booking during the financial year under review, an encouraging deal pipeline, and traction recorded by the Company's newer growth vectors like Digital, Data, Cloud, and Automation offerings.

Order Intake (in US$ mn) by geography	FY2019	FY2018
Total fresh Order Intake	646	507
USA	345	249
EMEA	182	149
ROW	119	109
Executable Order Book over Next 12 Months, US$ mn	390	339

Related Party Transactions

Related Party transactions are defined as transactions of the Company with the Promoters, Directors or the Management, their 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 were regularly ratified and/or approved by the Board, the guiding principles being arm's length, fairness and transparency. The details of related party transactions are given in the Notes to Accounts section.

Discussion of Risks, Risk Management and Mitigation

The Company's operations and engagements are global in nature and thus its business, financials and operating performance may be affected or impacted by a number of factors. Some such challenges and risks that would have to be addressed and/or managed, as well as the Company's approach towards mitigating them, are discussed below. This may not be an all-inclusive list of factors and neither is this necessarily in order of importance and some presently not known or deemed immaterial uncertainties could emerge in the future.

Opportunities and threats

The ongoing disruptions and discontinuities in both the technology and demand space are creating opportunities for significant growth while also presenting risks in the event of inability to keep pace with the substantial changes being witnessed by the industry that the Company operates in. NIIT Technologies has over the years developed deep domain specialization, strong technology capabilities and brand visibility in the market place. The Company has also been an early mover in adapting to evolving trends and embracing emerging technologies. It has a sound growth strategy and has continued to make investments in plugging gaps in its offerings and capability portfolio on an ongoing basis as detailed elsewhere in this Report. All of this is expected to allow the Company to benefit from the growth avenues arising from the shifts in its operating environment, in terms of technology, supply-side factors, delivery models, and client preferences/expectations.

Competition-related risk: The global IT services market is highly competitive and the Company competes with both Indian and foreign IT firms that are present in many of its target markets. In addition to that, setting up offshore delivery centres in India by some global IT players 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's differentiated business model, recognition in the market place as a competent solutions provider, domain specialization, IP assets, long-standing relationships with several key clients and a highly-experienced front-end leadership team has been enabling it to deliver growth in a very competitive environment. NIIT Technologies intends to stay the course in terms of following its strategy to Focus and Differentiate and transform at the intersect of industry verticals and emerging technologies. It also 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. The Company is also well-regarded for its people practices. These factors are expected to support the Company's efforts to maintain its competitive edge in the market.

Concentration risks: NIIT Technologies operates across geographies, with a business presence in North America, Europe & Middle East (EMEA), and the Asia-Pacific. The Company has a relatively diversified geographic and client mix, and it has been able to ensure that it does not become too dependent on any particular geography or client. North America, EMEA (Europe & Middle East) and Rest of the World (including Asia-Pacific and India) contributed 49%, 33% and 18% of revenues respectively, during FY2019. The Company's also has a broad based clientele, with the Top 10 customers contributing about 39% of FY2019 revenues.

Execution risks: The Company pursues and has entered into multiple large and transformational engagements across geographies. Some such engagements are at times priced on a fixed-bid or 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 frameworks and BS 7799 information security management certification.

Employee-related risks: Employee attrition and/or constraints in the availability of skilled human resources could pose a challenge as the Company undertakes measures for continued business growth. NIIT Technologies has a healthy and harmonious work environment and has initiated multiple steps aimed at strengthening its recruitment processes, aligning employees with organizational values and vision, and retention of the best talent. It also offers world class infrastructure, an excellent work culture, competitive salaries constantly benchmarked to the market, high quality training, avenues for career development and long term growth prospect in order to remain an employer of choice.

Exchange rate risk: The Company's revenues tend to be denominated in multiple currencies that include the US Dollar, British Pound Sterling and the Euro. Fluctuations in foreign currency exchange rates could thus 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 realizations 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.

M&A execution risks: The Company has chosen organic and inorganic routes to grow exponentially in the future years, and in the process the Company may be exposed to risks such as increase in cost on account of staffing/advisory fees, due diligence lapses and 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 as also by proper resourcing of the integration efforts. The Company also uses teams of experts for conducting due diligence, thereby reducing the risk of lapses.

Liquidity Risk: NIIT Technologies 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.

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 finance committee. All investment decisions are driven by certain guiding principles including the safety of investments, liquidity, and returns.

Obsolescence Risk: The Company operates in a highly dynamic industry, which is exposed to changes in technologies, softwares, products, method of services delivery, systems, processes, standards etc. 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, BPO services, etc. 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 forays in emerging areas such as Digital Services, Data & Analytics, Cloud, and Automation reflect its ability to be market-ready with regard to any shifts in the business landscape.

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.

("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.

Business Responsibility Report

Business Responsibility Report (BRR) for the Financial Year 2018-19 (FY2019)

NIIT Technologies aims to grow its business in a profitable and responsible manner, creating value for its customers, employees, shareholders, vendors, business partners and all other stakeholders. Towards this end, the Company has already made significant progress over the years, reflected in several policies and mechanisms including its Environment Policy, its CSR Policy, and related initiatives, as well as multiple environment-friendly actions and social initiatives (many of which are discussed in this report and in rest of this annual report).

With regard to the Environment, the Company has identified monitoring and mitigation of carbon footprint and consumption or management of resources like water and energy as key to its goals with a focus on the following:

- Greenhouse gas emissions
- Energy consumption
- Water usage
- Waste management

Among the environment-friendly measures aimed at ensuring consistent and sound environment-friendly behaviours and outcomes initiated by the Company are reduction of its carbon footprint, conservation of resources including energy and water, recycling or efficient disposal of waste, and, where possible, leveraging the use of renewable resources. The Company keeps investing in new technologies that either make its infrastructure more energy efficient or allow it to replace conventional energy sources with renewable ones wherever possible.

The Company is ISO 14001 & OHSAS 18001 certified and engaged in several initiatives towards reduction of unnecessary usage or wastage of plastic and paper:

- **Bring your own Mugs/cups**: Generating awareness among employees on paper waste through mailers, discussions, word-of-mouth etc. Team leaders were encouraged to motivate employees to bring their own cups/mugs to cut down on usage of paper cups
- **Alternate sustainable drinking water fountains**: eleven drinking water fountains have been installed at the Greater Noida campus, eliminating paper/ plastic glass usage at all high footfall locations.
- **ID cards enabled printers** were installed for eliminating unnecessary printing, helping us save 10 to 15 percent of printing paper.
- **Replacement of plastic bin-liners:** The polythene based garbage-bin liners were replaced with newspaper-based bin-liners. (The daily newspapers were thus used constructively)

Apart from these, all M-folds (paper napkins) have been replaced with hand dryers in the restrooms.

From an Economic perspective, during FY2019 the Company reported standalone revenues of Rs.16459 mn, while profits after taxes for the year stood at Rs.2262 mn. In addition to creating value by way of growth in revenues, the Company also made substantial financial payouts by way of wages and salaries, taxes to the exchequer, as well as contributions to multiple social causes during the period under review.

The Company's initiatives and activities on the Social front are focused on Education, Employability, and Infrastructure support. The Company plays an active role in supporting education, by engaging with institutions of higher learning and by supporting the educational infrastructure of the communities it operates in. As a people-centric organization, NIIT Technologies also strives to be an employer of choice, providing a work culture that is congenial and fosters innovation. During FY2019, the Company received multiple recognitions and awards, reflecting its robust HR practices.

Section A: General Information about the Company

1.

Corporate Identity Number (CIN) of the Company	L65993DL1992PLC048753
Name of the Company	NIIT Technologies Limited
Registered address	8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi -110019
Web site	www.niit-tech.com
E-mail id	investors@niit-tech.com
Financial Year reported	April 1, 2018 to March 31, 2019
Sector(s) that the Company is engaged in (industrial activity code-wise)	Group : 6200
As per the National Industrial Classification codes of 2008	Class : 6201 Sub-class : 62011, 62013
List key products/services that the Company manufactures/ provides (as in balance sheet)	Computer Programming Consultancy and Related Activities
Total number of locations (National & International) where business activity is undertaken by the Company	We are present in 24 locations globally spanning across Americas, Europe, Asia Pacific, Middle East, and India

Section B: Financial details of the Company

Amt. in INR

1.	Paid up Capital (as on March 31, 2019)	617,838,740
2.	Total Turnover (for financial year ended March 31, 2019)	36762 Mn (consolidated)
3.	Total profit after taxes (for financial year ended March 31, 2019	4033 Mn (consolidated)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	60 Mn which is 3.14% of the average net profits for the previous three years in respect of the Standalone financials of the Company
5.	List of activities in which expenditure in 4 above has been incurred	The Company's initiatives have been around education, employability and infrastructure

Section C: Other Details

1. **Does the Company have any subsidiary company/ companies?**

   Yes. Please refer to the information on subsidiaries provided in the Annual Report for more information and details.

2. **Do the subsidiary company/companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).**

   The Company's policies are applicable across its subsidiaries, unless otherwise specified. The various subsidiaries and/or local business units contribute to the Company's consolidated performance across all parameters – Economic, Social, and Environmental.

3. **Do any other entity/entities that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?**

   The Company has multiple business partners, vendors, suppliers, and business associates. While these may not directly participate in the Company's BR initiatives, they may have their own policies and programs with regard to business responsibility.

Section D: Business Responsibility Information

1. **Details of Director responsible for implementation of BR Policies:**

   DIN No.: 00042534

   Name : Mr. Arvind Thakur

   Designation : Vice Chairman & Managing Director

   Telephone: 0120-711 8400

   Email ID: complianceofficer@niit-tech.com

   Details of BR Head:

   DIN No.: 07080613

   Name : Mr. Sudhir Singh

   Designation : Chief Executive Officer

   Telephone: 0120-711 8400

   Email ID: complianceofficer@niit-tech.com

2. **Principle-wise (as per NVGs) BR Policy / Policies:**
Principles as per the SEBI Business Responsibility Report Framework

1. Principle 1 (P1) - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
2. Principle 2 (P2) - Businesses should provide goods and services that are safe and contribute to sustainability throughout the life cycle
3. Principle 3 (P3) - Businesses should promote the wellbeing of all employees
4. Principle 4 (P4) - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
5. Principle 5 (P5) - Businesses should respect and promote human rights
6. Principle 6 (P6) - Business should respect, protect, and make efforts to restore the environment
7. Principle 7 (P7) - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
8. Principle 8 (P8) - Businesses should support inclusive growth and equitable development
9. Principle 9 (P9) - Businesses should engage with and provide value to their customers and consumers in a responsible manner

S.No.	Questions*	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policies for each of the principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the Policy been formulated in consultation with the stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national /international standards	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/ appropriate Board Director?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate link for the policy to be viewed online	*Available on the Company's website niit-tech.com via the links provided in the Principle-wise index (see below), and/or on the Company's intranet.*								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

2. b. If answer to S. No. 1 against any principle is 'No', provide explanation: Not Applicable

S.No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	*Not applicable*								
2.	The Company is not a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company doesnot have financial or manpower resources available for the task									
4.	It is planned to be done in next 6 months									
5.	It is planned to be done in next 1 year									
6.	Any other reason, pls specify									

* The relevant policies have been framed as per applicable law and as per industry best practices, and a principle-wise index appears below:

P1	Code of conduct; Code of business ethics; Whistleblower policy; Values and beliefs statement
P2	Code of conduct; Purchase policy and Code of business ethics; Environment policy; Information security policy
P3	Policy against sexual harassment at workplace; Whistleblower policy; HR policies
P4	Values and beliefs statement; CSR policy
P5	Values and beliefs statement; Code of conduct; Policy against sexual harassment at workplace
P6	Environment policy; CSR policy
P7	Code of conduct; Anti-corruption & bribery policy
P8	CSR policy
P9	Code of conduct; Values and beliefs statement; Privacy policy; Information Security policy

** The following have already been approved by the Company's board: Code of conduct, CSR policy, Whistleblower policy, and Policy against sexual harassment at workplace. Board committees and/or designated function/business leaders oversee policy implementation.

3. **Governance related to BR:**

   a. **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

   The Company's BR performance is reviewed and assessed on an annual basis.

   b. **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

   The Company's Business Responsibility Report, published annually, is part of its Annual Report for the financial year FY2018-19, which is available on at www.niit-tech.com/investors/financial-reports.

Section E: Principle-wise Performance

PRINCIPLE 1: ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. **Does the policy relating to ethics, bribery and corruption cover only the Company?**

   The Company's Code of Conduct aims to uphold the standards of its business ethics and practices, which are required to be observed in all business transactions. These are applicable to all its employees as well as Directors. This Code is available on the Company's website (http://www.niit-tech.com/investors/code-conduct) and covers all aspects of its operations. The Company also has a Code of Business Ethics that pertain to its supply chain, which too is available at its website (https://vendome.niittech.com/ntlvendomenet/docfolders/NTLSUPPLYCHAIN.pdf).

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?**

   The Company has mechanisms in place to receive and address complaints from its stakeholders on various issues, including the policies governing this particular principle related to ethics, bribery, or corruption. There were no such complaints received during the Financial Year 2018-19.

PRINCIPLE 2: SAFE AND SUSTAINABLE GOODS AND SERVICES

1. **List up to 3 of the Company's products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

- Leveraging renewable energy: The Company is continuously increasing its solar power capacity by installing additional solar panels in phased manner, The Company has further increased is solar power by installing 80KW of panels at Gurgaon rooftop, which is helping it generate 350 units of energy every day which aggregate to over 100,000 units annually.
- Water Conservation: We at NTL understand the value of water and are focused on saving every single drop. For this purpose all old water taps has been replaced with sensor based taps. To avoid wastage of water due to backwash process we have installed azud filters helping us save ample amount of water.
- Beat plastic pollution: The Company is committed to plastic waste reduction and keeping this goal in mind all single use plastic like plastic straws, forks, spoons, plates, polybags have been banned inside premises and alternate cutlery made out of wood has been provided.

2. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

   Among the many ways that the Company seeks to reduce its environmental footprint are sustainable sourcing, substitution of business travel with online conferencing options where possible, minimization of printing by installing ID cards enabled printers, and usage of consumables. With regard to transportation, the Company also provides bus and cab facilities (all of which are CNG-based) for its employees, thereby encouraging them to limit the use of personal vehicles for their commute, which in turn leads to lower carbon footprint.

3. **Has the Company undertaken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors.**

NIIT Technologies engages with multiple suppliers and vendors, at both local and global level. In line with its policy and code, the Company's purchases are done in a non-discriminatory manner. We have started using terracotta unglazed kulhads on daily basis for tea. We are now procuring kulhads worth INR 1000 approx. on daily basis. The revival of this practice helps improve socio-economic conditions by engaging unemployed youth.

4. **Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste?**

The Company attempts to manage and dispose off waste in a responsible manner. Towards that end, it tries to recover, reuse, or recycle consumables such as copiers, computers and paper. Computers, monitors, computer accessories, printers, projectors, and other such hardware that are under-utilized or have reached the end of useful life are managed by the Company's e-waste recycling program that also includes handover to original supplier or to certified disposal vendors. Wherever feasible, the use of paper is actively discouraged across the organization and internal processes have been aligned to process transactions through electronic submissions of vouchers, receipts, and other documents. The Company recycles waste water through treatment plants., which get re-used for non-drinking purposes. At its Greater Noida campus, organic waste generated from the cafeteria and other sources get converted into compost for use in the facility's grounds/ green areas and gardens.

PRINCIPLE 3: WELL BEING OF EMPLOYEES

NIIT Technologies is a knowledge-led organization, with innovation, technological competence, and domain expertise being among the key ingredients for success. The Company offers world class infrastructure, an excellent work culture, competitive salaries constantly benchmarked to the market, high quality training, and avenues for career development in order to remain an employer of choice.

NIIT Technologies considers workplace diversity as a desirable outcome of its talent recruitment and retention activity, and has been addressing the issue of gender diversity holistically, while hiring and by providing an enabling environment to learn and grow. As an initial step, in order to enable women continue to be in workforce after maternity, the Company setup its Cradle programme, which serves as the 'home away from home' for 'little NIITians'. Thereafter, the Company launched EMPOWER, which signifies Enable, Mentor and Prepare Organization's Women for Equal Representation, to look at Gender Diversity holistically. Under the aegis of EMPOWER, the Company has been sensitizing its business managers, returning mothers, and women leaders. Some of the key initiatives over the year under review included:

- Breakthrough – Career Resilience: Nominated some of our Returning Mothers for 'Breakthrough – Career Resilience' an external program spanning 8 months.
- MoMentoring: Coaching and Education during pre, during, and post maternity stages through sessions conducted by successful women professionals who have experienced this phase.
- With Due Respect: Leaders were educated on unconscious biases through the Company's 'With Due Respect' program series.
- Reach for the Sky: A year-long education and coaching program 'Reach for the Sky Program' had earlier been initiated for enabling mid-level women leaders to break through the glass ceiling. Based on the impact of this program, the next batch of Reach for the Sky has been launched.
- Taking Charge: Enabled a series of networking events for all NIITians (not limited to women) to connect with each other and learn about 'Taking Charge' of various aspects of their lives.

At the end of FY2019, the Company had a total of 10,263 NIITians, as its employees are called.

Manpower	As on March 31, 2019
Total number of employees	10,263
Permanent employees	9,207
Temporary/contractual/casual basis- employees	1,056
Permanent women employees	2,526
Employees with disabilities	Data not available

The Company seeks to maintain a challenging and fulfilling work environment. Its policies, such as its antiharassment policy, aim to create and sustain a fair and equitable work environment. Sensitization sessions are frequently conducted towards Prevention of Sexual Harassment (POSH). The Company has educated 6903 of its employees in India on the subject through pan-India training sessions. A one day refresher program on POSH was organized exclusively for all the Internal Complaints Committee members of the Company at its Greater Noida Campus to educate them on provisions of the Prevention of Sexual Harassment at workplace Act. A diverse set of case studies were taken to enable a thorough understanding of the intricacies of the law and the organisation's approach to deal with any instance of harassment. Complaints raised by employees on these issues during FY2019 are detailed as under:

No.	Category	No. of complaints filed during the year	No. of complaints pending as on the end of the FY
1	Child labour, forced labour, involuntary labour	0	0
2	Sexual harassment	3	0
3	Other issues	0	0

NIIT Technologies counts its human resources among its most important strategic assets and has a robust training programme that enables its employees to upgrade their skills, become aware of policies and processes, and become better equipped to meet the demands posed by shifts within the industry, technology landscape, and marketplace. The Company's learning initiatives are focused on competency-building around Business Analysis, Large and Complex Program Management Skills, Agile expertise and Managed Services. The Company's School for Employee Education Development (SEED) delivers training through established remote & online platforms and hosting class room sessions. The NTL Academy of Future Leaders (NAFL) and NTL Global Leadership Program (NGLP) are aimed at developing future leaders and laying the foundation for executive leadership. Keeping in view the changing nature of jobs and the future of work, the Company recognizes the need for continuous and self directed learning by the employees to stay relevant. Towards the same, during the year under review, the organization invested in an enterprise wise intelligent learning platform "Percipio" in partnership with Skillsoft, one of the most renowned players in the space of online learning across the globe. Within 6 months, over 8100 NIITians are actively using the platform to upskill or re skill themselves and have recorded over 1,11,000 aggregated learning hours for the enterprise.

Training Imparted (FY2018-19)	Total	Female Staff	Male Staff
Total No. of Hours of Training	314358	89784	224574

Category wise distribution

Technical Skills +Digital Skills	66%
Domain Skills	3%
Behavioral / Soft Skills	23%
Leadership & Management	5%
Safety, security & Diversity Related	3%

As part of its staff welfare initiative, the Company provides Group Life Insurance and Group Mediclaim cover under the corporate scheme to its staff members at nominal premiums. It also has an active Assistance Program for its employees, called CARE, which provides assistance to NIITians in both personal and professional areas. Additionally, in order to get useful insight into engagement levels and employee satisfaction, the Company also conducts annual Employee Satisfaction Surveys, the findings of which enable it to make improvements in its workplace environment and employee training and welfare programmes.

PRINCIPLE 4: RESPONSIVENESS TO ALL STAKEHOLDERS, ESPECIALLY THE DISADVANTAGED, VULNERABLE AND MARGINALIZED STAKEHOLDERS

As a responsible corporate citizen, NIIT Technologies is committed to being responsive to all its stakeholders that include employees, customers, shareholders, business associates, partners, vendors & suppliers, governments, and the society at large including the communities that it operates in. The Company has over the years undertaken multiple initiatives aimed at improving the quality of life of the communities around its facilities, as they constitute one of its most important stakeholder constituents, and supporting the education sector, which it relies upon for knowledge workers. Many of the Company's social initiatives assist those that are disadvantaged, vulnerable, or marginalized. For instance, in line with its focus on employability, the Company supports the Noida Deaf Society. During FY2019, the Company supported the local schools around its facilities, providing them with infrastructure support and teaching assistance. The Company also continued its scholarship program for deserving students in NIIT University.

PRINCIPLE 5: RESPECT AND PROMOTE HUMAN RIGHTS

The Company strives to create a fair and equitable work environment that drives creativity and collaboration, enabling its employees to deliver New Ideas, More Value. Integral to its operating philosophy and organizational culture is respect for the individual and upholding of universally acknowledged human rights. The Company has multiple policies in place to ensure non-discrimination and fair treatment of all employees, ethical conduct, and prevention of sexual harassment at premises within its direct control.

PRINCIPLE 6: RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

The Company is committed to environmental sustainability, as reflected in its Environment Policy. The Company has been proactively adopting and initiating multiple environment-friendly measures aimed at conservation of resources including energy and water, recycling or efficient disposal of waste, as well as leveraging the use of renewable resources where possible.

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/ Contractors/NG0s/others.

The Company's Environment Policy is applicable to all its employees. The Company also expects its suppliers and partners to be compliant with its Code of Business Ethics and with applicable laws and regulations to an entity, which could include environmental laws and regulations.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Consistent with and inspired by its corporate vision, values, and mission, NIIT Technologies aims to grow its business profitably while also conducting its business responsibly in a manner which reflects care for the environment. The Company's Environment Policy encapsulates its approach and commitment to protecting and preserving the environment.

3. Does the Company identify and assess potential environmental risks?

The Company has formulated an Environment policy and accordingly, it makes an assessment of factors related to the environment on an ongoing basis and implements solutions or takes appropriate measures to address any risks. As part of its efforts to strengthen its monitoring, compliance, and processes the Company has been certified for ISO 14001 and OHSAS 18001, and audits are underway covering all its eight locations within India which comprise four facilities in the National Capital Region and facilities in Bengaluru, Mumbai, Kolkata, and Hyderabad.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if yes, whether any Environment Compliance Report is filed?

Given the nature of the Company's business, this is not relevant.

5. Has the Company undertaken any other initiatives on — clean technology, energy efficiency, renewable energy, etc. If yes, please give the hyperlink of the web page etc.

During the year under review, NIIT Technologies continued to implement the migration of its decentralized global IT infrastructure for employee communication, collaboration, desktop backup and e-learning to best-in-class centralized cloud services, which would help reduce the Company's energy consumption and carbon footprint. The Company also continues to support the Ministry of Corporate Affairs' Go Green initiative, which makes provision for electronic communication of the Annual Reports and other documents to shareholders.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, the emissions and waste generated by the Company are within the permissible limits of the Pollution Control Board. Hence, there have been no show cause or other legal notices received from either the central or state pollution control board (PCB) during the year under review. As detailed elsewhere in this Report, the Company is committed to going beyond regulatory mandates and keep striving to reduce the environmental footprint of its operations.

PRINCIPLE 7: BUISNESSES WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

NIIT Technologies is a leader within the Indian IT services industry, and is a founding member of its industry association NASSCOM. Members of the Company's leadership team often serve as office-bearers at some of the trade bodies that it is a part of.Through its memberships in NASSCOM and other bodies such as the Confederation of Indian Industry (CII), the Company attempts to share perspectives and engage with a variety of stakeholders in a meaningful manner. The Company conducts itself responsibly while undertaking any advocacy efforts on the social, economic, or environmental fronts either on its own or as part of an industry association.

PRINCIPLE 8: BUSINESS SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

The Company has a Corporate Social Responsibility (CSR) policy in place which drives its efforts in this area, with oversight from the Company's CSR Committee comprising of four Board members. This Committee monitors the expenditures and activities undertaken in this area. Please refer to the report on CSR activities, appearing in the Company's FY2019 Annual Report, for more details.

PRINCIPLE 9: PROVIDING VALUE TO CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

NIIT Technologies is a leading global IT solutions organization, enabling its clients to transform at the intersect of unparalleled domain expertise and emerging technologies to achieve real-world business impact. The Company focuses on three key verticals: Banking and financial services, Insurance, Travel and Transportation. This domain strength is combined with leading-edge capabilities in Data & Analytics, Automation, Cloud, and Digital. With over 10,000 employees serving clients across Americas, Europe, Asia, and Australia, NIIT Technologies fosters a culture that promotes innovation and constantly seeks to find new yet simple ways to add value for its clients.

The Company has a strong and rapidly growing presence in the emerging technologies space, where it is helping businesses design agile, scalable, and digital operating models. The Company has a clearly defined vision of "Engage With The Emerging" technologies and strategy to "Transform at the Intersect". This strategy reflects the Company's intent to drive transformation at the intersection of its chosen verticals (BFS, Insurance and Travel & Transportaton) and emerging technologies. Accordingly, over the years, NIIT Technologies has developed deep domain specialization, built a strong track record, and made investments in intellectual property (IP) in select, high potential verticals and service lines including Cloud, Digital Services, Data & Analytics and Automation. This, in turn, has enabled it to establish itself as a preferred choice for customers in its industry verticals of focus.

The Company conducts an annual independent customer feedback survey called Voice of Customer (VOC). This qualitative and quantitative survey is for the decision makers and influencers in the customer organization. It provides a measure of health of customer relationships and how the customers feel about its services. This exercise forms the basis for capturing customer expectations, and enables the Company to take appropriate actions and improve continuously.

Through the combined strength of its multiple global delivery centres spread across 18 countries, including a state-of-the-art sprawling campus spread over 25 acres located in Greater NOIDA near New Delhi, which is its largest facility, NIIT Technologies delivers IT solutions and services to over 250 customers worldwide.

The Company adheres to major global benchmarks and standards of quality and Information Security. It has been assessed across 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).

Report on Corporate Governance

OVERVIEW

NIIT Technologies believes in adopting and adhering to globally recognized corporate governance practices and continuously benchmarking itself against such practices. Your Company ensures that it evolves and follows the corporate governance guidelines and best practices. Your Company is committed to good Corporate Governance, based on an effective Independent Board, separation of supervisory role from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction. Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors ("Board") and of senior management and their relationships with others in the corporate structure.

Your Company protects and facilitates the exercise of shareholders' rights, provides adequate and timely information, opportunity to participate effectively and vote (including remote e-voting) in general shareholder meetings and postal ballots and ensure equitable treatment to all the shareholders. This enables the Company to build and sustain the trust and confidence of its stakeholders, as well as to strengthen the foundation for long-term business success and sustainability. The Company complies with all the mandatory requirements of Corporate Governance including those specified in Schedule V of the SEBI Listing Regulations, 2015.

BOARD OF DIRECTORS

The Company is managed and controlled through a professional Board of Directors ("Board") comprising of an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board of the Company is in conformity with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) & the Companies Act, 2013. The present composition of the Board is seven (7) members out of which four (4) members are Independent Directors, which constitute more than 50 percent of the total strength of the Board. The Chairman of the Board is Mr. Rajendra S Pawar, who is an Executive Chairman and Ms. Holly Jane Morris, a Woman Director is acting as an Independent Director on the Board of the Company. The brief profile of all the Directors is available on the website of the Company https://www.niit-tech.com.

During the year, the Company went through some changes in the Board/Key Managerial Personnel. A brief on the same is provided below.

The composition of the Board as on March 31, 2019 is provided below:

Composition of the Board as on March 31, 2019

Independent Directors	4
Non-Executive Director	1
Executive Directors	2
Total	**7**

Note: The term of Mr. Surendra Singh expired on March 31, 2019. He expressed his unwillingness to be re-appointed as Independent Director on the Board of the Company for a second term w.e.f April 01, 2019. Hence, the composition of the Board changes w.e.f April 01, 2019.

The composition of Board along with the number of Directorship and Chairmanship/ Membership of committees held by them is given hereunder:

Name of the Director & DIN	Category	No of Board Meetings during the Financial Year 2018-19		Dates of meetings held during the year	Whether attended last AGM (September 28, 2018)	No of Directorship/ Chairperson in listed entities including this listed entity		No of Membership/ Chairperson in Committees in listed entities including this listed entity	
		Held	Attended			Member	Chairperson	Member	Chairperson
Mr. Rajendra S Pawar (00042516)	Executive – Chairman	7	7	May 04, 2018	Y	2	1	0	0
Mr. Arvind Thakur (00042534)	Executive - Vice Chairman & Managing Director	7	7	July 18, 2018	Y	1	-	2	0
Mr. Vijay K Thadani (00042527)	Non-Executive Non Independent Director	7	6	October 17, 2018	Y	2	-	4	0
Mr. Amit Sharma (00050254)	Non-Executive-Independent Director	7	5	December 28, 2018	Y	1	-	3	1
Mr. Ashwani Puri (00160662)	Non-Executive- Independent Director	7	7	January 18, 2019	Y	2	-	3	3
Mr. Surendra Singh* (00003337)	Non-Executive- Independent Director	7	6	March 05, 2019	Y	2	-	2	0
Ms. Holly Jane Morris (06968557)	Non-Executive- Independent Director	7	4	March 20, 2019	N	1	-	0	0

Note :

*: The term of Mr. Surendra Singh as Independent Director has expired on March 31, 2019. Mr. Singh expressed his unwillingness to be re-appointed as Independent Director on the Board of the Company for a second term w.e.f April 01, 2019. Hence, the composition of the Board changes w.e.f April 01, 2019.

The above given information is excluding private, foreign and Companies incorporated under Section 8 of the Companies Act, 2013

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

The Board also passed a circular resolution on December 14, 2018

####The following Directors are the Directors on the Board of the following listed entities other than the company:

- Mr. Rajendra S Pawar & Mr. Vijay K Thadani on the Board of NIIT Limited
- Mr. Ashwani Puri on the Board of Titan Company Limited

All the Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations as amended from time to time and read with Section 149(6) of the Companies Act, 2013. The maximum tenure of the Independent Directors is in compliance with the Act. The term of Mr. Surendra Singh, Mr. Amit Sharma & Mr. Ashwani Puri had expired on March 31, 2019. The Board recommends the appointment of Mr. Amit Sharma & Mr. Ashwani Puri for a second term w.e.f April 01, 2019 to the shareholders of the Company in the ensuing annual general Meeting of the Company. Mr. Surendra Singh expressed his unwillingness to be re-appointed as Independent Director on the Board for another term of 5 years and the Board took note of the same.

The Promoters of the Company signed a Share Purchase Agreement with Hulst BV ('Acquirer') dated April 06, 2019, whereby there will be a change in control in the Company. Consequent to that, the Company's Directors on the Board i.e. Mr. Arvind Thakur, Mr. Rajendra S Pawar & Mr. Vijay K Thadani will vacate the office on the closing of change in control in the Company. The Board shall be reconstituted and the members will be informed accordingly.

Further, 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 their independence or judgment of the Directors.

The Board of Directors also review the Compliance Reports periodically pertaining to all laws applicable to the Company during the year. Further, a certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed, or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is also issued in terms of SEBI Listing Obligations and Disclosure Requirements Regulations 2018.

SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 provides that with effect from the financial year ending March 31, 2019, every listed entity needs to have a chart or a matrix specifying the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s), for it to function effectively and those actually available with the Board and the said matrix should form part of the Annual Corporate Governance Report of the Company.

The members discussed and formulated a skills matrix/ chart applicable for the Board members of the Company as per below details.

The skills and attributes can be broadly categorized as follows:

A. Governance & Industry skills

B. Personal attributes

C. Diversity & Non skill based attributes

S. No.	Skill Areas	Description
1	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats.
2	Information Technology Strategy	Knowledge and experience in the related field of IT/ITeS
3	Risk and compliance oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
4	Financial performance	Qualifications and experience in accounting and/or finance
5.	International operations	Knowledge and experience of business operations outside India.
6	Understanding of service offerings of the Company	Understanding of various service offerings like Application, Development & Maintenance, IMS, BPO, GIS business, Digital Services etc.
7.	Understanding of Business Segments	Understanding of BFS, Insurance, Travel & Transportation, Manufacturing and Media Solutions.
8	Technology Innovation	Understanding the current drivers of innovation in the information technology market and specifically in the software delivery and licensing and cloud computing sectors. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for growth.
9	Understanding of Corporate Governance and Regulatory compliance	Ability to understand legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.

A. Governance & Industry Skill

B. Personal Attributes
1. Honesty, integrity and high ethical standards
2. Critical and innovative thinker
3. Leader Understand issues at both the detailed and "big-picture" level.
4. Personal and interpersonal skills
5. Ability to positively influence people and situations;
6. Time availability for attending meetings
7. Involvement in decision making
8. Effective listener and communicator
9. Constructive questioner

C. Diversity & Non-skill based attributes
1. Gender diversity
2. Geographic and cultural diversity
3. Age
4. Other Board/Industry experience

The Board also confirms that in the opinion of the board, the independent directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all amendments thereto regulations and are independent of the management, based on the declaration of Independence as submitted by the Independent Directors to the Company.

Board meetings and Directors' attendance

During the year April 1, 2018 to March 31, 2019 the Board met seven (7) times, as stated earlier and also passed a circular resolution and the gap between two meetings did not exceed one hundred and twenty days. The information pertaining to the attendance of Directors in these meetings has been provided above. The information as mentioned under Part A of Schedule II of SEBI Listing Regulations has been placed before the Board for its consideration during the year. Board meetings are also convened to address the specific additional requirements of the Company and urgent matters are also approved by the Board by passing resolutions through circulation.

Appointment Letters and Familiarization Program for Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her 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 SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, including the interaction with the Managing Director, 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 Centres. The web link for this is (https://www.niit-tech.com/investors/Familiarization-Programme-Independent-Directors.pdf).

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held without the attendance of Non-Independent Directors and members of the management.

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 2018-19. This Code has been displayed on the Company's website https://www.niit-tech.com.

Board Committees

With a view to have a more focused attention on business and for better governance and accountability, the Board has the following mandatory committees:

a. Audit Committee
b. Stakeholders' Relationship Committee
c. Nomination and Remuneration Committee
d. Corporate Social Responsibility Committee

As per amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 effective from April 01, 2019, the Company is required to mandatorily have a Risk Management Committee, the Board constituted the Committee in terms of the requirements as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f April 01, 2019.

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 members of the Committee individually and tabled at the Board Meetings.

Audit Committee

The Company has an Audit Committee in accordance with Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The composition of the Audit Committee and details of the Meetings and Attendance during the FY2018-19 is as under:

Name of the Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Mr. Ashwani Puri	Non-Executive-Independent	Chairman	7	7	May 03, 2018 May 12, 2018 July 17, 2018 October 16, 2018 December 28, 2018 January 17, 2019 March 20, 2019
Mr. Surendra Singh	Non-Executive-Independent	Member	7	6	
Mr. Vijay K Thadani	Non-Executive Director	Member	7	7	
Mr. Amit Sharma	Non-Executive-Independent Director	Member	7	5	

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. The Chairperson of the Audit Committee is an Independent Director and the Company Secretary acts as Secretary to the Committee. The Audit Committee also invites the Chief Executive Officer, Chief Financial Officer, Internal Audit Head, representatives of Statutory Auditors and such executives as it consider appropriate at its meetings.

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for a second term, the Board re-constituted the Audit Committee in its meeting held on March 20, 2019 and the following shall be the members of the Audit Committee w.e.f April 01, 2019:

1. Mr. Ashwani Puri
2. Mr. Amit Sharma
3. Mr. Vijay K Thadani

The Board in its meeting held on March 20, 2019 also revised the charter of the Committee in line with SEBI (Listing Regulations,) Regulations, 2015 effective from April 01, 2019. The amended terms of reference of the Committee are provided herein below:

The 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, reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision & to review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall verify that the systems for internal control are adequate and are operating effectively. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Committee reviews information as specified in Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The Company has a duly constituted Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The composition of the Nomination and Remuneration Committee and details of the Meetings and Attendance during the FY2018-19 are as under:

Name of the Nomination & Remuneration Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Non Executive-Independent	Chairman	7	6	May 03, 2018 May 23, 2018 July 17, 2018 December 14, 2018 December 20, 2018 January 17, 2019 March 20, 2019
Mr. Surendra Singh	Non Executive-Independent	Member	7	6	
Mr. Vijay K Thadani	Non Executive	Member	7	7	

During the year, the Nomination and remuneration Committee passed the following circular resolutions:

1. March 15, 2019
2. February 18, 2019
3. October 31, 2018
4. September 05, 2018
5. July 30, 2018

The Chairperson of the Committee is an Independent Director.

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for a second term, the Board reconstituted the Nomination & Remuneration Committee in its meeting held on March 20, 2019 and the following shall be the members of the Nomination & Remuneration Committee w.e.f April 01, 2019:

1. Mr. Vijay K Thadani
2. Mr. Amit Sharma
3. Ms. Holly Jane Morris

The Charter/terms of reference of Nomination and Remuneration Committee is in terms of the Companies Act, 2013 & Part II of Schedule D of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which, inter alia deals with the manner of selection of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel 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 Director's performance, recommend to the Board, plans and process for succession for appointments to the Board and Senior Management, devising a policy on Board Diversity and to recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

The criteria for performance evaluation of Independent Directors covers all the relevant aspects as required under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

Details of Remuneration paid to Directors during the year April 1, 2018 to March 31, 2019

A. Executive Directors **(in Rs.)**

Name of Director	Mr. Rajendra S Pawar	Mr. Arvind Thakur
Salary and Allowances	1,67,04,620	2,02,43,227
Part – A Perquisites	13,38,196	3,26,94,057
Part – B Contribution to Provident Fund, Superannuation Fund or Annuity Fund	31,47,262	35,64,770
Performance - linked Bonus (provisions)	1,81,00,000	2,30,00,000
Total	**3,92,90,078**	**7,95,02,054**

Service Contracts : The current term of Mr. Rajendra S Pawar and Mr. Arvind Thakur will expire up to 5 years from March 27, 2018 & January 19, 2018 respectively

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.

B. Non-Executive Directors

The criteria for payment to Non-Executive Directors is provided herein below:

The Board in its meeting held on May 05, 2017 approved sitting fees to Directors (both – Indian and foreigner) and the shareholders of the Company at the Annual General Meeting held on July 7, 2014 had approved the payment of Commission to Non-executive Directors up to an amount not exceeding 1% per annum of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013). The Commission to the Non-Executive Directors has also been approved by the Nomination & Remuneration Committee along with the Board within the prescribed limits as stipulated under the Companies Act, 2013 as the shareholders had empowered the Board of Directors to decide the appropriate quantum of commission.

The details of remuneration (Commission and sitting fees) paid/payable to Non-Executive Directors is provided below:

Particulars	Mr. Vijay K Thadani (Rs.)	Mr. Surendra Singh (Rs.)	Mr. Amit Sharma** (Rs.)	Mr. Ashwani Puri* (Rs.)	Ms. Holly Jane Morris (USD)
Commission	12,00,000	12,00,000	13,00,000	12,50,000	22,66,995
Sitting Fees	14,80,000	11,60,000	14,00,000	12,60,000	2,83,700

* Chairman of Audit Committee;

** Chairman of Nomination & Remuneration Committee and Stakeholders' Relationship Committee

Details of Equity shares held by Non-Executive Directors

The details of equity shareholding of Non-Executive Directors as on March 31, 2019 is as below:

Name	Number of shares held
Mr. Vijay K Thadani	1857*
Mr. Surendra Singh	NIL
Mr. Amit Sharma	55705
Ms. Holly Jane Morris	NIL
Mr. Ashwani Puri	NIL

* This includes 759 shares in the name of Vijay K Thadani – HUF, 100 equity shares in the name of Mr. Vijay K Thadani & Ms. Renuka Thadani & 998 equity shares in the name of Ms. Renuka Vijay Thadani & Mr. Vijay K Thadani.

The Company has not granted any shares under the ESOP Scheme 2005 to any Independent Director of the Company.

<u>Nomination and Remuneration Policy</u>

Preamble

In terms of Section 178 of the Companies Act, 2013 and the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, 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 accordingly.

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

The 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 wholetime Key Managerial Personnel:

a) Managing Director or Chief Executive Officer or the Manager and in their absence a Wholetime 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 -Chief Executive Officer/Managing Director/Whole Time Director/ Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) including all Functional/vertical Heads and Company Secretary & Chief Financial Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 or SEBI (Listing Obligations & Disclosure) Regulations, 2015 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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.

d) The Company shall not appoint or continue the directorship of any person as Non Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such person.

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 reappointment 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 alongwith the SEBI (Listing Obligations & Disclosure Regulations), 2015 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 and the SEBI (Listing Obligations & Disclosure Regulations), 2015. 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 and the SEBI (Listing Obligations & Disclosure Regulations), 2015 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 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 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.

e) The Committee shall recommend remuneration of senior management personnel to the Board.

f) The Committee shall ensure that a succession plan is in place for senior management personnel or appropriate arrangement is in place to fill the vacancy caused within prescribed period and to make internal arrangements in the due course to efficiently manage the work.

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 Section 134 and 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Pursuant to the provisions of the Section 134 and 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 Statutory Committees. The evaluation was done based on one to one interactions which covered various aspects of the Board's functioning and its Committees. The Committee members noted that pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Committee is required to carry out performance evaluation of every Director of the Company including Independent Directors.

The evaluation was done on the suggestive parameters and based on the criteria fixed by the members in their meeting held on May 4, 2017.

In this regard, a detailed note was placed before the Board on performance parameters for the said performance evaluation.

The Board considered the evaluation of the stakeholders based on one to one verbal interaction /discussions under an internal assessment process on the basis of criteria laid down for Performance evaluation in earlier years and recommended by Nomination & Remuneration Committee in its meeting held on March 20, 2019.

During the above exercise, the Directors who were subject to evaluation did not participate in the process.

The Board examined the parameters as circulated and carried out the performance evaluation as aforesaid and the Chairperson communicated the feedback accordingly. The Directors expressed their satisfaction to the evaluation process.

Stakeholders' Relationship Committee

In compliance with the provisions of the Companies Act, 2013 and the Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a duly constituted "Stakeholders' Relationship Committee". The Stakeholders' Relationship Committee looks into the redressal of complaints of investors.

The scope of Stakeholders' Relationship Committee has been revised with the amendment in SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 effective from April 01, 2019.

The revised charter of the Committee is as follows:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, issue of new/duplicate share certificates (delegated to Share Transfer Committee), non-receipt of annual report, non-receipt of declared dividends, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

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 a Non-Executive Independent Director Mr. Amit Sharma and consists of Mr. Vijay K Thadani and Mr. Arvind Thakur as members. Mr. Lalit Kumar Sharma, Company Secretary & Legal Counsel is the Compliance Officer of the Company.

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 the Committee member	Category	Designation	Number of meetings during the Financial Year 2018-19		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Independent Director	Chairman	4	4	May 03, 2018 July 17, 2018 October 16, 2018 January 17, 2019
Mr. Arvind Thakur	Executive Director	Member	4	4	
Mr. Vijay K Thadani	Non-Executive Promoter Director	Member	4	4	

During the year April 1, 2018 to March 31, 2019 the Company received a total of 402 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.

Details of requests/queries/complaints received and resolved during the Financial Year 2018-19:

Nature of Request/queries	Request/ queries received	Complaints Received	Resolved	Unresolved
	Nos.	Nos.	Nos.	Nos.
Request for change of address	12	-	12	-
Request for change of bank details	62	-	62	-
Miscellaneous	2	-	2	-
Request for annual report	93	-	93	-
Request for bonus/demerged shares	7	-	7	-
Request for change in name	3	-	3	-
Request for dividend/correction in div warrant	119	-	119	-
Request for duplicate share certificates	50	-	50	-
Request for shareholding details	25	-	25	-
Request for shares transferred to IEPF	15	-	15	-
Sebi/stock exchange- non receipt of dividend	-	1	1	-
Share certificates lodged for transfer	13	-	13	-
TOTAL	**401**	**1**	**402**	-

There was no request/query/complaint pending at the beginning of the Financial Year. During the Financial Year, the Company attended most of the Shareholders'/ Investors' 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 was no request/query/ complaint pending at the end of the Financial Year.

Corporate Social Responsibility (CSR) Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a duly constituted "Corporate Social Responsibility Committee".

The terms of reference of the Corporate Social Responsibility (CSR) Committee 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 the Corporate Social Responsibilities Committee member	Category	Designation	Number of meeting during the Financial Year 2018-19		Date of meeting held during the year
			Held	Attended	
Mr. Surendra Singh	Non Executive-Independent	Chairman	2	2	May 03, 2018 March 20, 2019
Mr. Amit Sharma	Non Executive-Independent	Member	2	1	
Mr. Ashwani Puri	Non Executive-Independent	Member	2	2	
Mr. Arvind Thakur	Executive	Member	2	2	

Consequent to unwillingness of Mr. Surendra Singh to be re-appointed for a second term, the Board reconstituted the CSR Committee in its meeting held on March 20, 2019 and the following shall be the members of the CSR Committee w.e.f April 01, 2019:

1. Mr. Ashwani Puri
2. Mr. Amit Sharma
3. Mr. Arvind Thakur

RISK MANAGEMENT POLICY & COMMITTEE

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

The requirement of constituting Risk Management Committee was mandated by SEBI on top 500 companies based on the market capitalization as on March 31, 2018. As on March 31, 2018, the Company was listed under the said category and hence it is required to constitute a Risk Management Committee as per the provisions of the amended SEBI (Listing Regulation), 2015 effective from April 01, 2019.

The Board constituted Risk Management Committee of the Company under the provisions of the SEBI (Listing Regulations), 2015 w.e.f April 01, 2019 as below:

Constitution of the Risk Management Committee ('RMC'):

1. Mr. Rajendra S Pawar, Chairman
2. Mr. Arvind Thakur, Vice Chairman & Managing Director (Chairman of the Committee)
3. Ms. Holly Jane Morris, Independent Director
4. Chief Executive Officer
5. Chief Financial Officer

The Internal Audit Head shall be an invitee to the Committee meetings & the Company Secretary of the Company shall act as Secretary of the Committee meetings.

Roles & Responsibility of the Committee

1. Formulate and oversee the implementation of Risk Management Policy of the Company
2. Manage the annual risk assessment process and formulation of risk mitigation procedures.
3. Monitor the internal & external risk including risk associated with cyber security and formulation/ oversee plan for mitigation of these risks.
4. Monitor the implementation of improvements in the Policy, including the planned actions arising from Audit Committee/ Board deliberations, if any.
5. Any other roles and responsibility as may be prescribed under applicable laws/regulations as amended from time to time.

OTHER COMMITTEES

The Board has following other Committees also:-

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

GENERAL BODY MEETINGS

Particulars of the last three Annual General Meetings/ Postal Ballot during last year.

Annual General Meetings

Year	Location	Date	Day	Time	Special Resolution
2018	Ocean Pearl Retreat, Satbari, Chattarpur Road, New Delhi – 110 074	September 28, 2018	Friday	0 9 : 0 0 A.M.	1. To approve appointment of Mr. Rajendra S Pawar as Chairman of the Company 2. To approve appointment of Mr. Arvind Thakur as Vice
2017	Ocean Pearl Retreat, Satbari, Chattarpur Road, New Delhi – 110 074	September 22, 2017	Friday	0 9 : 0 0 A.M.	To approve the appointment of Ms. Holly Jane Morris as Independent Director of the Company
2016	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074	August 01, 2016	Monday	0 9 : 0 0 A.M.	NIL

There was no Extra-ordinary General meeting conducted during the year.

Postal Ballot

There was no Postal Ballot conducted during the year.

Means of Communication

a. 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 –https:// www.niit-tech.com where official news releases, financial results, consolidated financial highlights, quarterly shareholding pattern and presentations made to institutional investors or to the analysts are also displayed.

b. The Company had Quarterly/Annual Earnings Calls on May 05, 2018, July 20, 2018, October 19, 2018, January 18, 2019 and Press Conferences in the months of May 2018, July 2018, October 2018 and January 2019 for the investors of the Company immediately after the declaration of Quarterly/Annual results. Transcripts/presentations of the quarterly/annual earnings calls/investors meet are displayed on the Company's aforementioned website, in the 'Investors' section.

c. The Management Perspective, Business Review and Financial Highlights are part of the Annual Report.

d. All material information about the Company is promptly uploaded on the website of the Stock Exchanges and also sent through e-mail to the stock exchanges where the shares of the Company are listed.

During the financial year 2018-19 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, 2018	Business Standard - English Business Standard- Hindi	May 5, 2018
Unaudited financial results for the quarter ended June 30, 2018	Business Standard - English Business Standard- Hindi	July 20, 2018
Unaudited financial results for the quarter ended September 30, 2018	Business Standard - English Business Standard- Hindi	October 19, 2018
Unaudited financial results for the quarter ended December 31, 2018	Business Standard - English Business Standard- Hindi	January 19, 2019

GENERAL SHAREHOLDERS' INFORMATION

a. The date, time and venue of the Annual General Meeting is provided in the Notice to the Annual General meeting of the Company.

   As required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, particulars of Directors seeking re-appointment at the forthcoming Annual General Meeting are given in Annexure to Notice.

b. **Financial Year**

   Year ending: March 31, 2019

c. **Dividend -** Nil

d. **Listing of Shares**

   The Equity shares of the Company are currently listed at the following Stock exchanges:

   i) **BSE Limited ('BSE')**
   Address: 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

   ii) **National Stock Exchange of India Limited ('NSE')**
   Address: Exchange Plaza, 5th Floor, Plot no C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

It is hereby confirmed that the Annual Listing fees for the period April 1, 2019 to March 31, 2020 has been paid to both the Stock Exchanges.

e. **Stock Code**

   NSE: NIITTECH

   BSE: 532541

   ISIN at NSDL/CDSL: INE 591G01017

f. **Market Price 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, 2018 to March 31, 2019 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, 2018 to March 31, 2019:

	Bombay Stock Exchange				National Stock Exchange			
Month	Sensex	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-18	35160	1189.60	852.75	71,505	10739	1192.00	820.00	71,422
May-18	35322	1175.00	987.65	68,710	10736	1162.15	981.30	68,664
Jun-18	35423	1155.50	970.55	67,399	10714	1156.00	972.00	67,506
Jul-18	37607	1280.40	1065.85	75,586	11357	1285.80	1022.00	75,448
Aug-18	38645	1409.00	1225.00	86,384	11681	1410.50	1225.10	86,574
Sep-18	36227	1425.00	1066.35	67,266	10930	1425.20	1067.00	67,537
Oct-18	34442	1285.15	1038.00	75,577	10387	1283.50	1037.25	75,601
Nov-18	36194	1238.60	1031.30	67,253	10877	1239.00	1031.20	67,148
Dec-18	36068	1164.70	1044.40	70,847	10863	1166.00	1030.60	70,838
Jan-19	36257	1322.00	1109.85	80,983	10831	1323.00	1109.30	80,962
Feb-19	35867	1340.60	1254.15	81,468	10793	1340.85	1254.00	81,576
Mar-19	38673	1358.70	1295.70	81,867	11624	1357.80	1296.05	81,916

*Market Capitalization at closing price of the month

Source: BSE/NSE Website

g. **Performance of the share price of the Company in comparison to BSE Sensex:**

Stock Price / Index	**As on 31 March 2018**	**As on 31 March 2019**	**% Increase/ (Decrease)**
NIIT Technologies Ltd	865.00	1325.85	53%
Nifty IT	12511.55	15628.2	25%
Nifty 50	10113.7	11623.9	15%
S&P BSE Sensex	32968.68	38672.91	17%
Stock prices mentioned in above table are closing price on NSE			

h. **During the year, no securities of the Company are suspended from trading**

i. **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:–

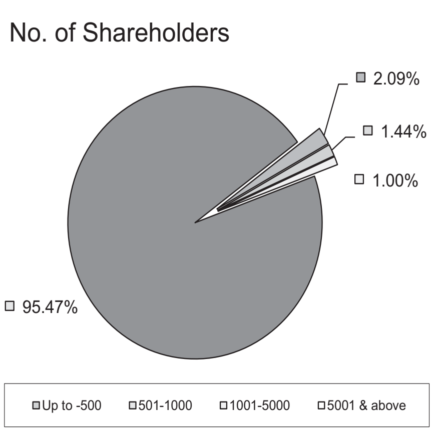
Alankit Assignments Limited
Unit: NIIT Technologies Limited
Alankit Heights RTA Division,
3E/7, Jhandewalan Extension,
New Delhi – 110 055.
Phone Nos. : 011-42541234, 23541234
Fax Nos. : 011-23552001, E-mail: rta@alankit.com

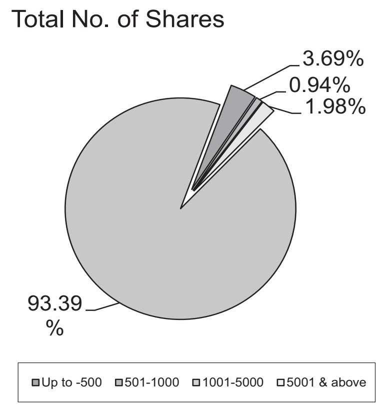
j. Share Transfer System

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 stipulated period as stated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all amendments thereto. For this purpose, the Share Transfer Committee (a sub-committee of Stakeholders Relationship Committee of the Board) meets as often as required. 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. With effect from April 01, 2019, no share in physical form shall be transferred. However, shares in physical form may be considered for the purpose of transmission of shares from deceased shareholder to his/her legal heir.

k. Distribution of shareholding

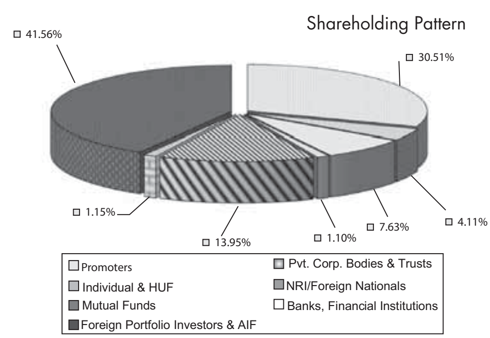
Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Range (No. of Shares)	Total No. of Shares	% to Total Shares
Up to -500	37423	95.47	Up to -500	2,27,88,130	3.69
501-1000	820	2.09	501-1000	57,88,000	0.94
1001-5000	561	1.44	1001-5000	1,22,52,490	1.98
5001 & above	393	1.00	5001 & above	57,70,10,120	93.39
TOTAL	**39197**	**100.00**	**TOTAL**	**61,78,38,740**	**100.00**





Shareholding Pattern as on March 31, 2019

Category	No. of Shares held (face value of Rs. 10/- each	Percentage of total shareholding
Promoters' Shareholding		
Indian Promoters	1,88,48,118	30.51
Foreign Promoters	-	-
Total Promoters' Holding	**1,88,48,118**	**30.51**
Public Shareholding		
Mutual Funds	86,17,270	13.95
Banks, Financial Institutions & Insurance Companies	7,08,865	1.15
Foreign Portfolio Investors, Alternate Investment Funds & Foreign Institutional Investors	2,56,78,834	41.56
NRI/Foreign Nationals	6,77,818	1.10
Private Corporate Bodies & Trust	25,39,035	4.11
Individuals, HUF	47,13,934	7.63
Total Public Shareholding	**4,29,35,756**	**69.49**
Grand Total	**6,17,83,874**	**100.00**



l. Dematerialisation of Shares & Liquidity

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, 2019, 99.69% percent shares of the Company were held in dematerialised form.

Further, pursuant to amendment in Companies (Prospectus and Allotment of Securities) Rules, 2014, a Demat Account of the Company has been opened with Alankit Assignments Limited (Registrar & Share Transfer Agent) and the investment of the Company in the form of securities in its unlisted subsidiaries have been dematerialised in accordance with provisions of the Depositories Act, 1996 and regulations made there under. The Company has been issued with ISIN in respect of the same.

m. 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.

n. Outstanding Global Depository receipts or American Depository Receipts or warrants or any convertible instruments, conversion rate and likely impact on equity

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

o. Commodity Price Risk or foreign exchange risk and hedging activities

During the Financial Year 2018-19, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Management Discussion & Analysis Report.

p. Plant Locations

In view of the nature of the Company's business viz., Information Technology (IT) Services and IT Enabled Services (ITeS), the Company operates from various offices worldwide.

q. Address for correspondence

Registered Office:

NIIT Technologies Limited,

8, Balaji Estate, First Floor, Guru Ravi Das Marg,

Kalkaji, New Delhi - 110 019, India

Tel Nos. : +91 1141675000

Fax: +91 11 41407120

e-mail: investors@niit-tech.com

The shareholders may address their communication/ suggestions/ grievances /queries to the Compliance Officer at the above mentioned address.

r. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

List of all credit ratings can be accessed from the following link:

https://crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/NIIT_Technologies_Limited_March_29_2019_RR.html

s. Equity shares in Suspense Account:

Unclaimed shares

In accordance with the requirement of Regulation 34(3) & Part F of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company reports the following details in respect of equity shares lying in 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, 2019 as per Regulation 39 of Listing Regulations, are as under:

Particulars	No. of shareholders	No. of shares
Share lying in unclaimed Suspense account at the beginning of the year	38	5356
Shares claim settled during the year	1	168
Shares transferred to IEPF account during the year	10	1856
Share lying in unclaimed Suspense account at the end of the year	27	3332

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

t. Nomination Facility

The Companies Act, 2013 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 to the Registered Office of the Company/ Registrar and Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain a copy of the said form from the Registered Office of the Company or can download it from the website of the Company at https://www.niit.com/india/training/investors/Pages/investor-services.aspx. In case of demat holdings, the request may be submitted to the Depository Participant.

u. Compliance Certificate

Certificate obtained from the Statutory Auditors of the Company, confirming compliance with the conditions of Corporate Governance as stipulated in Para E of Schedule V of the Listing Regulations as amended from time to time, is annexed to this Report.

v. Statutory Compliance

The Company has a system in place whereby Chief Financial Officer/Chief Executive Officer provides Compliance Certificate to the Board of Directors based on the confirmations received from business heads/ unit heads of the Company relating to compliance of various laws, rules, regulations and guidelines applicable to their areas of operation. The Company takes appropriate steps after consulting internally and if necessary, with independent legal counsels to ensure that the business operations are not in contravention of any laws. The Company takes all measures to register and protect Intellectual Property Rights belonging to the Company.

w. **(i) Transfer of Unclaimed/Unpaid amounts to the Investor Education & Protection Fund ('IEPF'):**

In terms of provisions of the Companies Act, 2013 read with Rules enacted therein, and all other applicable provisions, if any, all unclaimed/unpaid dividend remaining unpaid/unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund of the Central Government. The Company transferred an amount of Rs. 1,974,705 which was due for the Financial Year ended up to March 31, 2011 to the Investor Education and Protection Fund of the Central Government. No claim shall lie against the Company for the amount so transferred prior to March 31, 2019, nor shall any payment against any such claim.

Pursuant to procedure stipulated in the Rules and can be claimed from IEPF authority by applying online at https://www.iepf.gov.in or https://www.iepf.gov.in/IEPFA/refund.html pursuant to Rule 3 of the Investor Education and Protection Fund (Awareness & Protection of Investors Rules, 2001).

Further, the Shareholders are requested to apply for revalidation/issue of demand drafts for the dividend for the Financial Year ending March 31, 2012 on or before July 31, 2019 after which any unpaid dividend amount for the Financial Year 2011-2012 will be transferred to Investors Education and Protection Fund (IEPF) by the Company and any claim can be made from IEPF authority by applying online at https://www.iepf.gov.in or https://www.iepf.gov.in/IEPFA/refund.html

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

Financial Year	Type of Dividend	Date of Declaration of Dividend	Due date of transfer
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
2014-15	Final Dividend	03-08-2015	02-09-2022
2015-16	Final Dividend	01-08-2016	31-08-2023
2016-17	Final Dividend	03-08-2017	02-08-2024
2017-18	Final Dividend	28-09-2018	27-09-2025

(ii) Transfer of equity shares of the company, unclaimed dividends, other amounts and shares under section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer And Refund) Rules, 2016 to Investors Education & Protection Fund of the Authority

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite. The Board approved the transfer of shares in its meeting held on October 16, 2016 in order to comply with the requirement for transferring shares against which dividend has not been paid or claimed for seven consecutive years.

The Company had sent letters individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any. The Company has also uploaded full details of such shareholders and shares due for transfer to the demat account of the IEPF Authority on its website at link https://www.niit-tech.com/Investors/Disclosures.

Details of shares transferred to Investors Education and Protection Fund Authority (Ministry of Corporate Affairs Fund) account wherein dividend is remained unpaid/unclaimed for continuous 7 years

Particulars	No. of share-holders	No. of shares
Shares transferred to IEPF account during the Financial Year 2017-18	868	78607
Shares claim settled during the year	1	25
Shares transferred to IEPF account during the Financial year 2018-19	222	11537
Share lying in IEPF account at the end of the year	1089	90119

x. Compliance Officer

Mr. Lalit Kumar Sharma, is 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 +91-120-4285000, Fax no. is +91-120-4285333 and e-mail ID is investors@niit-tech.com.

y. Code for prevention of Insider -Trading Practices

IIn 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 Board revised the Code in its meeting held on March 20, 2019 in terms of the amendments in the Regulations. 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. The Code(s) lays down guidelines for fair disclosure of unpublished price sensitive information and advises the persons covered under the said Code(s) on procedures to be followed and disclosures to be made, while dealing with shares of the Company and advising them of the consequences of violations. The URL of the same is: https://www.niit-tech.com/sites/default/files/Code-Fair-Disclosure-version-Final-Legitimate-Purpose.pdf

z. Secretarial Certificates:

Reconciliation of Share Capital Audit

A Company Secretary in-Practice carries out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form held with Depositories.

Secretarial Certificates pursuant to Regulation 40(9) of the Listing Regulations, certificates, on half- yearly basis, have been issued by a Company Secretary in-Practice certifying that all certificates have been issued within thirty days of date of lodgement for transfer, sub-division, consolidation, renewal and exchange etc.

aa. Subsidiary Companies

In order to comply with the requirements of the SEBI (Listing Regulations), 2015, the Company has formulated a policy on material subsidiaries and posted the same on the website of the Company. Pursuant to the recent amendment in SEBI (Listing Regulations), 2015, applicable w.e.f. April 01, 2019.

At present, the Company does not has two material subsidiaries whose net worth exceeds 10% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 10% of the consolidated income of the Company during the previous financial year.

The Financials of Subsidiary Companies are tabled at the Audit Committee and Board Meetings at regular intervals (quarterly/annually). Copies of the Minutes of the Audit Committee/Board Meetings of Subsidiary Companies are also placed before the Board members at the subsequent Board Meetings for take note.

ab. Disclosure of Accounting Treatment of Financial Statements of the Company

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and all amendments thereto and other applicable & relevant provisions. The financial statements up to year ended 31 March 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

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 Company's business 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.

ac. The details pertaining to disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is covered under Board Report. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ad. The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, as included in the consolidated financial statements of the Company for the FY ended March 31, 2019, Is as follows:

Amt in INR

Fees for audit and related services paid to S.R. Batliboi & Associates LLP firms and to entities of the network of which the Statutory Auditor is a part	20.39 Mn
Other fees paid to S.R. Batliboi & Associates LLP firms and to entities of the network of which the Statutory Auditor is a part	15.97 Mn

OTHER DISCLOSURES

a) 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) and as per INDAS of the Company in the ordinary course of business during the year April 1, 2018 to March 31, 2019 are reported under Note 28 of the Financial Statements.

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. The same, as per the provisions of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 and all amendments thereto, were placed before the Audit Committee of the Company and are regularly/periodically ratified and/or approved by the Board/Audit Committee respectively. For further details, please refer to Notes, forming part of the Balance Sheet & notes to account of the Company.

b) Related Party Transactions Policy

Pursuant to the recent amendment in SEBI (Listing Regulations), 2015, applicable w.e.f. April 01, 2019, the Board has approved a policy for related party transactions which has been uploaded on the Company's website – https://www.niit-tech.com/sites/default/files/Related-Party-Transactions-Policy.pdf

c) 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.

d) Vigil Mechanism/Whistle Blower Policy

In view of the requirement as stipulated by Section 177 of the Companies Act, 2013 and the SEBI (Listing Regulations), 2015, the Company has complied with all the provisions of the Section and has 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 Company hereby affirms that no person has been denied access to the Audit Committee.

The policy is uploaded on the website of the Company and the URL for the same is www.niit-tech.com/investors/whistleblowerpolicy.pdf

e) Risk Management Framework

As mentioned earlier in the Report, 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.

f) 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.

g) Proceeds from the public issue/right issue/ preferential issues/qualified institutional placements and utilisation of proceeds etc.

There was no fresh public issue/right issue/ preferential issues or etc. during the Financial Year 2018-19 (except shares allotted under Employee Stock Option Scheme of the Company). Accordingly there is no utilisation.

The Company has entered into Share Purchase Agreement dated April 06, 2019 ('SPA') with Hulst B.V. ('Acquirer') and NIIT Limited ("Seller ") and Share Purchase Agreement ("Founder 1 SPA") between Thadani Family Trust and certain other entities/members of the Thadani family and the Acquirer and NTL and the Share Purchase Agreement ("Founder 2 SPA") between Pawar Family Trust and certain other entities/members of the Pawar family and the Acquirer and NTL, for sale of entire promoter stake in the Company by all the Promoters aggregating to 18,848,118 equity shares of Rs. 10 each equivalent to 30.507% of the share capital of the Company as on March 31, 2019. The Company received intimations from all the respective Promoters in this regard.

The execution of SPA for the purchase of the shares and simultaneous execution of the Founder 1 SPA and Founder 2 SPA for the purchase of founders shares triggered an obligation on the Purchaser to make an Open Offer to the public shareholders of the Company in accordance with Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("Takeover Regulations").

This Offer is a mandatory open offer made by the Acquirer along with other persons acting in concert ('PAC') in terms of Regulation 3(1) and 4 of the Takeover Regulations pursuant to the execution of SPAs to acquire in excess of 25% of the equity share capital of the Target Company and control over the Target Company. The Acquirer and PAC are making this Offer to all the Public Shareholders of the Target Company, to acquire up to 16,229,173 Equity Shares, representing 26.00% of the Expanded Voting Share Capital ("Offer Size").

In terms of the Regulation 14(4) of the Takeover Regulations, the Acquirer published the detailed public statement dated April 11, 2019 in the following newspapers on April 12, 2019:

(i) Business Standard, English national daily, all editions;

(ii) Business Standard, Hindi national daily, all editions; and

(iii) Navshakti, Marathi daily, Mumbai edition.

The detailed public statement dated April 11, 2019 was received from JM Financial Limited, manager to the public offer.

In accordance with the Regulation 26(6) and 26(7) of the Takeover Regulations upon receipt of the detailed public statement, the board of directors of the target company is required to constitute a Committee of Independent Directors to provide reasoned recommendations on such open offer and such recommendation is required to be published in the same newspaper where the public announcement of the open offer was published and a copy of the same is to be sent to the SEBI, Stock Exchanges and the manager to the open offer. Accordingly the company shall be taking steps in due coursa.

h) Remuneration of Non- Executive Directors

The Company has defined its criteria of making payment of remuneration to its Non-Executive Directors. The details are stated in the section 'Nomination & Remuneration Policy' of the Company.

i) Management Discussion and Analysis

There is a separate part on Management Discussion and Analysis in the Annual Report.

j) Inter-se relationship between directors

There is no inter-se relationship between Directors of the Company.

k) The Company is having the following policies as per the SEBI (Listing Regulations) 2015

Policy for Dividend Distribution as amended by the Board in its meeting held on March 20, 2019. URL for the same is: https://www.niit-tech.com/sites/default/files/Dividend_Distribution_Policy.pdf

Policy for determining `material' subsidiaries as amended by the Board in its meeting held on January 18, 2019. URL for the same is: https://www.niit-tech.com/sites/default/files/Policy-on-determining-material-subsidiaries.pdf

Archival Policy on Preservation of Documents of the Company. URL for the same is: https://www.niit-tech.com/sites/default/files/Archival-policyuploaded.pdf

Policy on determination of material/price sensitive information as amended by the Board in its meeting held January 18, 2019 in terms of amendment in SEBI Listing Regulations, 2015 effective from April 01, 2019. URL for the same is: https://www.niit-tech.com/sites/default/files/Policy-on-Materiality-of-events-or-information-uploaded-version.pdf

COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

a. Mandatory Requirements

The Company has complied with all the applicable mandatory requirements of the Listing Regulations.

b. Non-mandatory Requirements

The Company has adopted following discretionary requirements of Regulation 27 (1) of the Listing Regulations:

i) The Board:

The Non-executive Chairperson's Office is maintained at Company's expense. He is also entitled for reimbursement of any expenses incurred for performance of his duties. – Not applicable

ii) Shareholders Rights:

The quarterly and half-yearly Financial Results are published in widely circulated dailies and also displayed on Company's website. The Company sends Financial Statements along with Directors' report and Auditors' report to all the Shareholders every year.

ii) Modified Opinion(s) in Audit Report

The Company's Standalone and Consolidated Financial Statements are with unmodified audit opinion for the Financial Year ended on March 31, 2019.

iv) Separate posts of Chairperson and CEO

During the year 2018-19, the Company continued to have separate persons in the post of Chairperson and CEO.

v) Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

CERTIFICATE RELATING TO COMPLIANCE WITH THE CODE OF CONDUCT FOR DIRECTORS/SENIOR MANAGEMENT

This is to certify that as per SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015:

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, www.niit-tech.com.
3. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2018-19.

Sd/-

Sudhir Singh

Dated: May 04, 2019 **Chief Executive Officer**

Place: Noida

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 17(8) & PART E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

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 2018-19

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 facts 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 2018-19 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 2018-19 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/-	**Sd/-**
Sudhir Singh	**Sanjay Mal**
Chief Executive Officer	**Chief Financial Officer**

Dated: May 04, 2019

Place : Noida

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Members of NIIT Technologies Limited

8, Balaji Estate, Guru Ravi Das Marg,

Kalkaji, New Delhi – 110 019

1. The Corporate Governance Report prepared by NIIT Technologies Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
    i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
    ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
    iii. Obtained and read the Directors Register as on March 31, 2019 and verified that atleast one women director was on the Board during the year;
    iv. Obtained and read the minutes of the following committee meetings held April 01, 2018 to March 31, 2019:
        (a) Board of Directors meeting;
        (b) Audit committee;
        (c) Annual General meeting;
        (d) Nomination and remuneration committee;
        (e) Stakeholders Relationship Committee; and
        (f) Corporate Social Responsibility Committee;
    v. Obtained necessary representations and declarations from directors of the Company including the independent directors ; and
    vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

    The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other matters and Restriction on Use

9. This report 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.
10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Yogender Seth
Partner
Membership Number: 094524
UDIN: 19094524AAAAAE3855

Place of Signature: Gurugram
Date: May 03, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Technologies Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of NIIT Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, 2019, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of trade receivables	
As at March 31, 2019, the Company has outstanding trade receivables and unbilled revenue relating to Government customers in India. The appropriateness of the allowance for doubtful trade receivables pertaining to Government customers, is subjective due to the high degree of significant judgment applied by management in determining the impairment provision. Refer Notes 5(iii)(ii)/5(iv) to the standalone Ind AS financial Statements	- We evaluated the Group's processes and controls relating to the monitoring of trade receivables from Government customers and review of credit risks of such customers. -We performed procedures relating to obtaining evidence of receipts from the trade receivables after the period end on test check basis. - We inquired from management and those charged with governance about the recoverability status and reviewed communication received from the Government customers. - We evaluated management's assumptions used to determine the impairment amount, through analysis of ageing of receivables, assessment of material overdue individual trade receivables and risks specific to the Government customers.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, Management Discussion and Analysis, Business responsibility Report and Report on Corporate Governance, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “Annexure 1” a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 29 to the standalone Ind AS financial statements;

    ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 14(i) and 25(i) to the standalone Ind AS financial statements;

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

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per Yogender Seth
Partner
Membership Number: 094524

Place of Signature: Gurugram
Date: May 04, 2019

Annexure 1 to the Auditor's Report referred to in paragraph [1] of "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: NIIT Technologies Limited ("the company")

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets were physically verified by the management in accordance with the planned programme of verifying in phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification conducted during the financial year.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/ fixed assets are held in the name of the company.

(ii) According to the information and explanation given to us, the Company procures inventories specifically for the purpose of executing certain contracts and there is no inventory lying with the Company or in transit as at the year end.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans in respect of which provisions of section 185 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanation given to us, provisions of section 186 of the Companies Act, 2013 in respect of investments made and guarantees given have been complied with by the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax (as applicable), cess and other statutory dues have generally been regulary deposited with the appropriate authorities though there has been slight delay in few cases. The provisions relating to duty of excise is not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, goods and services tax (as applicable), sales tax, value added tax, duty of custom, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income tax, sales tax, service tax, duty of custom, value added tax, goods and service tax (as applicable) and cess on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amounts under dispute (Rs.)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax Interest	101,587,713 51,477,011	Assessment Year 2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	7,452,835 1,770,798	Assessment Year 2008-09	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	67,757,486 20,851,525	Assessment Year 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	439,716 111,484	Assessment Year 2010-11	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	10,401,805 7,102,295	Assessment Year 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	406,127 511,720	Assessment Year 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax Interest	7,569,291 1,150,449	Assessment Year 2013-14	Income Tax Appellate Tribunal

Annexure 1 to the Auditor's Report referred to in paragraph [1] of "Report on Other Legal and Regulatory Requirements" of our report of even date

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank. The Company did not have any outstanding loans or borrowing dues in respect of government or dues to debenture holders.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon. In our opinion and according to the information and explanation given by the management, term loans were applied for the purpose for which they were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration Number: 101049W/E300004
Chartered Accountants

per Yogender Seth
Partner
Membership Number: 094524
Place of Signature: Gurugram
Date: May 04, 2019

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIIT TECHNOLOGIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of NIIT Technologies Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Yogender Seth
Partner
Membership Number: 094524
Place of Signature: Gurugram
Date: May 04, 2019

NIIT technologies
Engage With The Emerging

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Balance Sheet

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	3,956	4,240
Capital work-in-progress	3	14	7
Goodwill	4	21	21
Other intangible assets	4	288	379
Financial assets			
Trade receivables	5 (iv)	11	53
Investments	5 (i)	5,808	4,455
Other financial assets	5 (iii)	176	151
Deferred tax assets (net)	6	873	935
Other non-current assets	7	66	122
Total non-current assets		**11,213**	**10,363**
Current assets			
Financial assets			
Investments	5 (ii)	2,847	2,982
Trade receivables	5 (iv)	3,165	2,506
Cash and cash equivalents	5 (v)	1,127	662
Bank balances other than above	5 (vi)	267	15
Other financial assets	5 (iii)	536	354
Current tax assets (net)	8	112	462
Other current assets	9	584	505
Total current assets		**8,638**	**7,486**
Assets classified as held for sale		9	-
Total Assets		**19,860**	**17,849**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	618	615
Other equity			
Reserves and surplus	11	16,265	14,154
Other reserves	12	156	(30)
Total equity		**17,039**	**14,739**
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	13 (i)	97	174
Provisions	14 (i) & (ii)	516	707
Other non-current liabilities	15	12	31
Total non- current liabilities		**625**	**912**
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	13 (ii)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	13 (ii)	850	804
Other financial liabilities	13 (iii)	166	269
Provisions	14 (i) & (ii)	246	359
Other current liabilities	16	934	766
Total current liabilities		**2,196**	**2,198**
Total liabilities		**2,821**	**3,110**
Total Equity and Liabilities		**19,860**	**17,849**

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

NIIT technologies
Engage With The Emerging

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Statement of Profit and Loss

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Revenue from operations	17	19,992	16,459
Other income	18	1,542	1,157
Total income		**21,534**	**17,616**
Expenses			
Purchase of stock-in-trade		52	210
Employee benefit expense	19	12,146	9,946
Depreciation and amortization expense	20	781	825
Other expenses	21	4,797	3,804
Finance costs	22	54	70
Total expenses		**17,830**	**14,855**
Profit before tax		**3,704**	**2,761**
Income tax expense:	23		
Current tax		660	631
Deferred tax		54	(132)
Total tax expense		**714**	**499**
Profit for the year		**2,990**	**2,262**
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Deferred gains/(loss) on cash flow hedges		254	(368)
Income tax relating to these items		(68)	69
	12	**186**	**(299)**
Items that will not be reclassified to profit or loss			
Remeasurement of post - employment benefit obligations income		32	14
Income tax relating to these items		(11)	(5)
		21	**9**
Other comprehensive income/ (loss) for the year, net of tax		**207**	**(290)**
Total comprehensive income for the year		**3,197**	**1,972**
Earnings per equity share (of Rs 10 each) for profit from operations attributable to owners of NIIT Technologies Limited:			
Basic earnings per share	32	48.55	36.83
Diluted earnings per share	32	47.99	36.60

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R Batliboi & Associates LLP
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Place : Gurugram
Date : May 4, 2019

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NIIT technologies
Engage With The Emerging

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Statement of Changes in Equity

(All amounts in Rs Mn., unless otherwise stated)

a. Equity Share Capital

Particulars	Number	Amount
As at 1 April 2017	61,362,174	614
Changes in equity share capital	93,950	1
As at 31 March 2018	**61,456,124**	**615**
Changes in equity share capital	**327,750**	3
As at 31 March 2019	**61,783,874**	**618**

b. Other Equity

Description	Reserves and surplus						Other reserves	Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	Employee stock option	General reserves	Retained earnings	Cash flow hedging reserve	
Balance at 1 April 2017	**5**	**17**	**408**	**113**	**1,863**	**10,105**	**269**	**12,780**
Profit for the year	-	-	-	-	-	2,262	-	2,262
Other comprehensive income	-	-	-	-	-	9	(299)	(290)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**2,271**	**(299)**	**1,972**
Shares issued for exercised options	-	-	16	-	-	-	-	16
Impact on fair valuation of employee stock options	-	-	-	97	-	-	-	97
Transferred from stock options outstanding	-	-	19	(19)	-	-	-	-
Dividend paid	-	-	-	-	-	(768)	-	(768)
Corporate dividend tax	-	-	-	-	-	-	-	-
Others	-	-	-	-	10	17	-	27
Balance at 31 March 2018	**5**	**17**	**443**	**191**	**1,873**	**11,625**	**(30)**	**14,124**

Description	Reserves and surplus						Other reserves	Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	Employee stock option	General reserves	Retained earnings	Cash flow hedging reserve	
Balance at 1 April 2018	**5**	**17**	**443**	**191**	**1,873**	**11,625**	**(30)**	**14,124**
Profit for the year	-	-	-	-	-	2,990		2,990
Other comprehensive income	-	-	-	-	-	21	186	207
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**3,011**	**186**	**3,197**
Shares issued for exercised options	-	-	85		-	-	-	85
Impact on fair valuation of employee stock options	-	-	-	75	-	-	-	75
Transferred from stock options outstanding on exercised options	-	-	86	(86)	-	-	-	-
Merger reserve	1	-	-	-	-	-	-	1
Dividend paid	-	-	-	-	-	(912)	-	(912)
Corporate dividend tax *	-	-	-	-	-	(149)	-	(149)
Others	-	-	-	-	-	-	-	-
Balance at 31 March 2019	**6**	**17**	**614**	**180**	**1,873**	**13,575**	**156**	**16,421**

* Subsidiary has declared the dividend on which Dividend distribution tax was paid by the subsidiary which has been adjusted with dividend tax laibility to be payable on dividend distributed by the Company pursuant to the provisions of Income Tax Act, 1961.

The accompanying notes are an integral part of the financial statements
As per our report of even date

For S.R Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

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Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Statement of Cash Flows

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Cash flow from operating activities		
Profit before tax	3,704	2,761
Adjustments for:		
Depreciation and amortisation expense	781	825
Loss on disposal of property, plant and equipment (net)	13	3
Provision for doubtful security deposit	-	3
Dividend income from financial assets at amortised cost	(960)	(814)
Interest income from financial assets at amortised cost	(105)	(24)
Interest and finance charges	10	11
Gain on sale of investments	(87)	(61)
Unrealized gain on fair valuation of current investments	(67)	(71)
Employee share-based payment expense	74	96
Provision for doubtful debts & contract assets (net)	20	34
Provision for customer contracts	(215)	(126)
Provision for impairment of investment in subsidiary	-	39
Unwinding of discount - Finance Income	(9)	(14)
Unwinding of discount - Finance Cost	32	47
Net exchange (gains)/losses	-	1
	(513)	**(51)**
Changes in operating assets and liabilities		
Decrease/ (Increase) in trade receivables	(637)	(439)
Decrease/ (Increase) in other financial assets	(8)	(54)
Decrease/(Increase) in other assets	(25)	12
(Increase)/Decrease in other bank balances	(252)	(1)
Increase /(Decrease) in Trade Payables	(22)	201
Increase /(Decrease) in provisions	(57)	73
Increase /(Decrease) in other current liabilities	149	120
Cash generated from operations	**(852)**	**(88)**
Income taxes paid	(377)	(599)
Net cash inflow from operating activities	**1,962**	**2,023**
Cash flow from investing activities		
Purchase of Property plant and equipment	(477)	(521)
Proceeds from sale of Property, plant and equipment	27	4
Payments for investment in subsidiary	(1,362)	(1,036)
Payments for purchase of current investments in mutual funds	(4,732)	(4,793)
Proceeds from sale of current investments in mutual funds	5,021	4,326
Dividend received from financial assets at amortised cost	960	814
Interest received from financial assets at amortised cost	98	18
Net cash outflow from investing activities	**(465)**	**(1,188)**
Cash flow from financing activities (Refer note 40)		
Proceeds from issue of shares (including share premium)	88	17
Proceeds from borrowings	3	60
Repayment of borrowings	(55)	(48)
Interest paid	(10)	(11)
Dividends paid to Company's shareholders	(1,059)	(767)
Net cash outflow from financing activities	**(1,033)**	**(749)**
Net (decrease)/increase in cash and cash equivalents	**464**	**86**
Cash from Merger	1	-
Cash and cash equivalents at the beginning of the financial year	662	576
Cash and cash equivalents at the end of the financial year	**1,127**	**662**

Statement of Cash Flows

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following [note 5(v)]		
Cash on hand	-	-
Cheques, drafts on hand	7	7
Current accounts	770	655
Fixed deposit accounts (less than 3 months maturity)	350	-
Total [Refer note no. 5(v)]	**1,127**	**662**

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R Batliboi & Associates LLP
Chartered Accountants
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Rajendra S Pawar
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Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

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

Background

NIIT Technologies Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. The Company delivers services around the world directly and through its network of subsidiaries and overseas branches. The Company is rendering Information Technology solutions and is engaged in Application Development and Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organizations in a number of sectors viz. Financial Services, Insurance, Travel, Transportation and Logistics, Manufacturing and Distribution and Government. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). These financial statements were authorised for issue in accordance with a resolution of the directors on May 04,2019.

1 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Company adopted Ind AS effective April 1,2015.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and contingent consideration that are measured at fair value;

- defined benefit plans - plan assets measured at fair value; and

- share-based payments

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

Expected to be realised or intended to be sold or consumed in normal operating cycle

Held primarily for the purpose of trading

Expected to be realised within twelve months after the reporting period, or

Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle

It is held primarily for the purpose of trading

It is due to be settled within twelve months after the reporting period, or

There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(b) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under Information Technology service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans, the useful lives of property, equipment

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

and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company is measured using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Financial statements of the Company are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

All foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the monthly rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

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 recognized in the Statement of Profit and Loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rates.

(d) Revenue from operations

The Company derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ("together called as software related services").

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as at April1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. The Company presents revenues net of indirect taxes in its statement of Profit and loss.

Arrangements with customers for software related services are either on a time-and-material basis, fixed-price, fixed capacity/fixed monthly or on transaction based.

Revenue on time-and material contracts are recognized over time as the related services are performed.

Revenue from fixed-price, fixed-capacity/ fixed monthly contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance / warrantee revenue is recognized rateably over the term of the underlying maintenance / warrantee arrangement. Transaction based revenue is recognised by multiplying transaction rate to actual transaction take place during a period.

Revenues in excess of invoicing are treated as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are treated as contract liabilities (which we refer to as deferred revenues). The Company classifies amounts due from customer as receivable or unbilled revenue depending on whether the right to consideration is unconditional. If only the passage of time is required before payment of the consideration is due, the amount is classified as receivable. Otherwise, such amounts are classified as unbilled revenue.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Company is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling

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

price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Services. The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on the relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

The Company accounts for discounts and incentives to customers as a reduction of revenue based on the relatable allocation of the discounts/ incentives to each of the underlying performance obligation. Also, when the level of discount varies with increases in levels of revenue transactions, the Company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met then discount is not recognized until the payment is probable. The Company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis. Services that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

(e) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its overseas branches operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current tax and deferred tax are recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognized in Other Comprehensive Income or directly in equity, respectively.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The

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

Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(f) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(g) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal or value in use. For the purpose of assessing impairment, assets are compared at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or a Company of assets (cash-generating units). Non-financial assets, other than goodwill, that suffer an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(h) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(i) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

(j) Inventories

Inventories represent items of traded goods that are specific to execute composite contracts of software services and IT infrastructure management services and also include finished goods which are interchangeable and not specific to any project. Inventory is carried at the lower of cost or net realizable value. The net realizable value is determined with reference to selling price of goods less the estimated cost necessary to make the sale. Cost of goods that are procured for specific projects is assigned by specific identification of their individual costs. Cost

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

of goods which are interchangeable and not specific to any project is determined using weighted average cost formula.

(k) Investments and other financial assets

(i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- ▶ Debt instruments at amortised cost
- ▶ Debt instruments at fair value through other comprehensive income (FVTOCI)
- ▶ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- ▶ Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortized cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met: a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Fair value through other comprehensive income (FVTOCI): A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Fair value through profit or loss: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's consolidated balance sheet) when:
►The rights to receive cash flows from the asset have expired, or

►The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:
►Trade receivables or contract revenue receivables; and
►All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an Company is required to consider:

►All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
►Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

(v) Investment in subsidiaries

Investment in subsidiaries are accounted for at cost.

(l) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments

(ii) Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL,

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

fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(m) Derivatives and hedging activities

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(n) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(o) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation less impairment losses. Historical cost includes expenditure that is directly

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

attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The cost of assets not ready to used before balance sheet date are disclosed under capital work in progress.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets. The estimates of useful lives of the assets are as follows:

Asset	Useful life
Leasehold Land	Over the period of lease
Buildings	60 years
Plant and Machinery:	
Computers and peripherals	2-5 years
Office Equipment	5 years
Other assets	3-15 years
Furniture and Fixtures	4-10 years
Leasehold improvements	3 years or lease period whichever is lower
Vehicles	8 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The asset's residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written down immediately to it's recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/expenses as applicable.

(p) Intangible assets

(i) Goodwill

Goodwill on acquisitions of business is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of a Company include the carrying amount of goodwill relating to the Company sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

(ii) Computer software

Costs associated with maintaining software programmes are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognized as intangible assets when the following criteria are met:

a) it is technically feasible to complete the software so that it will be available for use,

b) management intends to complete the software and use or sell it,

c) there is an ability to use or sell the software,

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

d) it can be demonstrated how the software will generate probable future economic benefits,

e) adequate technical, financial and other resources to complete the development and to use or sell the software are available, and

f) the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

During the period of development, the asset is tested for impairment annually. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

(iii) Research and development

Research expenditure and development expenditure that do not meet the criteria in (ii) above are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

(iv) Amortization methods and periods

The Company amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

Patents, copyright and other rights	5 years
Computer software - external	3 years

Project specific softwares are amortised over the project duration.

(v) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognized as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

(q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(r) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time, that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(s) Provisions

Provisions for legal claims, service warranties are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

Provisions are measured at the present value of management's best estimates of the expenditure incurred to settle the present obligation at the end of the reporting period.

(t) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

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

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements comprising of as a result of experience adjustments and changes in actuarial assumptions are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through statement of profit and loss in the period in which they occur.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post - employment obligations

Defined benefit plans:

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.

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 Company's liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial gains/ losses are recognised in the Statement of Profit and Loss in the year in which they arise.

Past service costs are recognised in profit or loss on the earlier of:

▶The date of the plan amendment or curtailment, and

▶The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

▶Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

▶Net interest expense or income.

Defined contribution plan:

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.

Overseas Employees

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

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the NIIT Technologies Employee Stock Option Plan 2005

Employee options

The fair value of options granted under Employee Stock Option Plan is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the Company over a specified time period), and

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

- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged as per the provisions of the Payment of Bonus Act, 1965 as notified on January 01, 2016 or where there is a past service that has created a constructive obligation.

(u) Dividends

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders.

(v) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company

- by weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account.

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares and

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

(w) Business combinations

The Company has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015.

- Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method as described in Appendix C of Ind AS 103 "Business Combinations.

(x) Fair value measurement

The Company measures financial instruments, such as investment in mutual funds and derivatives, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either -

- in the principal market for the asset or liability, or

- in the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

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

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, management regularly reviews significant unobservable inputs applied in the valuation by agreeing the information in the valuation computation to contracts and other relevant documents. There are no such instruments which are valued using a level 3 hierarchy.

(y) Assets held for sale

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through containing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write –down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non –current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

(z) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

(aa)Recently issued accounting pronouncements

1. (i) IND AS 116 Leases

The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019. It replaces the existing standard for Leases i.e Ind AS 17.

Lessees will use a single accounting model for all leases, with limited exemptions. This will result in many leases to be recognised in the balance sheets as right to use asset with corresponding liability for future lease payments. Also, the expense associated with leases will be disclosed as amortisation of right to use asset and interest expense in the statement of profit and loss.

An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application. An entity would need to disclose how it has applied the modified retrospective method.

The Company is under process to evaluate the impacts of the new standard on financial statements.

(ii) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or Company of tax

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

treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition-i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the consolidated financial statements.

(iii) Amendment to Ind AS 12 – Income taxes: On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12,'IncomeTaxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April1, 2019. The Company is currently evaluating the effect of this amendment on the consolidated financial statements.

(iv) Amendment to Ind AS 19 – plan amendment, curtailment or settlement -On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19,'EmployeeBenefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity : i) to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and ii) to recognise in profit or loss as part of past service cost, or gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Company does not have any impact on account of this amendment.

2 Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Areas involving critical estimates and judgments are:

- Estimated goodwill impairment – Note 4
- Estimated useful life of intangible asset – Note 4
- Estimation of defined benefit obligation – Note 14
- Estimation of provision for customer contracts – Note 14
- Impairment of trade receivables – Note 5 (iv)

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753),
Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

3. Property, plant and equipment

Year ended 31 March 2018	Freehold Land	Lease Hold Land	Buildings	Plant and Machinery -Computers and Peripherals **	Plant and Machinery -Office Equipment	Plant and Machinery - Others	Furniture and Fixtures	Lease Hold Improvements	Vehicles*	Total	Capital work in progress
Gross carrying amount											
Opening gross carrying amount as on April 1,2017	-	274	2,361	873	134	1,161	506	5	248	5,562	-
Additions	-	-	13	119	14	60	9	-	67	282	7
Disposals	-	-	-	5	-	1	3	-	9	18	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	**-**	**274**	**2,374**	**987**	**148**	**1,220**	**512**	**5**	**306**	**5,826**	**7**
Accumulated depreciation											
Opening accumulated depreciation	-	6	69	486	61	258	123	1	57	1,061	-
Depreciation charge during the year	-	3	41	220	22	140	68	2	40	536	-
Disposals	-	-	-	5	-	-	3	-	3	11	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**-**	**9**	**110**	**701**	**83**	**398**	**188**	**3**	**94**	**1,586**	**-**
Net carrying amount	**-**	**265**	**2,264**	**286**	**65**	**822**	**324**	**2**	**212**	**4,240**	**7**

Year ended 31 March 2019	Freehold Land	Lease Hold Land	Buildings	Plant and Machinery -Computers and Peripherals **	Plant and Machinery -Office Equipment	Plant and Machinery - Others	Furniture and Fixtures	Lease Hold Improvements	Vehicles*	Total	Capital work in progress
Gross carrying amount											
Opening gross carrying amount as on April 1,2018	-	274	2,374	987	148	1,220	512	5	306	5,826	7
Additions	-	-	1	114	5	23	12	7	91	253	14
Disposals	-	-	-	2	-	83	1	-	68	154	-
Transfers	-	-	-	-	-	-	-	-	-	-	(7)
Closing gross carrying amount	**-**	**274**	**2,375**	**1,099**	**153**	**1,160**	**523**	**12**	**329**	**5,925**	**14**
Accumulated depreciation											
Opening accumulated depreciation	-	9	110	701	83	398	188	3	94	1,586	-
Depreciation charge during the year	-	3	41	161	24	149	73	3	43	497	-
Disposals	-	-	-	1	-	80	1	-	32	114	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**-**	**12**	**151**	**861**	**107**	**467**	**260**	**6**	**105**	**1,969**	**-**
Net carrying amount	**-**	**262**	**2,224**	**238**	**46**	**693**	**263**	**6**	**224**	**3,956**	**14**

*Includes vehicles financed through loans Gross Block Rs. 156 Mn (31 March 2018 Rs 212 Mn), Net block Rs.109 Mn (31 March 2018 Rs 163 Mn), hypothecated to financial institutions/banks against term loans (Refer Note No. 13)

** Plant and Machinery includes Rs. 167 Mn (31 March 2018 - Rs. 237 Mn) [net block]installed in the premises of the customer under the cancellable operating lease arrangement.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

4 Intangible Assets

	Other Intangible Assets Software-External	Goodwill
Year ended 31 March 2018		
Opening gross carrying amount	1,060	21
Additions	250	-
Disposals	5	-
Transfers	-	-
Closing gross carrying amount	**1,305**	**21**
Accumulated amortization and impairment		
Opening accumulated amortization	641	-
Amortization charge for the year	289	-
Disposals	4	-
Closing accumulated amortization	**926**	**-**
Closing net carrying amount	**379**	**21**
Year ended 31 March 2019		
Opening gross carrying amount	1,305	21
Additions	193	-
Disposals	2	-
Transfers	-	-
Closing gross carrying amount	**1,496**	**21**
Accumulated amortization and impairment		
Opening accumulated amortization	926	-
Amortization charge for the year	284	-
Disposals	2	-
Closing accumulated amortization	**1,208**	**-**
Closing net carrying amount	**288**	**21**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

	31 March 2019	31 March 2018
5 Financial Assets		
5 (i) Non-current investments		
Investments in equity instruments (fully paid)		
Unquoted in Subsidiary Companies:		
2,837,887 (31 March 2018: 2,837,887) Shares having no par value in NIIT Technologies Inc. USA	156	156
16,614,375 (31 March 2018: 16,614,375) Shares of 1 Singapore $ each fully paid-up in NIIT Technologies Pacific Pte Ltd., Singapore	703	703
3,276,427 (31 March 2018: 3,276,427) Shares of 1 UK Pound each fully paid-up in NIIT Technologies Ltd., UK	204	204
Nil (31 March 2018: 890,000) Equity Shares of Rs 10/- each fully paid-up in ESRI India Technologies Limited (formerly known as NIIT GIS Limited) [Refer Note 37]	-	9
537,900 (31 March 2018: 537,900) Equity Shares of Euro 1 each fully paid-up in NIIT Technologies GmbH, Germany	185	185
50,000,000 (31 March 2018: 50,000,000) Equity Shares of Rs 10/- each fully paid-up in NIIT SmartServe Limited	500	500
1,000,000 (31 March 2018: 1,000,000) Equity Shares of Euro 1 each fully paid-up in NIIT Airline Technology GmbH Germany	224	224
5,000 (31 March 2018: 5,000) Ordinary Shares of 1000 AED each fully paid in NIIT Technologies FZ LLC Dubai	63	63
5,000,000 (31 March 2018: 5,000,000) Equity Shares of Rs. 10 each in NIIT Technologies Services Limited	25	25
3,642,868 (31 March 2018: 2,833,342) Equity Shares of Rs. 2 each in NIIT Incessant Private Limited (Formerly known Incessant Technologies Private Limited) [Refer Note 33]	3,748	2,386
Nil (31 March 2018: 10,000) Shares of Peso 100 each in NIIT Technologies Philippines Inc*	-	-
Total equity instruments	**5,808**	**4,455**
Total non- current investments	**5,808**	**4,455**
Aggregate amount of unquoted investments	5,808	4,455
Aggregate amount of impairment in value of investment*	-	39

*During the previous year ended March 31,2018 the Board of Directors has approved the proposal for closure of NIIT Technologies Philippines Inc and accordingly the Company has impaired the investment in the subsidiary amounting to Rs 39 Mn.

5 (ii) Current investments

	As on 31 March 2019		As on 31 March 2018	
	Units	Value	Units	Value
Kotak Equity Arbitrage Fund - Direct Plan- Monthly Dividend	28,182,611	310	18,000,897	198
ICICI Prudential Equity Arbitrage Fund Direct Plan- Dividend	21,399,945	310	13,682,012	198
Aditya Birla Sun Life Corporate Bond Fund Growth Regular	3,162,989	227	3,162,989	210
IDFC Arbitrage Fund Growth Direct	9,014,063	217	9,014,063	203
Aditya Birla Sun Life Arbitrage Fund Growth Direct	11,092,799	217	11,092,799	204
HDFC Arbitrage Fund WP Growth Direct	15,462,196	216	15,462,196	204
HDFC Short Term Debt Fund Regular Growth	9,601,494	198	9,601,494	184
Reliance Arbitrage Fund Direct Monthly Dividend Plan	16,754,932	184	18,319,971	199
IDFC Arbitrage Fund- Monthly Dividend- Direct Plan	14,000,932	184	-	-
HDFC Corporate Bond Fund Direct Plan Growth	8,534,304	179	8,534,304	166
Kotak Bond Short Term Fund-Growth - Regular Plan	5,030,207	175	5,030,207	163
Reliance Short Term Fund Growth Plan Growth Option	3,348,670	116	3,348,670	109
Axis Arbitrage Fund- Direct Dividend (EAD1R)	9,232,125	102	-	-
ICICI Prudential Liquid Fund - Direct Plan-Growth	217,717	60	-	-
ICICI Prudential Fixed Maturity Plan Series 82 - 1223 days Plan E Direct Plan	5,000,000	55	5,000,000	51
UTI -Fixed Term income Fund - Series XXVIII-VI (1190 Days) Direct Growth	5,000,000	55	5,000,000	51
Axis Liquid Fund, Direct Growth	20,123	42	-	-
Reliance Low Duration Fund Growth	-	-	83,805	201
SBI Magnum Insta Cash Fund Direct Plan- Growth	-	-	5,294	20
Aditya Birla Sun Life Cash Plus-Growth-Regular Plan	-	-	338,443	94
ICICI Prudential Flexible Income-Direct Plan-Growth	-	-	632,653	211
IDFC Cash Fund- Growth -Direct Plan	-	-	52,440	111
UTI -SPREAD FUND - DIRECT PLAN- DIVIDEND	-	-	12,285,671	205
Total current investments		**2,847**		**2,982**

	31 March 2019	31 March 2018
Aggregate amount of quoted investments and market value thereof	2,847	2,982
Aggregate book value of quoted investments	2,663	2,864
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in value of investment	-	-

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

5(iii) Other Financial Assets	31 March 2019		31 March 2018	
	Current	**Non- Current**	**Current**	**Non- Current**
(i) Derivatives				
Foreign exchange forward contracts	221	-	39	-
(ii) Others				
Security deposits				
Considered good	11	69	8	62
Considered doubtful	-	2	-	4
	11	71	8	66
Less : Provision for doubtful security deposits	-	(2)	-	(4)
Net security deposits	11	69	8	62
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	-	81	-	65
Interest accrued on above deposits	-	21	-	14
Unbilled revenue*	332	5	335	10
Less: Provision for doubtful unbilled revenue*	(28)	-	(28)	-
Net unbilled revenue	304	5	307	10
Total other financial assets	**536**	**176**	**354**	**151**

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

*As at March 31, 2019, the Company has outstanding unbilled revenue of Rs 219 Mn relating to Government customers in India (net of provision of Rs. 28 Mn). The appropriateness of the allowance for doubtful unbilled revenue is subjective due to the high degree of significant judgment applied by management in determining the impairment provision.

5 (iv) Trade receivables	31 March 2019		31 March 2018	
	Current	**Non- Current**	**Current**	**Non- Current**
Trade receivables	1,549	11	1,485	53
Receivables from related parties [Refer note 28]	2,147	-	1,535	-
Less: Allowance for doubtful debts	531	-	514	-
Total receivables	**3,165**	**11**	**2,506**	**53**
Break-up of security details				
Trade Receivables considered good - Secured	-	-	-	-
Trade Receivables considered good - Unsecured*	3,165	11	2,506	53
Trade Receivables which have significant increase in Credit Risk	-	-	-	-
Trade Receivables - credit impaired*	531	-	514	-
Total	**3,696**	**11**	**3,020**	**53**
Allowance for doubtful debts*	(531)	-	(514)	-
Total trade receivables	**3,165**	**11**	**2,506**	**53**

*As at March 31, 2019, the Company has outstanding trade receivables of Rs, 717 Mn relating to Government customers in India (net of provision of Rs. 509 million). The appropriateness of the allowance for doubtful trade receivables is subjective due to the high degree of significant judgment applied by management in determining the impairment provision. Above trade receivables pertain to contract with customers as defined under Ind AS 115 on Revenue from contract with customers.

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Refer note 28

5 (v) Cash and cash equivalents	31 March 2019	31 March 2018
Balances with Banks		
in current accounts	533	540
in EEFC accounts	237	115
	770	**655**
Deposits with maturity less than 3 months	350	-
Cash on hand	-	-
Cheques, drafts on hand	7	7
	7	**7**
Total cash and cash equivalents	**1,127**	**662**

5 (vi) Bank Balances other than above		
Deposits with maturity more than 3 months but less than 12 months	250	-
Unpaid dividend account	17	15
Total Bank Balances other than 5 (v) above	**267**	**15**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2019	31 March 2018
6	**Deferred tax assets (Net)**	**873**	**935**
	Deferred tax assets		
	The balance comprise temporary differences attributable to:		
	Provisions	278	314
	Employee benefit obligations	200	245
	Minimum alternate tax credit entitlement	758	691
	Gross deferred tax assets (A)	**1,236**	**1,250**
	Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	(225)	(260)
	Impact due to provisions and others	(76)	(59)
	Derivatives	(56)	12
	Others	(6)	(8)
	Gross deferred tax liabilities (B)	**(363)**	**(315)**
	Net Deferred tax assets (A-B)	**873**	**935**

Movement in deferred tax assets

	Fixed Assets	Derivatives	Employee benefits	Provisions	Minimum alternate tax credit entitlement	Other items	Total
At 1 April 2017	**(298)**	**(103)**	**252**	**263**	**622**	**(49)**	**687**
(charged)/credited:							
- to profit or loss - deferred tax	38	-	(8)	51	69	(18)	132
- to profit or loss - exchange gain / (loss)	-	46	1	-	-	-	47
- to other comprehensive income	-	69	-	-	-	-	69
At 31 March 2018	**(260)**	**12**	**245**	**314**	**691**	**(67)**	**935**
(charged)/credited:							
- to profit or loss - deferred tax	35	-	(38)	(36)	-	(15)	(54)
- MAT movement charged to current tax expenses	-	-	-	-	67	-	67
- to profit or loss - exchange gain / (loss)	-	-	4	-	-	-	4
- to other comprehensive income	-	(68)	(11)	-	-	-	(79)
At 31 March 2019	**(225)**	**(56)**	**200**	**278**	**758**	**(82)**	**873**

		31 March 2019	31 March 2018
7	**Other non current assets**		
	Capital Advances	-	2
	Advances other than capital advances	32	-
	Deferred contract cost	16	16
	Prepayments	14	78
	Deferred contract cost	4	26
	Total other non-current assets	**66**	**122**
8	**Current tax assets**		
	Advance Income Tax	4,763	4,344
	Less: Provision for income tax	3,991	3,251
	Less: Tax expense for the year	660	631
	Total current tax assets	**112**	**462**
9	**Other current assets**		
	Prepayments	362	270
	Deferred contract cost	22	48
	Value added tax recoverable	30	29
	Goods and Services Tax (GST) - input credit	100	94
	Other advances	70	64
	Total other current assets	**584**	**505**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

10 Equity share capital and other equity

(a) Equity share capital

Authorized equity share capital

	Number of shares	Amount
As at 01 April 2017	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2018	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2019	**75,000,000**	**750**

(i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
As at 01 April 2017	**61,362,174**	**614**
Exercise of options - proceeds received	93,950	1
As at 31 March 2018	**61,456,124**	**615**
Exercise of options - proceeds received	327,750	3
As at 31 March 2019	**61,783,874**	**618**

Terms and rights attached to equity shares

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. 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.

Shares reserved for issue under options

Information relating to Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 31.

(ii) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	Equity Shares			
	31 March 2019		31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
NIIT Limited	14,493,480	23.46	14,493,480	23.58
HDFC Mutual Fund	5,476,530	8.86	5,523,944	8.99

		31 March 2019	31 March 2018
11	**Reserves and Surplus**		
	Capital redemption reserve	17	17
	Capital reserve	6	5
	Securities premium	614	443
	Share options outstanding	180	191
	General reserve	1,873	1,873
	Retained earnings	13,575	11,625
	Total reserve and surplus	**16,265**	**14,154**
(i)	**Capital Redemption Reserve**		
	Opening balance	17	17
	Increase/ decrease during the year	-	-
	Closing Balance	**17**	**17**
(ii)	**Capital Reserve**		
	Opening Balance	5	5
	Increase/ decrease during the year	1	-
	Closing Balance	**6**	**5**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2019	31 March 2018
(iii)	**Securities Premium**		
	Opening Balance	443	408
	Add: Transferred from employee stock option	86	19
	Add: Premium on shares issued for exercised options	85	16
	Closing balance	**614**	**443**
(iv)	**Employee stock option**		
	Options granted till date	191	113
	Less: Transferred to securities premium	(86)	(19)
	Add: Impact of fair valuation on employee stock options	75	97
	Closing balance	**180**	**191**
(v)	**General reserve**		
	Opening balance	1,873	1,863
	Add: Other adjustments	-	10
	Closing balance	**1,873**	**1,873**
(vi)	**Retained earnings**		
	Opening balance	11,625	10,105
	Net profit for the period	2,990	2,262
	Add: Other adjustments #	-	17
	Add: Remeasurement gains on defined benefit plans	21	9
	Less: Appropriations		
	Dividends paid	(912)	(768)
	Corporate Dividend Tax *	(149)	-
	Closing balance	**13,575**	**11,625**

*Subsidiary has declared the dividend on which Dividend distribution tax was paid by the subsidiary which has been adjusted with dividend tax liability to be payable on dividend distributed by the Company pursuant to the provisions of Income Tax Act, 1961.

Certain adjustments pertaining to past business combination, which were recorded as common control.

General reserve

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 retained earnings.

Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act 2013.

Employee stock option

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under NIIT Technologies Stock Option Plan 2005.

12. Other Reserves

Cash flow hedging reserve	
As at 31 March 2017	**269**
Change in fair value of hedging instruments	(368)
Deferred tax	69
As at 31 March 2018	**(30)**
Change in fair value of hedging instruments	254
Deferred tax	**(68)**
As at 31 March 2019	**156**

Nature and purpose of other reserves

Cash flow hedging reserve

The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., Revenue, as described within Note 25. For hedging foreign currency risk, the Company uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognized in the Cash Flow Hedging Reserve. Amount recognized in the Cash Flow Hedging Reserve is reclassified to profit or loss when the hedged item i.e., revenue effects profit and loss.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2019	31 March 2018
13	**Financial liabilities**		
(i)	**Non - Current Borrowings**		
	Secured Loans		
	Term loans		
	From bank	1	3
	From Financial Institutions	67	117
	Deferred Payment Liabilities		
	Property Plant & Equipments	61	97
	Total borrowings	**129**	**217**
	Less: Current maturities of long term debt [included in note 13(iii)]	32	43
	Total Non - current borrowings	**97**	**174**

(a) Term loans from Financial Institution are secured by way of hypothecation of the vehicles financed. The loan amounts along with interest are repayable over the period of 3 to 5 years (equal monthly instalments) from the date of sanction of loan. The interest rate on above loans are within the range of 9.75% to 10.35%.

(b) The carrying amount of assets pledged as security for current and non-current borrowings are disclosed in note 3.

		31 March 2019	31 March 2018
(ii)	**Current Trade Payables**		
	Current		
	Trade payables		
	total outstanding dues of micro enterprises and small enterprises	-	-
	total outstanding dues of creditors other than micro enterprises and small enterprises	831	780
	Trade payables to related parties	19	24
	Total trade payables	**850**	**804**

There are no micro enterprises and small enterprises to which the Company owes dues as at March 31, 2019 and March 31, 2018. There is no interest due or outstanding on the same. This information is 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.

		31 March 2019	31 March 2018
(iii)	**Other financial liabilities**		
	Current		
	Capital creditors	108	130
	Current maturities of term loan [Refer Note 13 (i) above]		
	From Bank	1	2
	From Financial Institutions	31	41
	Unclaimed dividend [Refer Note (a) below]	17	15
	(i) Derivatives		
	Foreign exchange forward contracts	9	81
	Total other current financial liabilities	**166**	**269**

(a) There are no amounts due for payment to the Investors Education and Protection Fund under Section 125 (2) (c) of the Companies Act, 2013 (earlier section 205 C of the Companies Act 1956) as at the year end.

Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

14 Provisions

	31 March 2019			31 March 2018		
	Current	Non- Current	Total	Current	Non- Current	Total
Provision for customer contracts [Refer note i below]	181	6	187	192	210	402
Employee benefit obligations [Refer note ii below]	65	510	575	167	497	664
	246	**516**	**762**	**359**	**707**	**1,066**

(i)

Provision for customer contracts	181	6	187	192	210	402
Total provisions	**181**	**6**	**187**	**192**	**210**	**402**

(i) Information about individual provisions and significant estimates

Estimated loss on Completion

The Company reviews the cost to complete for all significant projects at year end and a provision has been provided for the excess of cost to be incurred over balance life of the project over and above the revenue to be recognized over the balance life of the project.

(ii) Movements in provisions

Movements in each class of provisions during the year, are set out below:

	Year ended 31 March 2019	Year ended 31 March 2018
Balance as at the beginning of the year	402	514
Charged/(credited) to profit or loss		
additional provisions recognized	13	9
Amount used	(235)	(135)
unwinding of discount	7	14
Balance as at end of the year	**187**	**402**

(ii) Employee benefit obligations

	31 March 2019			31 March 2018		
	Current	Non- Current	Total	Current	Non- Current	Total
Leave obligations (i)	65	388	453	167	408	575
Gratuity (ii)	-	122	122	-	89	89
	65	**510**	**575**	**167**	**497**	**664**

(i) Leave Obligations

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.

	31 March 2019	31 March 2018
Current leave obligations expected to be settled within next 12 months	65	167

(ii) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of completed service.

The gratuity plan is a funded plan and the Company makes contributions to recognized funds in India.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(a) Balance Sheet amounts - Gratuity

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
1 April 2017	**341**	**(298)**	**43**
Current Service Cost	59	-	59
Interest expense/ (income)	24	(22)	2
Total amount recognized in profit or loss	**83**	**(22)**	**61**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	1	1
(Gain)/loss from change in financial assumptions	2	-	2
Experience (gains)/losses	(16)	-	(16)
Total amount recognized in other comprehensive income	**(14)**	**1**	**(13)**
Employer's Contributions	-	(2)	(2)
Benefit payments	(20)	20	-
31 March 2018	**390**	**(301)**	**89**

	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
1 April 2018	**390**	**(301)**	**89**
Current Service Cost	61	-	61
Interest expense/ (income)	27	(22)	5
Total amount recognized in profit or loss	**88**	**(22)**	**66**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(8)	-	(8)
Experience (gains)/losses	(24)	-	(24)
Total amount recognized in other comprehensive income	**(32)**	**-**	**(32)**
Employer's Contributions	-	(1)	(1)
Benefit payments	(39)	39	-
31 March 2019	**407**	**(285)**	**122**

The net liability disclosed above relates to funded and unfunded plans as follows:

	31-Mar-19	31-Mar-18
Present value of funded obligations	407	390
Fair value of plan assets	(285)	(301)
(Deficit)/ Surplus of funded plan	**122**	**89**

(b) Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	31-Mar-19	31-Mar-18
Discount rate	7.50%p.a.	7.30% p.a.
Salary growth rate	7% for first 3 years and 6% thereafter	7% for first 3 years and 6% thereafter
Life expectancy	11.7 years	10 years
Expected rate of return on plan assets	7.50% p.a.	7.30% p.a.

(c) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumptions		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	31 March 2019	31 March 2018	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount rate	50 Basis Points	50 Basis Points	(19)	(17)	21	19
Salary growth rate	50 Basis Points	50 Basis Points	23	17	(20)	(19)

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(d) The major categories of plan assets are as follows:

	31 March 2019			31 March 2018		
	Quoted	Total	in %	Quoted	Total	in %
Insurance Company Products	285	285	100	301	301	100

The expected maturity analysis of defined benefit obligations:

	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
31 March 2019	26	45	114	349	**534**
31 March 2018	38	27	139	291	**495**

(e) Risk Exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc.

The Company ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Company's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

(iii) Defined benefit liability and employer contributions

The Company monitors the funding levels on an annual basis and the current agreed contribution rate is 12% of the basic salaries in India.

(iv) Defined contribution plans

The Company makes contribution towards Superannuation Fund, Pension Fund, Employee State Insurance Fund and Overseas Plans (related to the branches in the United States of America, Ireland, Belgium and Switzerland), being defined contribution plans for eligible employees. The Company has charged the following amount in the Statement of Profit and Loss:

The expense recognized during the period towards defined contribution plan is as follows:

Amount recognized in the Statement of Profit and Loss	31 March 2019	31 March 2018
Superannuation fund paid to the Trust	23	19
Contribution plans (branches outside India)	103	85
Employees state insurance fund paid to the authorities	6	5
Pension fund paid to the authorities	71	63
	203	**172**

(v) Defined benefit plans

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 recognized in the Statement of Profit and Loss in the year in which they arise. The contributions made to the trust are recognized as plan assets. The defined benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

The Company contributed Rs. 103 Mn (31 March 2018 Rs.89 Mn) during the year to the Trust, which has been charged to Statement of Profit and Loss.

(a) Amount of obligation as at the year end is determined as under

Description	31 March 2019	31 March 2018
Present value of obligation as at the beginning of the year	2,418	2,018
Interest cost	224	131
Current service cost	191	121
Benefits paid	(236)	(122)
Plan Participant's Contributions	337	181
Transfer In	96	7
Actuarial (gain) / loss on obligation	(208)	82
Present value of obligation as at the end of the year*	**2,822**	**2,418**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(b) Change in Plan Assets :	31-Mar-19	31-Mar-18
Description		
Plan assets at beginning at fair value	2,418	2,050
Expected return on plan assets	224	157
Employer contributions	191	98
Plan Participant's Contributions	337	181
Benefits paid	(236)	(122)
Transfers In	96	7
Actuarial gain / (loss) on plan assets	(208)	47
Plan assets at year end at fair value	**2,822**	**2,418**

(c) Amount of the obligation recognised in Balance Sheet :

Description		
Present value of the defined benefit obligation as at the end of the year	2,822	2,418
Fair value of plan assets at the end of the year	2,822	2,418
(Assets) recognized in the Balance Sheet	-	-

*As the funded status is in surplus there is no need for any specific provision as at year end towards the Provident Fund by the Company. Hence the net liability to be recognised in the balance sheet is Nil (31 March 2018 Nil)

(d) Principal actuarial assumptions at the Balance Sheet date		
Discount Rate	7.50%	7.30%
Attrition rate		
Age from 20-30 years	16.00%	16.00%
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	-	-
2014-15	9.19%	9.19%
2015-16	9.28%	9.28%
2016-17	9.02%	9.02%
2018 and there after	8.58%	8.58%

Long term EPFO Rate

2012-13	-	-
2013-14	8.75%	8.75%
2014-15	8.75%	8.75%
2015-16	8.80%	8.80%
2016-17	8.65%	8.65%
2017-18	8.55%	8.55%
2018 and there after	8.65%	8.55%

(e) Description		
Experience Gain/(Loss) adjustments on Plan Liabilities	208	(82)
Experience Gain/(Loss) adjustments on Plan assets	(208)	47
(f) Expected Contribution to the fund in the next year	214	85

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

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31-Mar-19	31-Mar-18
15	**Other non-current liabilities**		
	Deferred revenue	12	31
	Total other non- current liabilities	**12**	**31**
16	**Other current liabilities**		
	Advances from customers	1	-
	Payroll taxes	70	60
	Statutory dues including provident fund and tax deducted at source	97	98
	Deferred revenue	32	27
	Employee benefits payable	734	581
	Total other current liabilities	**934**	**766**
17	**Revenue from operations**		
	Sales of products		
	Traded goods	68	263
	Sale of services	19,924	16,196
	Total revenue from continuing operations	**19,992**	**16,459**
	Timing of revenue recognition		
	Goods transferred at a point in time	68	263
	Services transferred over time	19,924	16,196
	Total revenue from contracts with customers	**19,992**	**16,459**
	Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
	Revenue as per contracted price	20,198	16,013
	Hedge (loss) / gain	(205)	448
	Volume discount	(1)	(2)
	Total Revenue from contract with customers	**19,992**	**16,459**

Note : The Company deals in number of software and hardware items whose selling price vary from item to item. In view of voluminous data information relating to major items of sales have not been disclosed in the financial statements.

		31-Mar-19	31-Mar-18
18	**Other income**		
	Dividend Income from investment in subsidiaries	919	780
	Dividend Income from investment in mutual funds	41	34
	Interest income from financial assets at amortized cost	114	38
	Income on Financial Investments at fair value through profit and loss		
	Mutual funds	154	132
	Net foreign exchange gains Other items	87	42
	Recovery from subsidiaries for common corporate expenses	183	83
	Miscellaneous income*	44	48
	Total other income	**1,542**	**1,157**

* Includes Rs. 4 Mn (31 March 2018 Rs. 4 Mn) on account of recovery of bank guarantee charges from subsidiaries.

		31-Mar-19	31-Mar-18
19	**Employee benefits expense**		
	Salaries, wages and bonus	11,521	9,344
	Contribution to provident and other funds [Refer note 14 (ii)(a)]	304	261
	Employee share-based payment expense [Refer note 31 (iii)(b)]	74	96
	Gratuity [Refer note 14(a)]	66	48
	Staff welfare expenses	181	197
	Total employee benefit expense	**12,146**	**9,946**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
20	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Refer Note 3]	497	536
	Amortization of intangible assets [Refer Note 4]	284	289
	Total depreciation and amortization expense	**781**	**825**
21	**Other expenses**		
	Rental charges [Refer note 30]	131	126
	Rates and taxes	2	1
	Electricity and water charges	136	141
	Telephone and communication charges	107	105
	Legal and professional fees	415	407
	Travelling and conveyance	673	588
	Recruitment	88	57
	Insurance	32	23
	Repairs and maintenance		
	Plant and machinery	158	131
	Buildings	3	13
	Others	128	100
	Allowance for doubtful debts and unbilled revenue [Refer note 25 (ii)]	20	1
	Payment to auditors [Refer note 21(a) below]	10	8
	Advertisement and publicity	72	81
	Business promotion	32	26
	Professional charges	2,583	1,766
	Equipment hiring	10	5
	Consumables	2	14
	Other production expenses	36	25
	Loss on sales of tangible / intangible assets (net)	13	3
	Corporate social responsibility expenditure [Refer note 21 (b) below]	50	47
	Impairment in investment in subsidiary [Refer note 5(i)]	-	39
	Miscellaneous expenses	96	97
	Total other expenses	**4,797**	**3,804**
21 (a)	**Details of payments to auditors**		
	Payments to auditors (excluding taxes)		
	As auditor:		
	Audit Fee	8	7
	Tax audit Fee	-	-
	In other capacities:		
	Certification fees	1	1
	Re-imbursement of expenses	1	-
	Total payments to auditors	**10**	**8**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
21 (b)	**Corporate social responsibility expenditure**		
	Contribution to NIIT University	44	45
	Contribution to NIIT Foundation	3	2
	Contribution to Government Schools	3	0
	Total	**50**	**47**
	Amount required to be spent as per Section 135 of the Companies Act, 2013	38	33
	Amount spent during the year on:		
	On purpose other than Construction/ acquisition of an asset	50	47

21 (c) Expenses recognized during the year are net of recoveries towards common services at cost from domestic subsidiaries amounting to Rs 34 Mn (31 March 2018 - Rs. 23 Mn).

		Year ended 31 March 2019	Year ended 31 March 2018
22	**Finance costs**		
	Interest and finance charges on financial liabilities not at fair value through profit or loss:		
	on term loans from Bank / Financial Institution	10	11
	on loans from a related party	-	-
	Bank and financial charges	12	12
	Unwinding of discounts	32	47
	Finance costs expensed in profit or loss	**54**	**70**

23 Income tax expense

This note provides an analysis of the Company's income tax expense, show amounts that are recognized directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

		Year ended 31 March 2019	Year ended 31 March 2018
(a)	**Income tax expense**		
	Current tax		
	Current tax on operating profits of the year	703	581
	Adjustments for current tax of prior periods	24	50
	Decrease (increase) in Minimum Alternate Tax Credit	(67)	-
	Total current tax expense	**660**	**631**
	Deferred tax		
	Decrease (increase) in deferred tax assets	70	(44)
	(Decrease) increase in deferred tax liabilities	(35)	(38)
	Decrease (increase) in Minimum Alternate Tax Credit	-	(69)
	Exchange fluctuations	4	1
	Tax on income/(expense) during the period recognized on Ind AS adjustments	15	18
	Total deferred tax expense/(benefit)	**54**	**(132)**
	Income tax expense	**714**	**499**

Refer note 6 for Deferred tax movement

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
(b)	**Amount recognised directly in equity**		
	Deferred tax Asset/(liability) on other comprehensive income	(79)	64
(c)	**Tax Losses**		
	Unused tax losses for which no deferred tax asset has been recognised	13	13
	Potential tax benefit @ 23.296% (previous year @ 23.072%)	3	3
(d)	**Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**		
	Profit from continuing operations before income tax expense	3,704	2,761
	Tax at the Indian tax rate of 34.944% (for FY 2017-18: 34.608%)	**1,294**	**956**
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Impact of permanent differences		
	Expenses on corporate social responsibility to the extent disallowable	10	9
	Difference in Tax (lower rate) on Dividend received from overseas subsidiaries	-	(99)
	Withholding tax on dividend received from overseas subsidiaries adjusted against dividend distribution tax in India (Refer note 35)	(274)	-
	Adjustments for taxes of prior periods incl. overseas branches	16	(2)
	Impairment of investments in Philippines Subsidiary	-	13
	Decrease/(Increase) on Other Comprehensive (Income)/Expense	(11)	(5)
	Disallowance of expenses related to exempted income - under section 14A	1	1
	Impact of deductions/exemptions		
	Deduction under section 10AA	(343)	(385)
	Deduction under section 80IAB	(36)	(31)
	Dividend Income exempted under section 10	(61)	(84)
	Increase/(Decrease) in Deferred Tax Liability on Fixed Assets, pertaining to tax holiday period	18	25
	Taxes paid branches at overseas - net of relief under section 90	102	99
	Others	(2)	2
	Income tax expense	**714**	**499**

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. 758 Mn (Previous Year Rs.691 Mn) has been shown under "Deferred tax assets". Further, during the year, the Company has created MAT credit of Rs. 67 Mn (Previous Year Rs. 69 Mn).

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), Ireland, Belgium and Switzerland in accordance with the tax legislations applicable in the respective jurisdiction.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

24 Fair value measurements

Financial instruments by category:

	31 March 2019			31 March 2018		
	FVTPL	**FVTOCI**	**Amortized Cost**	**FVTPL**	**FVTOCI**	**Amortized Cost**
Financial assets						
Investments in Mutual funds	2,847	-	-	2,982	-	-
Trade and other receivables	-	-	3,176	-	-	2,559
Cash and cash equivalents	-	-	1,127	-	-	662
Other Bank Balances	-	-	267	-	-	15
Long term deposits with bank with maturity period more than 12 months	-	-	81	-	-	65
Foreign Exchange Forward Contracts	-	221	-	-	39	-
Security deposits	-	-	80	-	-	70
Unbilled revenue	-	-	309	-	-	317
Interest accrued on deposits with Banks	-	-	21	-	-	14
Total Financial assets	**2,847**	**221**	**5,061**	**2,982**	**39**	**3,702**
Financial liabilities						
Borrowings	-	-	129	-	-	217
Trade and other payables	-	-	850	-	-	804
Capital creditors	-	-	108	-	-	130
Unclaimed dividend	-	-	17	-	-	15
Derivative instruments	-	9	-	-	81	-
Total Financial liabilities	**-**	**9**	**1,104**	**-**	**81**	**1,166**

The carrying amounts of trade receivables, capital creditors, unbilled revenue, Security deposits, unpaid dividend account, Long term deposits with bank, cash and cash equivalents, Borrowings, obligation under finance lease, Trade and other payables, unclaimed dividend are considered to be the same as their fair values, due to their short term nature.

Investments in equity instruments (Unquoted) are carried at cost

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The fair values for security deposits were calculated based on cash flows discounted using a current lending rate.

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value, and

(b) measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2019	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Financial Investments at FVTPL				
Mutual funds	2,847	-	-	2,847
Financial Investments at FVOCI				
Foreign exchange forward contracts	-	221	-	221
Total financial assets	**2,847**	**221**	**-**	**3,068**
Financial Liability				
Financial Investments at OCI				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	(9)	-	(9)
Total financial Liability	**-**	**(9)**	**-**	**(9)**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Mutual funds	2,982	-	-	2,982
Financial Investments at FVOCI				
Foreign exchange forward contracts	-	39	-	39
Total financial assets	**2,982**	**39**	**-**	**3,021**
Financial Liability				
Financial Investments at OCI				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	(81)	-	(81)
Total financial Liability	**-**	**(81)**	**-**	**(81)**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on Company-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices for similar instruments.
- Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

25. (i) Hedging activities and derivatives

The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

At 31 March 2019, the Company hedged 75% (31 March 2018: 75%), of its expected foreign currency sales. Those hedged sales were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts.

The Company is holding the following foreign exchange forward contracts (highly probable forecasted sales)

As at March 31, 2019

Particulars	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	Total
USD /INR						
Notional amount	463	991	993	1,232	1,304	4,982
Average forward rate	70	71	73	75	73	73
GBP /INR						
Notional amount	126	249	223	314	348	1,259
Average forward rate	96	95	96	99	96	97
EUR /INR						
Notional amount	39	76	69	97	107	388
Average forward rate	86	85	86	89	85	86

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

As at March 31, 2018

Particulars	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	Total
USD /INR						
Notional amount	434	872	1,163	811	1,085	4,366
Average forward rate	67	67	67	67	67	67
GBP /INR						
Notional amount	114	230	310	219	304	1,177
Average forward rate	87	88	89	91	94	90
EUR /INR						
Notional amount	34	69	120	32	104	361
Average forward rate	76	77	80	81	84	80

The impact of the hedging instruments on the balance sheet is, as follows:

Foreign exchange forward contracts	Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring ineffectiveness for the period
At 31 March 2019	6,629	212	Derivative instruments under current financial assets / liabilities	-
At 31 March 2018	5,903	(42)	Derivative instruments under current financial assets / liabilities	-

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

31 March 2019

Type of hedge and risks	Carrying amount of hedging instrument		Maturity date	Carrying amount of hedging instrument		Maturity date
	Assets	Liabilities		Assets	Liabilities	
Cash flow hedge						
Foreign exchange risk						
Foreign exchange forward contracts	221	9	April 2019 to March 2020	39	81	April 2018 to March 2019

(b) Disclosure of effects of hedge accounting on financial performance

31 March 2019

Type of Hedge	Change in the value of hedging instrument recognised in other comprehensive income*		Amount reclassified from cash flow hedging reserve to profit or loss		Line item affected in statement of profit and loss because of the reclassification	
Cash flow hedge						
Foreign exchange risk	186	(299)	(205)	448	Revenue	Revenue

*The resultant impact on the cash flow hedge reserve for the year ended March 31, 2019 and March 31, 2018; on account of changes in the fair value has been reconciled in Note No. 12

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

25. (ii) Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The borrowing of the Company constitute loan taken only for vehicle purchased. All the finances are made out of internal accruals. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also hold investments measured at fair value through profit or loss (FVTPL) and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by

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

appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments measured at FVTPL and derivative financial instruments.

- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

There are no significant borrowings on the financial statements. Hence, there is no significant concentration of interest rate risk.

- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Unhedged foreign currency exposure

Non-derivative foreign currency exposure as of 31 March, 2019 and 31 March 2018 in major currencies is as below:

Currencies	Net financial Assets		Net financial Liabilities	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
USD/INR	1,589	1,243	24	196
GBP/INR	235	198	-	-
EURO/INR	139	118	-	-

a) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

	Impact on Profit after Tax		Impact on other components of equity	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
USD Sensitivity				
INR/USD - Increase by 1%*	14	9	1	0
INR/USD - Decrease by 1%*	(14)	(9)	(1)	0
EUR Sensitivity				
INR/EUR - Increase by 1% *	2	2	0	0
INR/EUR - Decrease by 1% *	(2)	(2)	(0)	0
GBP Sensitivity				
INR/GBP - Increase by 1% *	2	2	0	1
INR/GBP - Decrease by 1% *	(2)	(2)	(0)	(1)

*Holding all other variables constant

(b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade Receivables

The customers of the Company are primarily corporations based in the United States of America and Europe and accordingly, trade receivables are concentrated in the respective countries. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivables.The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2019:

	31-Mar-19	31-Mar-18
Balance at the beginning	542	515
Impairment loss recognized/(reversed)	20	35
Amounts written off	(3)	(8)
Balance at the end	**559**	**542**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(c) Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings except term loans and working capital limits from banks. The term loans are secured against hypothecation of the vehicles (refer note 13), and working capital limit is secured by a first charge on the book debts of the Company and by a second charge on movable assets of the Company . However, the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Maturities of financial liabilities

Balances due within and after 12 months equal their carrying balances as the impact of discounting is not significant.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2019:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Borrowings	32	22	71	4	129
Trade Payables	850	-	-	-	850
Other Financial Liabilities (excluding Borrowings)	134	-	-	-	134
	1,016	**22**	**71**	**4**	**1,113**

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2018:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Borrowings	43	77	93	4	217
Trade Payables	804	-	-	-	804
Other Financial Liabilities (excluding Borrowings)	226	-	-	-	226
	1,073	**77**	**93**	**4**	**1,247**

26 Capital Management

a) Risk management

For the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the shareholders. The primary objectives of the Company's capital management are to maximise the shareholder value and safeguard their ability to continue as a going concern. The Company has no outstanding borrowings except term loans and working capital limits from banks. The term loans are secured against hypothecation of the vehicles (refer note 13), and working capital limit is 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 complied with the financial covenants attached with above stated borrowings throughout the reporting period. The funding requirements are generally met through operating cash flows generated. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

b) Dividends

	31-Mar-19	31-Mar-18
(i) Equity Shares	912	768
Final dividend paid for the year ended 31 March 2018 of Rs. 15 (31 March 2017 - Rs. 12.50) per share		
(ii) Dividends not recognised at the end of reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Nil per fully paid up equity share (31 March 2018 - Rs. 15).	-	912

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

27 Related parties where control exists

(i) Interest in Subsidiaries

The Company's subsidiaries at 31 March 2019 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Company and the proportion of ownership interests held equals the voting rights held by the Company. The country of incorporation or registration is also their principal place of business.

Sr. No.	Name	Place of business/ country of incorporation	Ownership interest held by the Company		Ownership interest held by the Non controlling interest		Principal Activities
			31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	
	Direct subsidiaries						
1	ESRI India Technologies Limited	India	88.99	88.99	11.01	11.01	Software development
2	NIIT Smart Serve Limited	India	100	100	-	-	Software development
3	NIIT Technologies Services Limited	India	100	100	-	-	Software development
4	NIIT Technologies Limited	United Kingdom	100	100	-	-	Software development
5	NIIT Technologies Pte Limited	Singapore	100	100	-	-	Software development
6	NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited)	India	90	70	10	30	Software development
7	NIIT Technologies GmbH	Germany	100	100	-	-	Software development
8	NIIT Technologies Inc	USA	100	100	-	-	Software development
9	NIIT Airline Technologies GmbH	Germany	100	100	-	-	Software development
10	NIIT Technologies FZ LLC	Dubai	100	100	-	-	Software development
11	NIIT Technologies Philippines Inc	Philippines	100	100	-	-	Software development
	Stepdown subsidiaries						
12	NIIT Technologies BV (Wholly owned by NIIT Technologies, UK)	Netherlands	100	100	-	-	Software development
13	NIIT Technologies Limited (Wholly owned by NIIT Technologies, Singapore)	Thailand	100	100	-	-	Software development
14	NIIT Technologies Pty Ltd, (Wholly owned by NIIT Technologies, Singapore)	Australia	100	100	-	-	Software development
15	NIIT Insurance Technologies Limited, (Wholly owned by NIIT Technologies Limited, UK)	United Kingdom	100	100	-	-	Software development
16	NIIT Technologies S.A. (Wholly owned by NIIT Technologies Limited, UK)	Spain	100	100	-	-	Software development
17	NIIT Media Technologies LLC (Majorly owned and controlled subsidiary of NIIT Technologies Inc, USA), liquidated with effect from 31 December 2018.	USA	-	60	-	40	Software development
18	NIIT Technologies Brazil Ltd (Wholly owned by NIIT Technologies Limited, UK and NIIT Technologies Inc, USA), liquidated with effect from 09 November 2018.	Brazil	-	100	-	-	Software development
19	Incessant Technologies. (UK) Limited (Wholly owned by NIIT Incessant Private Limited)	United Kingdom	90	70	10	30	Software development
20	Incessant Technologies Ltd., (Ireland) (Wholly owned by NIIT Incessant Private Limited)	Ireland	90	70	10	30	Software development
21	Incessant Technologies (Australia) Pty Ltd. (Wholly owned by NIIT Incessant Private Limited)	Australia	90	70	10	30	Software development
22	Incessant Technologies NA Inc., (Wholly owned by NIIT Incessant Private Limited)	USA	90	70	10	30	Software development
23	RuleTek LLC (Partially owned by NIIT Incessant Private Limited)	USA	67.5	55	32.5	45	Software development

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

28 Related party transactions

a. Name of related parties and description of relationship

Nature of relationship	Name of the Company
Subsidiary Companies	Interest in subsidiaries are set out in Note-27 above
Parties of whom the Company is an associate and their subsidiaries:	NIIT Limited, India (Through its subsidiary Evolve Services Limited, India) NIIT USA Inc., USA NIIT Institute of Finance Banking and Insurance Training Limited
Key Managerial Personnel	Rajendra S Pawar, Chairman Vijay K Thadani, Non-Executive Director Arvind Thakur, Vice Chairman and Managing Director Sudhir Singh, Chief Executive Officer Amit Kumar Garg, Chief Financial Officer (up to 27th July 2018) Sanjay Mal, Chief Financial Officer (w.e.f. 28th July 2018) Lalit Kumar Sharma, Company Secretary and Legal Counsel
Parties in which the Key Managerial Personnel of the Company are interested:	Naya Bazaar Novelties Private Limited NIIT Institute of Information Technology NIIT University NIIT Foundation Indian School of Business

b. List of other related parties

Particulars	Country	Nature of relationship
NIIT Technologies Limited Employees Provident Fund Trust	India	Post-employment benefit plan
NIIT Technologies Limited Employees Group Gratuity Scheme	India	Post-employment benefit plan
NIIT Technologies Superannuation Scheme	India	Post-employment benefit plan

Refer to Note 14 for information and transactions with post-employment benefit plans mentioned above.

c Key management personnel compensation

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Short term employee benefits*	175	99
Sitting fees	3	3
Post employment benefits**	11	5
Remuneration paid	**189**	**107**
Share based payment transactions ***	51	33
Total compensation	**240**	**140**

* Short term employee benefit expenses does not include value of taxable perquisites amounting to Rs. 136 Mn

**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.

*** It has been charged to statement of profit and loss

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

d. Transaction with related parties

Nature of Transactions	Subsidiaries	Parties of whom the Company is an associate	Parties in which Key Managerial Personnel of the Company are interested	Total
Rendering of services	18,090	21	-	18,111
	(13,918)	(24)	-	(13,942)
Receiving of services	64	3	-	67
	(65)	(3)	-	(68)
Recovery of expenses by the Company	171	-	1	172
(Including those from overseas subsidiaries)	(149)	-	(1)	(150)
Recovery of expenses from the Company	101	-	-	101
	(47)	(11)	-	(58)
Donation	-	-	47	47
	-	-	(45)	(45)
Investments made	1,362	-	-	1,362
	(1,036)	-	-	(1,036)
Loans repaid	-	-	-	-
	-	-	-	-
Recovery for common corporate expenses	183	-	-	183
	(83)	-	-	(83)
Other Income	27	-	-	27
	(33)	-	-	(33)
Recovery of bank guarantee charges from subsidiaries	4	-	-	4
	-	-	-	-
Other expenses	-	-	1	1
	-	-	-	-
Dividend paid to NIIT Limited	-	217	-	217
	-	(181)	-	(181)
Dividend received	919	-	-	919
	(210)	-	-	(210)
Guarantees given to the banks during the year against lines of credit sanctioned to the wholly owned overseas subsidiaries	50	-	-	50
	-	-	-	-
Guarantees given to the banks expired during the year against lines of credit sanctioned to the wholly owned overseas subsidiaries	-	-	-	-
	(645)	-	-	(645)
Guarantees given the year, which were earlier given to the customers on behalf of wholly owned overseas subsidiaries	9	-	-	9
	(47)	-	-	(47)

Figures in parenthesis represent Previous Year's figure.

e. Details of balances with related parties:

Particulars	Receivables as at March 31, 2019	Payables as at March 31, 2019	Receivables as at March 31, 2018	Payables as at March 31, 2018
Subsidiaries				
Amount receivable / payable	2,134	19	1,535	18
Outstanding guarantees to banks against lines of credit sanctioned to wholly owned overseas subsidiaries	-	831	-	782
Outstanding guarantees to customers on behalf of wholly owned overseas subsidiaries	-	719	-	710
Parties of whom the Company is an associate	13	-	10	-
Key Managerial Personnel	-	-	-	6
Parties in which Key Managerial Personnel are interested	-	-	-	-

There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

f. Key Managerial Personnel interests in the Senior Executive Plan

Share options held by Key Managerial Personnel of the Company's Stock Option Plan 2005 to purchase Equity shares have the following expiry dates and exercise prices:

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

Grant date	Expiry date	Exercise price	Closing option as at 31-Mar-19	Closing option as at 31-Mar-18
9-May-14	9-May-20	409.75	20,000	20,000
9-May-14	9-May-21	409.75	20,000	20,000
9-May-14	9-May-22	409.75	20,000	20,000
15-Oct-14	15-Oct-18	393.70	-	20,000
15-Oct-14	16-Oct-19	393.70	-	20,000
15-Oct-14	15-Oct-20	393.70	20,000	20,000
15-Oct-14	15-Oct-21	393.70	20,000	20,000
15-Oct-14	15-Oct-22	393.70	20,000	20,000
19-Oct-15	20-Oct-19	493.60	40,000	40,000
19-Oct-15	19-Oct-20	493.60	40,000	40,000
19-Oct-15	19-Oct-21	493.60	40,000	40,000
19-Oct-15	19-Oct-22	493.60	40,000	40,000
19-Oct-15	20-Oct-23	493.60	40,000	40,000
14-Jan-16	15-Jan-20	-	-	9,000
14-Jan-16	14-Jan-21	-	-	9,000
14-Jan-16	14-Jan-21	-	-	7,000
14-Jan-16	14-Jan-22	-	-	7,000
20-Jun-16	20-Jun-20	10.00	10,000	10,000
20-Jun-16	20-Jun-21	10.00	10,000	10,000
20-Jun-16	20-Jun-22	10.00	10,000	10,000
20-Jun-16	21-Jun-23	10.00	10,000	10,000
20-Jun-16	20-Jun-24	10.00	10,000	10,000
20-Jun-16	20-Jun-20	534.30	40,000	40,000
20-Jun-16	20-Jun-21	534.30	40,000	40,000
20-Jun-16	20-Jun-22	534.30	40,000	40,000
20-Jun-16	21-Jun-23	534.30	40,000	40,000
20-Jun-16	20-Jun-24	534.30	40,000	40,000
14-Jul-16	14-Jul-20	503.65	7,420	7,420
14-Jul-16	14-Jul-21	503.65	7,420	7,420
14-Jul-16	17-Jul-22	503.65	7,420	7,420
23-Jun-17	22-Jun-21	10.00	-	58,000
23-Jun-17	22-Jun-22	10.00	58,000	58,000
23-Jun-17	22-Jun-21	10.00	-	20,000
23-Jun-17	22-Jun-24	10.00	40,000	40,000
23-May-18	22-May-22	1,048.90	5,010	-
23-May-18	23-May-23	1,048.90	5,010	-
23-May-18	22-May-24	1,048.90	5,010	-
5-Sep-18	4-Sep-22	1,364.40	5,400	-
5-Sep-18	5-Sep-23	1,364.40	5,400	-
5-Sep-18	4-Sep-24	1,364.40	5,400	-
5-Sep-18	4-Sep-22	10.00	2,000	-
5-Sep-18	5-Sep-23	10.00	2,000	-
5-Sep-18	4-Sep-24	10.00	2,000	-
			727,490	**840,260**

No share options have been granted to the non-executive members of the Board of Directors under this scheme.

Refer to Note 31 for further details on the scheme.

g. Terms and Conditions

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The recovery of bank guarantee charges from subsidiaries are made on terms equivalent to those that prevail in arm's length transactions.

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

29 Contingent liabilities and contingent assets

(a) Contingent liabilities

The Company had contingent liabilities in respect of:

		31-Mar-19	31-Mar-18
i)	Claims against the Company not acknowledged as debts:		
	Income tax matters pending disposal by the tax authorities	279	326
	Claims made by customer pending under arbitration	-	1
		279	**327**

ii) The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition. Further, 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.

iii) The Company does not expect any reimbursements in respect of the above contingent liabilities.

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

iv) **Income tax**

Claims against the Company not acknowledged as debts as on March31,2019 include demand from the Indian Income-tax authorities for payment of tax of Rs.279 Mn (31 March 2018 - Rs. 326 Mn), upon completion of the tax assessment for the financial years starting from 2005-06 to 2012-13.

The tax demand for the financial years starting from 2006-07 to 2010-11 includes disallowance of apportion of the deduction claimed by the Company under Section 10B of the Income Tax Act, 1961 as determined by the ratio of export turnover to total turnover. The disallowances arose mainly due to the fact that tax authority considered all units as one for computation of tax deduction/exemption instead of calculating each unit's eligibility separately. Tax demand for financial years starting from 2006-07 to financial year 2012-13 also includes disallowances on account of brought forward unabsorbed depreciation on demerger, Bad debts written-off, Section 14A read with Rule 8D and towards transfer pricing. The matters for financial years starting from 2006-07 to 2010-11 & financial year 2012-13 are pending before Hon'ble ITAT, Delhi. The matters for financial year 2011-12 and 2012-13 were duly accepted by the Commissioner of Income Tax (Appeals) Delhi. However, the Income-tax Department had filed the appeals with the ITAT and are pending for disposal. The Company is contesting the demand and the management including its tax advisors believes that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

(b) Contingent assets

The Company does not have any contingent assets as at 31 March 2019 and 31 March 2018.

30 Commitments

(a) Capital expenditure contracted for at the end of the reporting period but not recognized as liabilities is as follows:

	31-Mar-19	31-Mar-18
Property, plant and equipment	52	28
Intangible assets	50	201

(b) Non cancellable operating leases:

The Company leases various offices and equipments under non cancellable operating lease expiring within five years. The leases have varying terms, escalation clause and renewal rights. On renewal the terms of the leases are renegotiated. Commitments for future minimum lease payments in relation to non-cancellable operating leases are payable as follows:

	In respect of Premises*		In respect of Equipments*	
	31-Mar-19	**31-Mar-18**	**31-Mar-19**	**31-Mar-18**
Within one year	48	61	3	-
Later than one year but not later than 5 years	193	-	8	-
Later than 5 years	-	-	-	-
	241	**61**	**11**	**-**

*Aggregate rental expense during the period under operating leases amount to Rs. 131 Mn (March 31, 2018 Rs. 126 Mn)

31 Share-based stock payments

(a) Employee option plan

The establishment of the NIIT Technologies Stock Option Plan 2005 (ESOP 2005) was approved by the shareholders at the annual general meeting held on May 18, 2005. The ESOP 2005 is designed 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. Under the plan, participants are granted options which vest upon completion of 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.

Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. 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.

Once vested, the options remain exercisable for a period of three years.

i) Set out below is a summary of options granted under the plan:

	31-Mar-19		31-Mar-18	
	Average exercise price per share	**Number of options**	**Average exercise price per share**	**Number of options**
Opening balance	353.84	1,202,420	387.18	1,091,580
Granted during the year	818.65	204,070	187.65	303,550
Exercised during the year *	251.65	327,750	172.13	93,950
Forfeited/ lapsed during the year	743.33	110,400	385.35	98,760
Closing balance	**436.32**	**968,340**	**353.84**	**1,202,420**
Vested and exercisable		383,980		400,890

* The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2019 was INR 1,222.28 (31 March 2018 - INR 638)

No options expired during the periods covered in the above tables.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

ii) Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant	Grant Date	Vesting Date	Expiry date	Exercise price	Fair Value	Share options outstanding as at 31-Mar-19	Share options outstanding as at 31-Mar-18
Grant XXIII							
Tranche I	15/Oct/13	15/Oct/14	15/Oct/17	296.60	67	-	-
Tranche II	15/Oct/13	15/Oct/15	15/Oct/18	296.60	67	-	8,200
Grant XXIV							
Tranche I	14/Jan/14	14/Jan/15	14/Jan/18	372.10	101	-	-
Tranche II	14/Jan/14	14/Jan/16	14/Jan/19	372.10	101	-	-
Grant XXV							
Tranche I	09/May/14	09/May/15	09/May/18	409.75	109	-	6,000
Tranche II	09/May/14	09/May/16	09/May/19	409.75	109	6,000	6,000
Grant XXVI							
Tranche III	09/May/14	09/May/17	09/May/20	409.75	135	20,000	20,000
Tranche IV	09/May/14	09/May/18	09/May/21	409.75	135	20,000	20,000
Tranche V	09/May/14	09/May/19	09/May/22	409.75	135	20,000	20,000
Grant XXVII							
Tranche I	15/Jul/14	15/Jul/15	15/Jul/18	10.00	350	-	-
Tranche II	15/Jul/14	15/Jul/16	15/Jul/19	10.00	350	-	11,000
Tranche III	15/Jul/14	15/Jul/17	15/Jul/20	10.00	350	-	11,000
Grant XXVIII							
Tranche I	05/Aug/14	05/Aug/15	05/Aug/18	374.05	102	-	25,000
Tranche II	05/Aug/14	05/Aug/16	05/Aug/19	374.05	102	9,000	30,000
Grant XXIX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	110	-	-
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	110	-	-
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	110	-	-
Grant XXX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	10.00	337	-	-
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	10.00	337	-	-
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	10.00	337	-	-
Grant XXXII							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	125	-	20,000
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	125	-	20,000
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	125	20,000	20,000
Tranche IV	15/Oct/14	15/Oct/18	15/Oct/21	393.70	125	20,000	20,000
Tranche V	15/Oct/14	15/Oct/19	15/Oct/22	393.70	125	20,000	20,000
Grant XXXIII							
Tranche I	05/May/15	05/May/16	05/May/19	356.50	85	-	-
Tranche II	05/May/15	05/May/17	05/May/20	356.50	101	-	7,500
Grant XXXIV							
Tranche I	13/Jul/15	13/Jul/16	13/Jul/19	10.00	350	-	3,000
Tranche II	13/Jul/15	13/Jul/17	13/Jul/20	10.00	339	-	8,000
Tranche III	13/Jul/15	13/Jul/18	13/Jul/21	10.00	329	-	8,000
Grant XXXV							
Tranche I	19/Oct/15	19/Oct/16	19/Oct/19	493.60	125	40,000	40,000
Tranche II	19/Oct/15	19/Oct/17	19/Oct/20	493.60	142	40,000	40,000
Tranche III	19/Oct/15	19/Oct/18	19/Oct/21	493.60	160	40,000	40,000
Tranche IV	19/Oct/15	19/Oct/19	19/Oct/22	493.60	170	40,000	40,000
Tranche V	19/Oct/15	19/Oct/20	19/Oct/23	493.60	187	40,000	40,000
Grant XXXVI							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	546.40	142	-	9,000
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	546.40	157	-	9,000
Grant XXXVII							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	10.00	495	-	-
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	10.00	480	-	7,000
Tranche III	14/Jan/16	14/Jan/19	14/Jan/22	10.00	465	-	7,000
Grant XXXVIII							
Tranche I	05/May/16	05/May/17	05/May/20	459.65	125	-	6,500
Tranche II	05/May/16	05/May/18	05/May/21	459.65	136	-	7,500
Grant XXXIX							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.3	147	11,570	19,570
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.3	160	11,570	19,570
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.3	176	15,030	19,570
Grant XL							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	10.00	487	10,000	10,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	10.00	472	10,000	10,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	10.00	458	10,000	10,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	10.00	445	10,000	10,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	10.00	432	10,000	10,000
Grant XLI							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.30	147	40,000	40,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.30	160	40,000	40,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.30	176	40,000	40,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	534.30	191	40,000	40,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	534.30	200	40,000	40,000
Grant XLII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136	-	4,700
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	149	-	7,500
Grant XLIII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136	7,420	7,420
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	149	7,420	7,420
Tranche III	14/Jul/16	14/Jul/19	14/Jul/22	503.65	164	7,420	7,420

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Grant	Grant Date	Vesting Date	Expiry date	Exercise price	Fair Value	Share options outstanding as at	
						31-Mar-19	31-Mar-18
Grant XLIV							
Tranche I	25/Oct/16	25/Oct/17	25/Oct/20	10.00	388	7,000	7,000
Tranche II	25/Oct/16	25/Oct/18	25/Oct/21	10.00	377	7,000	7,000
Tranche III	25/Oct/16	25/Oct/19	25/Oct/22	10.00	366	7,000	7,000
Grant XLV							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	10.00	386	-	-
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	10.00	374	-	-
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	10.00	363	-	-
Grant XLVI							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	425.4	107	-	5,000
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	425.4	124	-	-
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	425.4	133	-	-
Grant XLVII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	58,000
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510	58,000	58,000
Grant XLVIII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	20,000
Tranche II	23/Jun/17	23/Jun/21	23/Jun/24	10.00	482	40,000	40,000
Grant XLIX							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	572.9	176	3,000	25,750
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	572.9	196	6,700	25,750
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	572.9	193	6,700	25,750
Grant L							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	6,100
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510	2,250	6,100
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	10.00	496	2,250	6,100
Grant LI							
Tranche I	17/Oct/17	17/Oct/18	17/Oct/21	10.00	574	5,000	5,000
Grant LII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	10.00	667	4,000	4,000
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	10.00	656	4,000	4,000
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	10.00	645	4,000	4,000
Grant LIII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	706.05	189	5,000	5,000
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	706.05	223	5,000	5,000
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	706.05	256	5,000	5,000
Grant LIV							
Tranche I	23/May/18	23/May/19	23/May/22	10.00	1,010	3,000	-
Tranche II	23/May/18	23/May/20	23/May/23	10.00	998	3,000	-
Tranche III	23/May/18	23/May/21	23/May/24	10.00	987	3,000	-
Grant LV							
Tranche I	23/May/18	23/May/19	23/May/22	1048.49	297	15,240	-
Tranche II	23/May/18	23/May/20	23/May/23	1048.49	369	15,240	-
Tranche III	23/May/18	23/May/21	23/May/24	1048.49	422	15,240	-
Grant LVI							
Tranche I	05/Sep/18	05/Sep/19	05/Sep/22	1364.4	375.54	5,400	-
Tranche II	05/Sep/18	05/Sep/20	05/Sep/23	1364.4	489.61	5,400	-
Tranche III	05/Sep/18	05/Sep/21	05/Sep/24	1364.4	556.15	5,400	-
Grant LVII							
Tranche I	05/Sep/18	05/Sep/19	05/Sep/22	10.00	1319.16	2,000	-
Tranche II	05/Sep/18	05/Sep/20	05/Sep/23	10.00	1305.3	2,000	-
Tranche III	05/Sep/18	05/Sep/21	05/Sep/24	10.00	1291.41	2,000	-
Grant LVIII							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	10.00	1164.29	1,560	-
Tranche II	17/Jan/19	17/Jan/21	17/Jan/24	10.00	1150.45	1,560	-
Tranche III	17/Jan/19	17/Jan/22	17/Jan/25	10.00	1136.61	1,560	-
Grant LIX							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	1209.6	333.11	6,450	-
Tranche II	17/Jan/19	17/Jan/21	17/Jan/24	1209.6	419.52	6,450	-
Tranche III	17/Jan/19	17/Jan/22	17/Jan/25	1209.6	471.41	6,450	-
Grant LX							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	10.00	1,164	1,375	-
Tranche II	17/Jan/19	17/Jan/22	17/Jan/25	10.00	1,137	1,375	-
Grant LXII							
Tranche I	18/Feb/19	18/Feb/20	18/Feb/23	10.00	1219.14	870	-
Tranche II	18/Feb/19	18/Feb/21	18/Feb/24	10.00	1205.45	870	-
Tranche III	18/Feb/19	18/Feb/22	18/Feb/25	10.00	1191.78	870	-
Grant LXIII							
Tranche I	18/Feb/19	18/Feb/20	18/Feb/23	1264	346.69	4,050	-
Tranche II	18/Feb/19	18/Feb/21	18/Feb/24	1264	434.8	4,050	-
Tranche III	18/Feb/19	18/Feb/22	18/Feb/25	1264	492.23	4,050	-
Grant LXIV							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	7,680	-
Tranche II	20/Mar/19	20/Mar/21	20/Mar/24	10.00	1272.84	7,680	-
Tranche III	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	7,680	-
Grant LXV							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	1,920	-
Tranche II	20/Mar/19	20/Mar/21	20/Mar/24	10.00	1272.84	1,920	-
Tranche III	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	1,920	-
Grant LXVI							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	1,875	-
Tranche II	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	1,875	-
Total						**968,340**	**1,202,420**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

iii) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market Price	Exercise Price	Volatility*	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend yield rate
Grant LIV	I	1048.90	10.00	36.51	2.5	7.53%	1.19%
	II	1048.90	10.00	38.45	3.5	7.76%	1.19%
	III	1048.90	10.00	38.65	4.51	7.90%	1.19%
Grant LV	I	1048.90	1048.90	36.51	2.5	7.53%	1.19%
	II	1048.90	1048.90	38.45	3.5	7.76%	1.19%
	III	1048.90	1048.90	38.65	4.51	7.90%	1.19%
Grant LVI	I	1364.40	1364.40	34.20	2.5	7.80%	1.10%
	II	1364.40	1364.40	38.83	3.5	7.95%	1.10%
	III	1364.40	1364.40	38.61	4.51	8.04%	1.10%
Grant LVII	I	1364.40	10.00	34.20	2.5	7.80%	1.10%
	II	1364.40	10.00	38.83	3.5	7.95%	1.10%
	III	1364.40	10.00	38.61	4.51	8.04%	1.10%
Grant LVIII	I	1209.60	10.00	36.18	2.5	7.05%	1.24%
	II	1209.60	10.00	39.07	3.5	7.18%	1.24%
	III	1209.60	10.00	38.32	4.51	7.29%	1.24%
Grant LIX	I	1209.60	1209.60	36.18	2.5	7.05%	1.24%
	II	1209.60	1209.60	39.07	3.5	7.18%	1.24%
	III	1209.60	1209.60	38.32	4.51	7.29%	1.24%
Grant LX	I	1209.60	10.00	36.18	2.5	7.05%	1.24%
	II	1209.60	10.00	38.32	4.51	7.29%	1.24%
Grant LXII	I	1264.00	10.00	36.15	2.5	6.84%	1.17%
	II	1264.00	10.00	38.70	3.5	6.99%	1.17%
	III	1264.00	10.00	38.32	4.51	7.12%	1.17%
Grant LXIII	I	1264.00	1264.00	36.15	2.5	6.84%	1.17%
	II	1264.00	1264.00	38.70	3.5	6.99%	1.17%
	III	1264.00	1264.00	38.32	4.51	7.12%	1.17%
Grant LXIV	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	37.85	3.51	6.91%	1.13%
	III	1332.50	10.00	38.23	4.51	7.04%	1.13%
Grant LXV	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	37.85	3.51	6.91%	1.13%
	III	1332.50	10.00	38.23	4.51	7.04%	1.13%
Grant LXVI	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	38.23	4.51	7.04%	1.13%

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

(b) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognized in Statement of Profit and Loss as part of employee benefit expense were as follows: :

	31-Mar-19	31-Mar-18
Total employee share-based payment expense	74	96

Employee stock option plan

Grant	Expenses accounted for during the year based on Fair value of options	
	31-Mar-19	31-Mar-18
Grant XVIII		
Tranche II	-	-
Tranche III	-	-
Grant XXV		
Tranche I	-	-
Tranche II	-	-
Grant XXVI	-	-
Tranche I	-	-
Tranche II	-	-
Tranche III	-	0
Tranche IV	0	1
Tranche V	1	1
Grant XXVII		
Tranche I	-	-
Tranche II	-	0
Tranche III	-	0
Tranche IV	-	-
Grant XXVIII		
Tranche I	-	-
Tranche II	(0)	-
Grant XXXI		
Tranche I	-	-
Tranche II	-	-
Grant XXXII		
Tranche I	-	-
Tranche II	-	-
Tranche III	-	0
Tranche IV	0	1
Tranche V	0	0

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Grant	Expenses accounted for during the year based on Fair value of options	
	31-Mar-19	31-Mar-18
Grant XXXIII		
Tranche I	-	-
Tranche II	-	0
Grant XXXIV		
Tranche I	-	-
Tranche II	-	0
Tranche III	0	1
Grant XXXV		
Tranche I	-	-
Tranche II	-	2
Tranche III	1	2
Tranche IV	2	2
Tranche V	1	1
Grant XXXVI		
Tranche I	-	-
Tranche II	-	1
Grant XXXVII		
Tranche I	-	-
Tranche II	-	1
Tranche III	(2)	1
Grant XXXVIII		
Tranche I	-	-
Tranche II	-	-
Grant XXXIX		
Tranche I	-	(2)
Tranche II	0	1
Tranche III	0	1
Grant XL		
Tranche I	-	1
Tranche II	1	2
Tranche III	2	2
Tranche IV	1	1
Tranche V	1	1
Grant XLI		
Tranche I	-	1
Tranche II	1	3
Tranche III	2	2
Tranche IV	2	2
Tranche V	2	2
Grant XLII		
Tranche I	-	0
Tranche II	0	1
Grant XLIII		
Tranche I	-	0
Tranche II	0	1
Tranche III	0	0
Grant XLIV		
Tranche I	-	2
Tranche II	1	1
Tranche III	1	1
Grant XLV		
Tranche I	-	(2)
Tranche II	-	1
Tranche III	-	1
Grant XLVI		
Tranche I	-	-
Tranche II	-	-
Tranche III	-	-
Grant XLVII		
Tranche I	7	24
Tranche II	15	11
Grant XLVIII		
Tranche I	2	8
Tranche II	5	4
Grant XLIX		
Tranche I	1	3
Tranche II	0	2
Tranche III	0	1
Grant L		
Tranche I	1	2
Tranche II	(0)	1
Tranche III	(0)	1
Grant LI		
Tranche I	-	1
Grant LII		
Tranche I	2	1
Tranche II	1	0
Tranche III	1	0
Grant LIII		
Tranche I	1	0
Tranche II	1	0
Tranche III	0	0
Grant LIV		
Tranche I	3	-
Tranche II	1	-
Tranche III	1	-

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Grant	Expenses accounted for during the year based on Fair value of options	
	31-Mar-19	31-Mar-18
Grant LV		
Tranche I	4	-
Tranche II	2	-
Tranche III	2	-
Grant LVI		
Tranche I	1	-
Tranche II	1	-
Tranche III	1	-
Grant LVII		
Tranche I	2	-
Tranche II	1	-
Tranche III	0	-
Grant LVIII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LIX		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LX		
Tranche I	0	-
Tranche II	0	-
Grant LXII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXIII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXIV		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXV		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXVI		
Tranche I	0	-
Tranche II	0	-
Total employee share-based payment expense	**74**	**96**

#0 represents amount is below the rounding off norm adopted by the Company.

32 Earnings per Share

	31-Mar-19	31-Mar-18
(a) Basic earnings per equity share of Rs 10 each		
Attributable to the equity holders of the Company (Rs. Per share)	48.55	36.83
(b) Diluted earnings per equity share of Rs 10 each		
Attributable to the equity holders of the Company (Rs. Per share)	47.99	36.60
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the Company used in calculating basic earnings per share:	2,990	2,262
Diluted earnings per share		
Profit attributable to the equity holders of the Company used in calculating diluted earnings per share	2,990	2,262
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	61,585,267	61,412,559
Adjustments for calculation of diluted earnings per share:		
Stock Options	716,092	390,583
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	**62,301,359**	**61,803,142**

(e) Information concerning the classification of securities

Stock Options

Options granted to employees under the ESOP 2005 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 31.

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

33 Acquisition of third tranche in Incessant

During the year ended March 31, 2016, the Company acquired controlling stake of 51% of the shareholdings of NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited) ("Incessant"). The acquisition was executed through a share purchase agreement dated May 05, 2015 signed between the Company and the shareholders of the Incessant for an upfront cash consideration of Rs. 1,350 Mn and remaining to be acquired in two tranches, subject to certain conditions as provided in the Shareholder's Agreement signed between the parties. During the year ended March 31, 2018, the Company further acquired 19% for Rs 1,036 Mn and amended the agreement to acquire the remaining over further two tranches. During the current year, the Company acquired 20% for Rs 1,362 Mn. As at March 31, 2019, the Investment amounts to Rs 3,748 Mn (March 31, 2018 Rs 2,386 Mn).

The Company has the right to acquire the remaining 10% during the next year on the basis of fair value determined basis the performance of Incessant for the year ended March 31, 2019.

34 Scheme of amalgamation

The National Company Law Tribunal (NCLT) vide order dated November 12, 2018 read with order dated November 26, 2018 and Board of Directors of the Company in its meeting held on March 24, 2017, approved the amalgamation of PIPL Business Advisors and Investment Private Limited ("PBIPL") and GSPL Advisory Services and Investment Private Limited ("GAIPL") with NIIT Technologies Limited ("the Company or NTL") by way of and in accordance with a scheme of amalgamation as per the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme").

PBIPL and GAIPL held 3.55% each of share capital of NIIT Technologies Limited and form part of promoter/ promoter Company of NIIT Technologies Limited. On December 28, 2018, pursuant to the Scheme, the entire shareholding of PBIPL of 2,175,911 equity shares and GAIPL of 2,175,911 equity shares in the Company were cancelled and the equivalent shares of the Company were reissued to the shareholders of PBIPL and GAIPL. There is no change in the promotor's shareholding in the Company.

Pursuant to NCLT order, the scheme became effective from the "appointed date" April 1, 2017. The management believes that the impact of amalgamation on these financial statements is immaterial and accordingly recorded the impact of amalgamation in the current year.

35 In view of the clarification issued by Ind AS Transition Facilitation Group, the Company has changed the classification for taxes on dividend received from subsidiaries from current taxes to Statement of Equity. Consequently, taxes amounting to INR 137 million, on dividend received during the year, have been recognized in the Statement of Equity. The previous year numbers have not been reclassified as the impact of the change is not material on the results for the year ended March 31, 2018.

The change, if recorded, in year ended March 31, 2018, it would have resulted in current tax to be lower and profit after tax to be higher by INR 96 million and both basic earnings per share and diluted earnings per share higher by Rs 1.57.

36 Subsequent to year end

a) the Company has executed definitive agreement with the shareholder of Whishworks IT Consulting Private Limited, to acquire 100% stake in various tranches. The transaction closure is subject to fulfilment of certain government / regulatory approvals.

(b) Certain shareholders of the Company have informed the Company of their share purchase agreement to sell their shareholding of 18,848,118 equity shares in the Capital of the Company to Hulst B.V. at Rs.1,394/- per equity share. The transaction closure is subject to fulfilment of certain government / regulatory approvals.

37 As at March 31, 2019, the Company has 88.99% shareholding in ESRI India Technologies Limited (ESRI India). During March 2019, ESRI Inc., USA (existing 9.99% Shareholder of ESRI India) has expressed its interest by offering to purchase Company's entire holding of 8,90,000 equity shares of the face value of INR 10 each, at a consideration of Rs. 897 Mn. The Company accepted the expression of interest and has accordingly classified investment in ESRI India amounting to Rs. 9 Mn as asset held for sale.

38 New and amended standards and interpretations - Ind AS 115

a. The Company applied Ind AS 115 for the first time in the current financial year.

Ind AS 115 supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Company adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of 1 April 2018. Under the modified retrospective approach there were no significant adjustments required to the retained earnings at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results.

b. Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography.

Geography	Amount
Americas	13,676
India	1,824
Asia Pacific	631
Europe, Middle East and Africa	3,861
Grand Total	**19,992**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

c.

Particulars pertaining to unbilled revenue (refer note 5 (iii))	Year ended 31 March 2019
Balance at the beginning	317
Unbilled revenue classified to trade receivable upon billing to customer out of opening unbilled revenue	134

d.

Particulars pertaining to deferred revenue (refer note 15 &16)	Year ended 31 March 2019
Balance at the beginning	58
Revenue recognized during the year from opening deferred revenue	28

e. Refer note 17 for disclosure on revenue from contract with customers

f. Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis, fixed monthly / fixed capacity basis and transaction basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, and adjustment for revenue that has not materialized and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2019, other than those meeting the exclusion criteria mentioned above, is Rs.13 Mn. Out of this, the Company expects to recognize revenue of around Rs. 13 Mn within the next one year. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

The impact on account of applying the erstwhile Ind AS 18 Revenue standard instead of Ind AS 115 Revenue from contract with customers on the financials results of the Company for the financial year ended March 31, 2019 is insignificant.

39 Segment Information

As per Ind AS 108 - Operating Segments, where the financial report contains both the consolidated financial statements of a parent as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements, accordingly no segment information is disclosed in these standalone financial statements of the Company.

40 Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

Particulars	As at 1st April 2018	Cash Flow during the year			Finance Charges Accrued	Dividend Accrued	As at 31st March 2019
		Proceeds	Payment	Net Cash Flows			
Long term borrowings (including Current Maturities of long term debt)	120	3	(55)	(52)	-	-	68
Dividend Payable (including Corporate Dividend Tax)	15	-	(1059)	(1059)	-	1,061	17
Interest on borrowings	-	-	(10)	(10)	10	-	-
	135	**3**	**(1124)**	**(1121)**	**10**	**1,061**	**85**

Particulars	As at 1st April 2017	Cash Flow during the year			Finance Charges Accrued	Dividend Accrued	As at 31st March 2018
		Proceeds	Payment	Net Cash Flows			
Long term borrowings (including Current Maturities of long term debt)	108	60	(48)	12	-	-	120
Dividend Payable (including Corporate Dividend Tax)	14	-	(767)	(767)	-	768	15
Interest on borrowings	-	-	(11)	(11)	11	-	-
	122	**60**	**(826)**	**(766)**	**11**	**768**	**135**

41 Previous year figures have been reclassified to conform to current year's classification.

For S.R Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Technologies Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of NIIT Technologies Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of trade receivables	
As at March 31, 2019, the Company has outstanding trade receivables and unbilled revenue relating to Government customers in India. The appropriateness of the allowance for doubtful trade receivables pertaining to Government customers, is subjective due to the high degree of significant judgment applied by management in determining the impairment provision. Refer Notes 5(iii)(ii)/5(iv) to the Consolidated Ind AS financial Statements	- We evaluated the Group's processes and controls relating to the monitoring of trade receivables from Government customers and review of credit risks of such customers. -We performed procedures relating to obtaining evidence of receipts from the trade receivables after the period end on test check basis. - We inquired from management and those charged with governance about the recoverability status and reviewed communication received from the Government customers. - We evaluated management's assumptions used to determine the impairment amount, through analysis of ageing of receivables, assessment of material overdue individual trade receivables and risks specific to the Government customers.
Impairment – Goodwill	
Determination of recoverable amount pertaining to Goodwill is complex and typically requires a high level of judgement, taking into account the different economic environments in which the Group operates. The most significant judgements arise over the forecast cash flows, discount rate and growth rate applied in the valuation models. Refer Notes 4 to the Consolidated Ind AS financial Statements	We evaluated the Group's internal controls over its annual impairment test, key assumptions applied, such as discount rates and growth rates based on our understanding of the relevant business and the industry and economic environment in which it operates. We compared forecasts to business plans and also previous forecasts to actual results to assess the performance of the business and the reasonableness of forecasting and considered the appropriateness of the scenarios used, in the context of our business understanding.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, Management Discussion and Analysis, Business responsibility Report and Report on Corporate Governance, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 of the assets of the Group 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 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of 17 subsidiaries whose Ind AS financial statements include total assets of Rs 6,092 million as at March 31, 2019, and total revenues of Rs 10,998 million and net cash inflow of Rs 88 million for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report(s) of such other auditors.

(b) Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries incorporated in India, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon 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 Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate Report in "Annexure 1" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been provided by the Holding Company, its subsidiaries, to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated Ind AS financial statements – Refer Note 35 to the consolidated Ind AS financial statements;

ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 16(i) and 29(i) to the consolidated Ind AS 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, its subsidiaries, incorporated in India during the year ended March 31, 2019.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

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per Yogender Seth
Partner
Membership Number: 094524
Place of Signature: Gurugram
Date: May 04, 2019

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIIT TECHNOLOGIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of NIIT Technologies Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of NIIT Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained 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 internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIIT TECHNOLOGIES LIMITED

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

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

Opinion

In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to the two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary, incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

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per Yogender Seth
Partner
Membership Number: 094524
Place of Signature: Gurugram
Date: May 04, 2019

Consolidated Balance Sheet

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	4,191	4,500
Capital work-in-progress	3	14	7
Goodwill	4	2,448	2,430
Other intangible assets	4	1,548	1,863
Financial assets			
Investments #	5 (i)	0	0
Trade receivables	5 (iv)	45	53
Other financial assets	5 (iii)	243	301
Deferred tax assets (net)	6	1,032	1,231
Other non-current assets	7	77	134
Total non-current assets		**9,598**	**10,519**
Current assets			
Inventories	8	-	3
Financial assets			
Investments	5 (ii)	3,651	3,652
Trade receivables	5 (iv)	5,877	5,858
Cash and cash equivalents	5 (v)	5,079	4,102
Bank balances other than above	5 (vi)	497	81
Other financial assets	5 (iii)	1,549	828
Current tax assets (net)	9	203	650
Other current assets	10	1,136	1,005
Total current assets		**17,992**	**16,179**
Assets classified as held for sale	34	1,144	-
TOTAL ASSETS		**28,734**	**26,698**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	618	615
Other equity			
Reserves and surplus	12	19,749	16,992
Other reserves	13	356	133
Equity attributable to owners of NIIT Technologies Limited		**20,723**	**17,740**
Non-controlling interests	14	75	222
Total equity		**20,798**	**17,962**
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	15(i)	100	179
Other financial liabilities	15(ii)	538	1,483
Provisions	16 (i & ii)	725	741
Deferred tax liabilities	6	395	455
Other non-current liabilities	17	12	31
Total non- current liabilities		**1,770**	**2,889**
Current liabilities			
Financial liabilities			
Trade payables	15 (iii)	1,647	1,453
Other financial liabilities	15 (iv)	1,587	1,733
Provisions	16 (i & ii)	334	709
Other current liabilities	18	2,265	1,952
Total current liabilities		**5,833**	**5,847**
Total Liabilities		**7,603**	**8,736**
Liabilities directly associated with the assets classified as held for sale	34	333	-
TOTAL EQUITY AND LIABILITIES		**28,734**	**26,698**

0 represents amount is below the rounding off norm adopted by the Company

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

Consolidated Statement of Profit and Loss

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Revenue from operations	19	36,762	29,914
Other income	20	535	391
Total income		**37,297**	**30,305**
Expenses			
Purchases of stock-in-trade		291	317
Changes in inventories of stock-in-trade	21	-	-
Employee benefits expense	22	21,532	17,601
Depreciation and amortisation expense	23	1,248	1,274
Other expenses	24	8,454	6,983
Finance costs	25	92	94
Total expenses		**31,617**	**26,269**
Profit before tax exceptional items and tax		**5,680**	**4,036**
Exceptional Items	26	56	-
Profit before tax from continuing operations		**5,624**	**4,036**
Income Tax expense:	27		
Current tax		1,387	1,084
Deferred tax		16	(135)
Total tax expense		**1,403**	**949**
Profit for the year		**4,221**	**3,087**
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Deferred gains/(loss) on cash flow hedges	13	254	(368)
Exchange Differences on Translation of Foreign Operations		37	429
Income tax relating to these items		(68)	69
		223	**130**
Items that will not be reclassified to profit or loss			
Remeasurement of post - employment benefit obligations (expenses) / income		36	1
Income tax relating to these items		(13)	0
		23	**1**
Other comprehensive income/(loss) for the year, net of tax		**246**	**131**
Total comprehensive income for the year		**4,467**	**3,218**
Profit is attributable to:			
Owners of NIIT Technologies Limited		4,033	2,802
Non-controlling interests	14	188	285
		4,221	**3,087**
Other comprehensive income is attributable to:			
Owners of NIIT Technologies Limited		246	131
Non-controlling interests		-	-
		246	**131**
Total comprehensive income is attributable to:			
Owners of NIIT Technologies Limited		4,279	2,933
Non-controlling interests	14	188	285
		4,467	**3,218**
Earnings per equity share (of Rs 10 each) attributable to owners of NIIT Technologies Limited			
Basic earnings per share	40	65.49	45.63
Diluted earnings per share	40	64.73	45.34

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Yogender Seth
Partner
Membership No.094524

Place : Gurugram
Date : May 4, 2019

Rajendra S Pawar
Chairman
DIN 00042516

Sanjay Mal
Chief Financial Officer

Place : Noida
Date : May 4, 2019

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Consolidated Statement of Changes in Equity

(All amounts in Rs. Mn unless otherwise stated)

a. Equity Share Capital

Particulars	Number	Amount
As at 1 April 2017	**61,362,174**	**614**
Changes in equity share capital	93,950	1
At 31 March 2018	**61,456,124**	**615**
Changes in equity share capital	327,750	3
At 31 March 2019	**61,783,874**	**618**

b. Other Equity

Description	Reserves and Surplus						Other Reserves		Total other equity	Non-controlling interest	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Employee stock option	General Reserves	Retained Earnings	Cash Flow Hedging Reserve	Foreign Currency Translation Reserve			
Balance at 1 April 2017	**11**	**17**	**408**	**113**	**2,306**	**13,393**	**269**	**(266)**	**16,251**	**237**	**16,488**
Profit for the year	-	-	-	-	-	2,802	-	-	2,802	285	3,087
Other Comprehensive Income	-	-	-	-	-	1	(299)	429	131	-	131
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**2,803**	**(299)**	**429**	**2,933**	**285**	**3,218**
Transferred from stock options outstanding on exercised options	-	-	19	(19)	-	-	-	-	–	-	-
Shares issued for exercised options	-	-	16	-	-	-	-	-	16	-	16
Impact on fair valuation of employee stock options	-	-	-	97	-	-	-	-	97	-	97
Loss on closure of subsidiary	-	-	-	-	-	(2)	-	-	(2)	-	(2)
Dividend paid	-	-	-	-	-	(768)	-	-	(768)	-	(768)
Corporate dividend tax	-	-	-	-	-	(43)	-	-	(43)	-	(43)
Fair valuation impact on future acquisition liability	-	-	-	-	-	(1,359)	-	-	(1,359)	(226)	(1,585)
Non Controlling Interest on dividend paid by a subsidiary	-	-	-	-	-	-	-	-	-	(74)	(74)
Balance at 31 March 2018	**11**	**17**	**443**	**191**	**2,306**	**14,024**	**(30)**	**163**	**17,125**	**222**	**17,347**

Consolidated Statement of Changes in Equity

(All amounts in Rs. Mn unless otherwise stated)

Description	Reserves and Surplus						Other Reserves		Total other equity	Non-controlling interest	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Employee stock option	General Reserves	Retained Earnings	Cash Flow Hedging Reserve	Foreign Currency Translation Reserve			
Balance at 1 April 2018	**11**	**17**	**443**	**191**	**2,306**	**14,024**	**(30)**	**163**	**17,125**	**222**	**17,347**
Profit for the year	-	-	-	-	-	4,033	-	-	4,033	188	4,221
Other Comprehensive Income	-	-	-	-	-	23	186	37	246	-	246
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**4,056**	**186**	**37**	**4,279**	**188**	**4,467**
Transferred from stock options outstanding on exercised options	-	-	86	(86)	-	-	-	-	-	-	-
Shares issued for exercised options	-	-	85	-	-	-	-	-	85	-	85
Impact on fair valuation of employee stock options	-	-	-	75	-	-	-	-	75	-	75
Dividend paid	-	-	-	-	-	(912)	-	-	(912)	(17)	(929)
Corporate dividend tax	-	-	-	-	-	(176)	-	-	(176)	(3)	(179)
Fair valuation impact on future acquisition liability	-	-	-	-	-	(371)	-	-	(371)	(176)	(547)
Distribution on closure of subsidiary	-	-	-	-	-	-	-	-	-	(139)	(139)
Balance as at 31 March 2019	**11**	**17**	**614**	**180**	**2,306**	**16,621**	**156**	**200**	**20,105**	**75**	**20,180**

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

Consolidated Statement of Cash Flows

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Cash flow from operating activities		
Profit before tax	5,624	4,036
Adjustments for		
Depreciation and amortisation expense	1,248	1,274
Loss on disposal of property, plant and equipment (net)	19	7
Interest and finance charges	10	13
Provision for customer contracts	(304)	(126)
Employee share-based payment expense	76	97
Provision for doubtful debts & unbilled revenue (including written off) (net)	79	18
Provision for Security Deposits	2	3
Dividend and interest income classified as investing cash flows	(55)	(40)
Interest income from financial assets at amortised cost	(127)	(47)
Gain on sale of Investments in equity instruments (fully paid)	-	(41)
Gain on sale of investments	(97)	(85)
Unrealized gain on fair valuation of current investments	(90)	(78)
Unwinding of discount - Finance Income	(12)	(17)
Unwinding of discount - Finance Cost	49	49
	798	**1,027**
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(242)	(832)
(Increase)/Decrease in inventories	-	-
(Increase)/Decrease in other financial assets	(944)	409
(Increase)/Decrease in other assets	(137)	(84)
Increase/(Decrease) in provisions	(71)	(205)
Increase/(Decrease) in trade payables	310	217
Increase/(Decrease) in other liabilities	371	367
Cash generated from operations	**(713)**	**(128)**
Income taxes paid	(1,182)	(1,111)
Net cash inflow from operating activities	**4,527**	**3,824**
Cash flow from investing activities		
Purchase of fixed assets	(703)	(888)
Proceeds from sale of fixed assets	27	9
Investment in Subsidiary	(1,591)	(1,639)
Purchase of current investments	(5,841)	(5,608)
Proceeds from sale of current investments	5,798	5,277
Proceeds from sale of Investments in equity instruments	-	41
Distribution on closure of subsidiary	(165)	-
Dividend Income	55	40
Interest received on banks & Income Tax Refund	120	64
Net cash outflow from investing activities	**(2,300)**	**(2,704)**

Consolidated Statement of Cash Flows

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Cash flow from financing activities (Refer note 47)		
Proceeds from issue of shares (including share premium and share application)	87	66
Term Loans		
- Received	3	63
- Repaid	(57)	(50)
Interest paid	(10)	(13)
Dividends paid to the Company's shareholders	(1,086)	(810)
Net cash inflow (outflow) from financing activities	**(1,063)**	**(744)**
Cash acquired on acquisition of ruletek	-	52
Net increase (decrease) in cash and cash equivalents	**1,164**	**428**
Cash and cash equivalents at the beginning of the financial year	4,102	3,502
Effects of exchange rate changes on cash and cash equivalents	(72)	172
Cash and cash equivalents at the end of the financial year	**5,194**	**4,102**
Cash and Cash Equivalents comprise of:		
Cash included in assets held for sale (Refer note 34)	115	-
Cash on hand	-	-
Cheques, drafts on hand	206	120
Current accounts	4,173	3,974
Fixed deposit accounts (less than 3 months maturity)	700	8
Total (Refer note 5(v))	**5,194**	**4,102**

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Background

NIIT Technologies Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. The Company delivers services around the world directly and through its network of subsidiaries and overseas branches (collectively known as "the Group"). The group is rendering Information Technology solutions and is engaged in Application Development & Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organizations in a number of sectors viz. Financial Services, Insurance, Travel, Transportation & Logistics, Manufacturing & Distribution and Government. The Company is a public listed company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). These financial statements were authorised for issue in accordance with a resolution of the directors on May 04,2019.

1 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

(i) Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and contingent consideration that are measured at fair value;
- defined benefit plans - plan assets measured at fair value; and
- share-based payments

(iii) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

Expected to be realised or intended to be sold or consumed in normal operating cycle
Held primarily for the purpose of trading
Expected to be realised within twelve months after the reporting period, or
Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.
A liability is current when:

It is expected to be settled in normal operating cycle
It is held primarily for the purpose of trading
It is due to be settled within twelve months after the reporting period, or
There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

(b) Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The group combines the financial statements of the parent and its subsidiaries line by line by adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Changes in ownership interests

The group treats transactions with non - controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the group ceases to consolidate because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income are reclassified to profit or loss.

(c) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the consolidated financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Group may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). Financial statements of the group are presented in Indian Rupee (INR), which is the group's functional & presentation currency.

(ii) Transactions & Balances

All foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the monthly rate which approximately equals to transaction rate. Foreign exchange gains & losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

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 recognized in the Statement of Profit and Loss.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the balance sheet

- income and expenses are translated at the monthly average rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

- all resulting exchange differences are recognized in other comprehensive income.

When a foreign operation is sold/wound up, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale/winding up.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rates.

(e) Revenue from operation

The Group derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ("together called as software related services").

Effective April 1, 2018, the Group adopted IndAS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as at April1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. The Group presents revenues net of indirect taxes in its statement of Profit and loss.

Arrangements with customers for software related services are either on a time-and-material basis, fixed-price, fixed capacity/fixed monthly or on transaction based.

Revenue on time-and material contracts are recognized over time as the related services are performed.

Revenue from fixed-price, fixed-capacity/ fixed monthly contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

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

Maintenance / warrantee revenue is recognized ratebly over the term of the underlying maintenance / warrantee arrangement.

Transaction based revenue is recognised by multiplying transaction rate to actual transaction take place during a period.

Revenues in excess of invoicing are treated as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are treated as contract liabilities (which we refer to as deferred revenues). The Group classifies amounts due from customer as receivable or unbilled revenue depending on whether the right to consideration is unconditional. If only the passage of time is required before payment of the consideration is due, the amount is classified as receivable. Otherwise, such amounts are classified as unbilled revenue.

In arrangements for software development and related services and maintenance services, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Group is unable to determine the standalone selling price, the Group uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Services. The Group has applied the principles under IndAS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on the relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

The Group accounts for discounts and incentives to customers as a reduction of revenue based on the relatable allocation of the discounts/ incentives to each of the underlying performance obligation. Also, when the level of discount varies with increases in levels of revenue transactions, the Group recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met then discount is not recognized until the payment is probable. The Group recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

Deferred contract costs are incremental costs of obtaining a contract which are recognised as assets and amortized over the term of the contract.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis. Services that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

(f) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries (including branches) operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Current tax, deferred tax and MAT credit are recognized in statement of profit or loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognized in Other Comprehensive Income or directly in equity, respectively.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

In the year in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Group reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(g) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Statement of Profit and Loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(h) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset’s fair value less cost of disposal or value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or a group of assets (cash-generating units). Non-financial assets, other than goodwill, that suffer an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(i) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(j) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

(k) Inventories

Inventories represent items of traded goods that are specific to execute composite contracts of software services and IT infrastructure management services and also include finished goods which are interchangeable and not specific to any project. Inventory is carried at the lower of cost or net realizable value. The net realizable value is determined with reference to selling price of goods less the estimated cost necessary to make the sale. Cost of goods that are procured for specific projects is assigned by specific identification of their individual costs. Cost of goods which are interchangeable and not specific to any project is determined using weighted average cost formula.

(l) Investments and other financial assets

(i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

► Debt instruments at amortised cost

► Debt instruments at fair value through other comprehensive income (FVTOCI)

► Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

► Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortized cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the entity. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Fair value through other comprehensive income (FVOCI): A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the entity recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Fair value through profit or loss: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the entity may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iii) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the entity may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The entity makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the entity decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

However, the entity may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iv) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a entity of similar financial assets) is primarily derecognised (i.e. removed from the entity's consolidated balance sheet) when:

► The rights to receive cash flows from the asset have expired, or

► The entity has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the entity has transferred substantially all the risks and rewards of the asset, or (b) the entity has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the entity has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the entity continues to recognise the transferred asset to the extent of the entity's continuing involvement. In that case, the entity also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the entity has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the entity could be required to repay.

(v) Impairment of financial assets

In accordance with Ind AS 109, the entity applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

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

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The entity follows 'simplified approach' for recognition of impairment loss allowance on:

► Trade receivables or contract revenue receivables; and

► All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the entity to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

► All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

► Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the entity uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for contractual revenue receivables (ECL) is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the entity does not reduce impairment allowance from the gross carrying amount.

(m) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments

(ii) Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Income recognition

Interest income

Interest income is recognized using effective interest rate method taking into account the amount outstanding and the rate of Interest applicable.

Dividends

Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(n) Derivatives and hedging activities

The entity uses derivative financial instruments, forward currency contracts. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the group’s risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument’s fair value in offsetting the exposure to changes in the hedged item’s fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(o) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

(p) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation less impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The cost of assets not ready to used before balance sheet date are disclosed under capital work in progress.
On transition to Ind AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets. The estimates of useful lives of the assets are as follows:

Asset	**Useful life**
Leasehold Land	Over the period of lease
Buildings	60 years
Plant and Machinery:	
Computers and peripherals	2-5 years
Office Equipment	5 years
Other assets	3-15 years
Furniture and Fixtures	4-10 years
Leasehold improvements	3 years or lease period whichever is lower
Vehicles	8 years

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The asset's residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written down immediately to it's recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/expenses as applicable.

(q) Intangible assets

(i) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

(ii) Brand, Customer Relationships and other rights

Separately acquired patents and copyrights are shown at historical cost. Patents, Copyrights, Non-Compete, Brand and Customer relationship acquired in a business combination are recognized at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses.

(iii) Computer software

Costs associated with maintaining software programmes are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognized as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use or sell it
- There is an ability to use or sell the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

During the period of development, the asset is tested for impairment annually. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

(iv) Research and development

Research expenditure and development expenditure that do not meet the criteria in (iii) above are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

(v) Amortization methods and periods

The group amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

Patents, copyright and other rights	5 years
Computer software - external	3 years
Non - compete fees	6 years
Brand	10 years
Customer Contract/ Relationships	10 years

Project specific softwares are amortized over the project duration

(vi) Transition to Ind AS

On transition to Ind AS, the group has elected to continue with the carrying value of all of intangible assets recognized as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

(r) Financial Liabilities

(i) Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(ii) Other financial liabilities

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, borrowings including bank overdrafts and other payables. After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

(s) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time, that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(t) Provisions

Provisions for legal claims, service warranties are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

Provisions are measured at the present value of management's best estimates of the expenditure incurred to settle the present obligation at the end of the reporting period.

Provision for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the future obligations under the contract. The provision is measured at present value of the lower of the expected cost of termination the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with the contract.

(u) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements comprising of as a result of experience adjustments and changes in actuarial assumptions are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through statement of profit and loss in the period in which they occur.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post - employment obligations

Defined benefit plans:

Provident Fund

Employees Provident Fund contributions are made to a Trust administered by the Group. 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.

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 Group's liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial gains/ losses are recognised in the Statement of Profit and Loss in the year in which they arise.

Past service costs are recognised in profit or loss on the earlier of:

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

► The date of the plan amendment or curtailment, and

► The date that the Group recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

► Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

► Net interest expense or income.

Defined contribution plan:

Superannuation

The Group makes defined contribution to a Trust established for this purpose. The Group has no further obligation beyond its monthly contributions. The Group's contribution towards Superannuation Fund is charged to Statement of Profit and Loss.

Overseas Employees

In respect of employees of the overseas branches where ever applicable , the Group makes defined contributions on a monthly basis towards the retirement saving plan which are charged to the Statement of Profit and Loss.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the NIIT Technologies Employee Stock Option Plan 2005

Employee options

The fair value of options granted under Employee Stock Option Plan is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) *Bonus*

The Group recognizes a liability and an expense for bonuses. The Group recognizes a provision where contractually obliged as per the provisions of The Payment of Bonus Act, 1965 as notified on January 01, 2016.

(v) Dividends

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders.

(w) Earnings per share

(i) *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the group

- By weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account.

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(x) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The acquisition method of accounting is used to account for business combinations by the group.

(y) Fair value measurement

The Group measures financial instruments, such as investment in mutual funds and derivatives, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either -

- in the principal market for the asset or liability, or

- in the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, management regularly reviews significant unobservable inputs applied in the valuation by agreeing the information in the valuation computation to contracts and other relevant documents. There are no such instruments which are valued using a level 3 hierarchy.

(z) Assets held for sale

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through containing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write –down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non –current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

(aa) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

(ab) Recently issued accounting pronouncements

IND AS 116 Leases - The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019. It replaces the existing standard for Leases i.e Ind AS 17.

Lessees will use a single accounting model for all leases, with limited exemptions. This will result in many leases to be recognised in the balance sheets as right to use asset with corresponding liability for future lease payments. Also, the expense associated with leases will be disclosed as amortisation of right to use asset and interest expense in the statement of profit and loss.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application. An entity would need to disclose how it has applied the modified retrospective method.

The Group is under process to evaluate the impacts of the new standard on financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition-i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors,without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Group will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the consolidated financial statements.

Amendment to Ind AS 12 – Income taxes: On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12,'IncomeTaxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April1, 2019. The Group is currently evaluating the effect of this amendment on the consolidated financial statements.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement -On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19,'EmployeeBenefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity : i) to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and ii) to recognise in profit or loss as part of past service cost, or again or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Group does not have any impact on account of this amendment.

2 Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Areas involving critical estimates and judgments are:

- Estimated goodwill impairment – Note 4
- Estimated useful life of intangible asset – Note 4
- Estimation of defined benefit obligation – Note 16
- Estimation of provision of Provision for customer contracts, Restoration of building and Top Talent Reward Program – Note 16
- Impairment of trade receivables – Note 5 (iv)
- Judgement related to classification of assets held for sale - Refer Note 34

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

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Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

3 Property, plant and equipment

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and Machinery - Computers and Peripherals (Owned) **	Plant and Machinery - Computers and Peripherals (finance lease)	Plant and Machinery -Office Equipment	Plant and Machinery - Others	Furniture and Fixtures	Lease Hold Improvements	Vehicles*	Total	Capital work in progress
Gross carrying amount												
As at 1 April 2017	-	274	2,362	1,284	4	180	1,201	531	21	290	6,147	-
Additions	-	-	13	172	3	20	67	19	-	73	367	7
Disposals	-	-	-	9	-	-	1	3	-	19	32	-
Translation Adjustment	-	-	-	46	2	6	1	9	3	-	67	-
Transfers/Adjustment	-	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	**-**	**274**	**2,375**	**1,493**	**9**	**206**	**1,268**	**556**	**24**	**344**	**6,549**	**7**
Accumulated depreciation												
As at 1 April 2017	-	6	70	690	2	93	281	131	8	64	1345	-
Depreciation charge for the year	-	3	41	326	2	29	143	72	6	45	667	-
Disposals	-	-	-	8	-	-	-	3	-	4	15	-
Translation Adjustment	-	-	-	37	1	3	2	6	3	-	52	-
Transfers/Adjustment	-	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	**-**	**9**	**111**	**1,045**	**5**	**125**	**426**	**206**	**17**	**105**	**2,049**	**-**
Net carrying amount as at 31 March 2018	**-**	**265**	**2,264**	**448**	**4**	**81**	**842**	**350**	**7**	**239**	**4,500**	**7**

Particulars	Freehold Land	Lease Hold Land	Buildings	Plant and Machinery - Computers and Peripherals (Owned) **	Plant and Machinery - Computers and Peripherals (finance lease)	Plant and Machinery -Office Equipment	Plant and Machinery - Others	Furniture and Fixtures	Lease Hold Improvements	Vehicles*	Total	Capital work in progress
Gross carrying amount												
As at 1 April 2018	-	274	2,375	1,493	9	206	1,268	556	24	344	6,549	7
Additions	-	-	1	183	1	23	29	36	29	111	413	14
Disposals	-	-	-	10	-	2	84	1	3	82	182	-
Translation Adjustment	-	-	-	(195)	1	(63)	67	(3)	(1)	-	(194)	-
Transfers/Adjustment	-	-	-	-	-	-	-	-	-	-	-	(7)
Assets classified as held for sale#	-	-	-	(32)	(1)	-	(14)	(5)	(3)	(16)	(71)	
As at 31 March 2019	**-**	**274**	**2,376**	**1,439**	**10**	**164**	**1,266**	**583**	**46**	**357**	**6,515**	**14**
Accumulated depreciation												
As at 1 April 2018	-	9	111	1,045	5	125	426	206	17	105	2,049	-
Depreciation charge for the year	-	3	41	272	2	33	154	81	7	49	642	-
Disposals	-	-	-	9	-	2	80	1	3	41	136	-
Translation Adjustment	-	-	-	(194)	1	(63)	66	(4)	-	-	(194)	-
Transfers/Adjustment	-	-	-	-	-	-	-	-	-	-	-	-
Assets classified as held for sale#	-	-	-	(21)	(1)	-	(9)	(2)	(2)	(2)	(37)	-
As at 31 March 2019	**-**	**12**	**152**	**1,093**	**7**	**93**	**557**	**280**	**19**	**111**	**2,324**	**-**
Net carrying amount as at 31 March 2019	**-**	**262**	**2,224**	**346**	**3**	**71**	**709**	**303**	**27**	**246**	**4,191**	**14**

*Includes vehicles financed through loans Gross Block Rs. 164 Mn, Net block Rs.114 Mn; hypothecated to financial institutions/banks against term loans (Refer Note No. 15)

** Plant and Machinery includes Rs. 167 Mn (31 March 2018 - Rs. 237 Mn) [net block]installed in the premises of the customer under the cancellable operating lease arrangement.

For Assets classified as held for sale refer note 34

Consolidated Notes to the financial statements

(All amounts in Rs.Mn unless otherwise stated)

4 Intangible assets

Particulars	Other Intangible assets							Goodwill
	Acquired software	Internally developed software	Patents	Brand	Customer relationships	Non-compete fee	Total	
Gross carrying amount								
As at 1 April 2017	1,199	351	5	237	777	316	2,885	1,848
Additions	269	-	-	57	218	42	586	471
Disposals	5	-	-	-	-	-	5	-
Translation Adjustment	21	50	1	-	1	-	73	133
Transfers	-	-	-	-	-	-	-	-
As at March 31, 2018	**1,484**	**401**	**6**	**294**	**996**	**358**	**3,539**	**2,452**
Accumulated amortization and impairment								
As at 1 April 2017	740	60	-	9	150	100	1,059	-
Amortization charge for the year	325	79	-	23	101	57	585	-
Impairment **	-	-	-	-	-	-	-	22
Disposals	5	-	-	-	-	-	5	-
Translation Adjustment	16	20	1	-	-	-	37	-
Transfers	-	-	-	-	-	-	-	-
As at March 31, 2018	**1,076**	**159**	**1**	**32**	**251**	**157**	**1,676**	**22**
Net carrying amount as at 31 March 2018	**408**	**242**	**5**	**262**	**745**	**201**	**1,863**	**2,430**

Particulars	Other Intangible assets							Goodwill
	Acquired software	Internally developed software	Patents	Brand*	Customer relationships*	Non-compete fee*	Total	
Gross carrying amount								
As at 1 April 2018	1,484	401	6	294	996	358	3,539	2,452
Additions	274	-	-	-	-	-	274	-
Disposals	3	-	-	-	-	-	3	-
Translation Adjustment	(28)	(5)	-	4	14	3	(12)	18
Transfers	-	-	-	-	-	-	-	-
As at 31 March 2019	**1,727**	**396**	**6**	**298**	**1,010**	**361**	**3,798**	**2,470**
Accumulated amortization and impairment								
As at 1 April 2018	1,076	159	1	32	251	157	1,676	22
Amortization charge for the year	331	84	-	29	102	60	606	-
Impairment	-	-	-	-	-	-	-	-
Disposals	3	-	-	-	-	-	3	-
Translation Adjustment	(27)	(4)	-	-	1	1	(29)	-
Transfers	-	-	-	-	-	-	-	-
As at 31 March 2019	**1,377**	**239**	**1**	**61**	**354**	**218**	**2,250**	**22**
Net carrying amount as at 31 March 2019	**350**	**157**	**5**	**237**	**656**	**143**	**1,548**	**2,448**

* Subsequent to the fair valuation of assets and liabilities pertaining to acquisition, the group recognised intangible assets (Brand, Customer relationships, Non Compete fee) basis the fair valuation report obtained by the group. The amortisation has been carried out based on the useful lives suggested by the valuer in its valuation report or its useful life as on date of balance sheet which ever is less.

** In previous year the carrying amount of a CGU in Americas has been reduced to its recoverable amount by recognition of an impairment loss against goodwill.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(i) Impairment tests for goodwill

a) Significant estimate: Key assumptions used for value-in-use calculations

The Group tests whether goodwill has suffered any impairment at year end annually. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

The following table sets out the carrying amount of goodwill allocated to CGU:

Particulars	Europe, Middle East and Africa (EMEA)	India	Americas	Total
March-19	1,156	786	506	**2,448**
March-18	1,168	786	476	**2,430**

There are no intangible assets with indefinite useful life allocated to CGU

The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them:

	Europe, Middle East and Africa (EMEA)	India	Americas
31 March 2019			
Revenue (% annual growth rate)	5%	5%-10%	10%
Budgeted operating margin (%)	10% - 30%	25%-28%	38%
Pre-tax discount rate (%)	9% -17%	9% -17%	9%
31 March 2018			
Revenue (% annual growth rate)	5%	10%	10%
Budgeted operating margin (%)	10% - 30%	25%	38%
Pre-tax discount rate (%)	9% -17%	17%	17%

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used to determining values
Revenue	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Budgeted operating margin	Based on past performance and management's expectations for the future.
Pre-tax discount rates	Reflect specific risks relating to the relevant segments and the countries in which they operate.

b) Significant estimate: impairment charge

The Group has performed impairment testing for the above CGUs and no impairment charge has been identified as at March 31, 2019 (March 31, 2018 - 22 Mn)

c) Significant estimate: Impact of possible changes in key assumptions

The Group has considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of any CGU to exceed its recoverable amount.

If the budgeted gross margin used in the value-in-use calculation for CGU had been 1% lower than management's estimates at 31 March 2019, the Group would still have a higher recoverable amount and no additional impairment against the carrying amount of goodwill will be charged.

If the pre-tax discount rate applied to the cash flow projections of this CGU had been 1% higher than management's estimates , the recoverable amount for the Group would still be higher than the carrying amount and no impairment against the carrying amount of goodwill would have to be recorded.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

5	Financial Assets	31 March 2019	31 March 2018
5(i)	**Non-current investments**		
	Investments in equity instruments (fully paid) at Fair Value through OCI		
	Unquoted		
	199,145 (Previous Year 199,145) Common shares in Relativity Technologies Inc., USA #	0	0
	953,265 (Previous Year 953,265) Common Shares in Computer Logic Inc., USA #	0	0
	Total equity instruments	**0**	**0**
	Total Non- Current Investments	**0**	**0**
	Aggregate amount of unquoted investments	0	0
	Aggregate amount of impairment in the value of investments	-	-

0 represents amount is below the rounding off norm adopted by the Group

5(ii)	Current investments	31 March 2019		31 March 2018	
	Investment in Mutual Funds - Quoted	**Units**	**Value**	**Units**	**Value**
	ICICI Prudential Equity Arbitrage Fund Direct Plan- Dividend	34,536,531	498	18,293,501	262
	HDFC Arbitrage Fund WP Growth Direct	15,462,196	216	15,462,196	204
	HDFC Short Term Debt Fund Regular Growth	15,624,990	322	16,744,654	321
	Kotak Equity Arbitrage Fund - Direct Plan- Monthly Dividend	28,182,611	310	24,704,563	270
	Aditya Birla Sun Life Corporate Bond Fund Growth Regular	3,980,606	285	3,980,606	264
	IDFC Arbitrage Fund Growth Direct	9,014,063	217	10,223,173	219
	Aditya Birla Sun Life Arbitrage Fund Growth Direct	11,092,799	217	11,092,799	204
	Reliance Arbitrage Fund Direct Monthly Dividend Plan	16,754,932	184	24,130,849	260
	IDFC Arbitrage Fund- Monthly Dividend- Direct Plan	14,000,932	184	-	-
	HDFC Corporate Bond Fund Direct Plan Growth	8,534,304	179	8,534,304	166
	Kotak Bond Short Term Fund-Growth - Regular Plan	5,030,207	175	6,014,220	195
	HDFC Arbitrage Fund WP Dividend Monthly reinvestment Direct	14,522,031	152	2,878,670	30
	Reliance Short Term Fund Growth Plan Growth Option	3,348,670	116	3,348,670	109
	Axis Arbitrage Fund- Direct Dividend (EADIR)	9,232,125	102	-	-
	ICICI Prudential Liquid Fund - Direct Plan-Growth	312,477	86	78,394	20
	ICICI Prudential Fixed Maturity Plan Series 82 - 1223 days Plan E Direct Plan	5,000,000	55	5,000,000	51
	UTI -Fixed Term income Fund - Series XXVIII-VI (1190 Days) Direct Growth	5,000,000	54	5,000,000	50
	ICICI PRU BANKING & PSU DEBT FUND Growth	2,304,935	49	2,304,935	46
	IDFC Corporate Bond Regular Plan- Growth	3,647,804	47	3,647,804	43
	Axis Liquid Fund, Direct Growth	20,123	42	-	-
	IDFC Cash Fund- Growth -Regular Plan	13,143	30	13,143	28
	ICICI Prudential Liquid Fund Growth Regular	107,855	30	107,855	28
	HDFC Liquid Fund-Regular Plan-Growth	5,574	20	5,574	19
	Kotak Equity Arbitrage Fund Direct Growth	644,209	18	-	-
	IDFC Cash Fund- Growth -Direct Plan	6,902	16	52,440	111
	HDFC Liquid Fund-Direct Plan-Growth	4,301	16	5,905	20
	IDFC Arbitrage Fund Monthly Dividend Regular Plan	1,268,034	16	-	-
	Reliance Arbitrage Fund Direct Plan-Growth Option	767,735	15	-	-
	SBI Magnum Insta Cash Fund-Direct Plan- Growth	-	-	5,294	20
	Birla Sun Life Cash Plus-Growth-Regular Plan	-	-	338,443	94
	Reliance Money Manager Fund-Growth Plan	-	-	83,805	201
	Prudential ICICI Flexible Income-Direct Plan-Growth	-	-	632,653	212
	UTI -Spread Fund - Direct Plan- Dividend Reinvestment	-	-	12,285,671	205
	Total mutual funds		**3,651**		**3,652**
	Total Current Investments		**3,651**		**3,652**
	Aggregate book value of quoted investments		3,420		3,510
	Aggregate amount of quoted investments and market value thereof		3,651		3,652
	Aggregate amount of unquoted investments		-		-
	Aggregate amount of impairment in the value of investments		-		-

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2019		31 March 2018	
	Current	Non- Current	Current	Non- Current
5(iii) Other Financial Assets				
(i) Derivatives				
Foreign exchange forward contracts	221	-	39	-
(ii) Others				
Security deposits				
-Considered Good	79	60	80	55
-Considered doubtful	-	2	-	4
	79	62	80	59
Less -Provision for doubtful security deposits	-	2	-	4
	79	60	80	55
Interest accrued on deposits with banks	-	23	-	16
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	-	155	-	221
Unbilled revenue*	1,279	5	739	9
Less: Provision for doubtful unbilled revenue*	30	-	30	-
Net unbilled revenue	1,249	5	709	9
Total other financial assets	**1,549**	**243**	**828**	**301**

(a) Includes Rs. 146 Mn Held as margin money by bank against bank guarantees.

*As at March 31, 2019, the Group has outstanding unbilled revenue of Rs 219 Mn relating to Government customers in India (net of provision of Rs. 28 Mn). The appropriateness of the allowance for doubtful unbilled revenue is subjective due to the high degree of significant judgment applied by management in determining the impairment provision.

	31 March 2019		31 March 2018	
	Current	Non- Current	Current	Non- Current
5(iv) Trade Receivables				
Trade receivables	6,482	45	6,425	53
Receivables from related parties [Refer note 32]	20	-	10	-
Less: Allowance for doubtful debt	625	-	577	-
Total receivables	**5,877**	**45**	**5,858**	**53**
Break-up of security details				
Trade Receivables considered good - Secured	-	-	-	-
Trade Receivables considered good - Unsecured*	5,877	45	5,858	53
Trade Receivables which have significant increase in Credit Risk	-	-	-	-
Trade Receivables - credit impaired*	625	-	577	-
Total	**6,502**	**45**	**6,435**	**53**
Allowance for doubtful debts*	(625)	-	(577)	-
Total trade receivables	**5,877**	**45**	**5,858**	**53**

*As at March 31, 2019, the Group has outstanding trade receivables of Rs 717 Mn relating to Government customers in India (net of provision of Rs. 509 million). The appropriateness of the allowance for doubtful trade receivables is subjective due to the high degree of significant judgment applied by management in determining the impairment provision. Above trade receivables pertain to contract with customers as defined under Ind AS 115 on Revenue from contract with customers.
No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Refer note 32

	31 March 2019	31 March 2018
5(v) Cash and cash equivalents		
Balances with Banks		
- in Current Accounts	4,173	3,974
- in EEFC account	-	-
Deposits with maturity less than three months	700	8
Cash on Hand	-	-
Cheques, drafts on hand	206	120
Total Cash and cash equivalents	**5,079**	**4,102**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

	31 March 2019	31 March 2018
5(vi) Bank Balances other than above		
Deposits with maturity more than 3 months but less than 12 months	480	66
Unpaid dividend account	17	15
	497	**81**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		31 March 2019	31 March 2018
6	**Deferred tax assets**	**1,032**	**1,231**
	The balance comprises temporary differences attributable to:		
	Provisions	340	270
	Defined benefit obligations	272	362
	Other items		
	Allowance for doubtful debts and advances	(64)	59
	Minimum alternate tax credit entitlement	758	772
	Gross deferred tax assets (A)	**1,306**	**1,463**
	Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	(218)	(244)
	Deferred tax asset related to fair value loss on derivative instruments not charged in the statement of Profit and Loss but taken to Balance Sheet	(56)	12
	Gross deferred tax liabilities (B)	**(274)**	**(232)**
	Net Deferred tax assets (A-B)	**1,032**	**1,231**

Movement in deferred tax assets

	Deferred tax assets							Deferred tax liability	Total
	Fixed Assets	Derivatives	Employee benefits	Provisions	Minimum Alternate Tax	Other items	Total	Intangible assets*	
At 1 April 2017	**(294)**	**(104)**	**354**	**281**	**708**	**26**	971	(387)	584
(charged)/credited:									
Add: deferred tax liability on addition of intangible assets	-	-	-	-	-	-	-	(132)	(132)
- to profit or loss- deferred tax	50	-	8	(11)	-	24	71	64	135
- MAT asset created from current tax expenses	-	-	-	-	64	-	64	-	64
- to other comprehensive income									
Income tax netted with deferred gain on cash flow hedges	-	*116*	-	-	-	-	116	-	116
Remeasurement of post - employment benefit obligations (expenses) / income	-	-	-	-	-	-	-	-	-
- Translation adjustment	-	-	-	-	-	9	9	-	9
At 31 March 2018	**(244)**	**12**	**362**	**270**	**772**	**59**	**1,231**	**(455)**	**776**
(charged)/credited:									
- to profit or loss- deferred tax	29	-	(68)	75	-	(119)	(83)	67	(16)
- MAT asset created from current tax expenses	-	-	-	-	63	-	63	-	63
- to other comprehensive income									
Income tax netted with deferred gain on cash flow hedges	-	(68)	-	-	-	-	(68)	-	(68)
Remeasurement of post - employment benefit obligations (expenses) / income	-	-	(13)	-	-	-	(13)	-	(13)
- Translation adjustment	-	-	-	-	-	(4)	(4)	(7)	(11)
	(215)	**(56)**	**281**	**345**	**835**	**(64)**	**1,126**	**(395)**	**731**
- Transfer to asset held for sale (Refer note 34)	(3)	-	(9)	(5)	(77)	-	(94)	-	(94)
At 31 March 2019	**(218)**	**(56)**	**272**	**340**	**758**	**(64)**	**1,032**	**(395)**	**637**

Notes :

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. Accordingly deferred tax assets of Rs. 1,032 Mn and Deferred tax liability of Rs. Rs. 395 Mn have been separately disclosed.

* Deferred tax liability on intangible assets pertains to business combination and shown separately in the financial statement.

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		31 March 2019	31 March 2018
7	**Other non-current assets**		
	Capital advances	-	2
	Advances other than capital advances	1	1
	Prepayments	72	105
	Deferred contract cost	4	26
	Total other non-current assets	**77**	**134**
8	**Inventories**		
	Finished Goods [Refer note below]	-	3
	Total inventories	**-**	**3**

Note : The group 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.

		31 March 2019	31 March 2018
9	**Current tax assets**		
	Advance Income Tax	6,082	5,904
	Less: Provision for income tax	5,879	5,254
	Total current tax assets	**203**	**650**
10	**Other current assets**		
	Prepayments	683	578
	Deferred contract cost	37	113
	Advances other than capital advances	416	314
	Total other current assets	**1,136**	**1,005**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

11 Equity share capital

Authorized equity share capital

	Number of shares	Amount
As at 01 April 2017	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2018	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2019	**75,000,000**	**750**

(i) Movements in equity share capital

	Number of shares	Amount
As at 01 April 2017	**61,362,174**	**614**
Increase during the year	93,950	1
As at 31 March 2018	**61,456,124**	**615**
Increase during the year	327,750	3
As at 31 March 2019	**61,783,874**	**618**

Terms and rights attached to equity shares

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. 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.

Shares reserved for issue under options

Information relating to Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 38.

(ii) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	Equity Shares			
	31 March 2019		31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
NIIT Limited	14,493,480	23.46	14,493,480	23.58
HDFC Mutual Fund	5,476,530	8.86	5,523,944	8.99

		31 March 2019	31 March 2018
12	**Reserves and Surplus**		
	Capital reserves	11	11
	Capital redemption reserve	17	17
	Securities premium	614	443
	Share options outstanding	180	191
	General reserve	2,306	2,306
	Retained earnings	16,621	14,024
	Total reserves and surplus	**19,749**	**16,992**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2019	31 March 2018
(i) Capital Reserves		
Opening Balance	11	11
Increase/ decrease during the year	-	-
Closing Balance	**11**	**11**
(ii) Capital redemption reserve		
Opening Balance	17	17
Increase/ decrease during the year	-	-
Closing Balance	**17**	**17**
(iii) Securities premium		
Opening Balance	443	408
Add: Transferred from employee stock option	86	19
Add: Premium on shares issued for exercised options	85	16
Closing Balance	**614**	**443**
(iv) Employee stock option		
Options granted till date	191	113
Less: Transferred to securities premium	(86)	(19)
Add: Impact of fair valuation on employee stock options	75	97
Closing Balance	**180**	**191**
(v) General Reserve		
Opening Balance	2,306	2,306
Add: Balance Transferred from Statement of Profit and Loss	-	-
Closing Balance	**2,306**	**2,306**
(vi) Retained Earnings		
Opening Balance	14,024	13,393
Net profit for the period	4,033	2,802
Add: Remeasurement gains on defined benefit plans	23	1
Less: Loss on closure of subsidiary	-	(2)
Less: Appropriations		
Dividend paid	(912)	(768)
Corporate dividend tax on above	(176)	(43)
Fair valuation impact on future acquisition liability	(371)	(1,359)
Closing Balance	**16,621**	**14,024**

The General Reserve is as per the requirements of the Companies Act, 2013 in respect of companies incorporated in India. General reserve, if any, of overseas subsidiaries are included as part of the retained earnings.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

13. Other Reserves

	Cash Flow Hedging Reserve	Foreign Currency Translation Reserve	Total
At 1 April 2017	**269**	**(266)**	**3**
Fair Value changes on Cash Flow Hedges, net of tax Increase/(decrease) during the year	(299)	429	130
At 31 March 2018	**(30)**	**163**	**133**
Fair Value changes on Cash Flow Hedges, net of tax Increase/(decrease) during the year	186	37	223
As at 31 March 2019	**156**	**200**	**356**

Nature and purpose of other reserves

Securities premium

Securities premium is used to record the premium on issue of shares. The premium is utilized in accordance with the provisions of the Companies Act 2013.

Share options outstanding

The share options outstanding is used to recognize the grant date fair value of options issued to employees under NIIT Technologies Stock Option Plan 2005.

Cash flow hedging reserve

The group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecasted transactions, i.e., revenue, as described within Note 29. For hedging foreign currency risk, the group uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognized in the Cash Flow Hedging Reserve. Amount recognized in the Cash Flow Hedging Reserve is reclassified to profit or loss when the hedged item effects profit and loss, under Revenue.

Foreign currency translation reserve

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

14 Non-controlling interests

	Amount
At 1 April 2017	**237**
Add : Non-controlling share in the results for the year	285
Less: 40% Non-controlling share in dividend declared by NIIT Media Technologies LLC	(48)
Less : 11% Non-controlling share in dividend declared by ESRI India Technologies Limited	(22)
Less : 11% Non-controlling share of corporate dividend tax on dividend declared by ESRI India Technologies Limited	(4)
Less: 49% Non-controlling share of NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited) transfer to other equity	(288)
Add: 45% Non-controlling share of Rule Tek transfer to other equity	62
At 31 March 2018	**222**
Add : Non-controlling share in the results for the year	188
Less: Distribution on closure of subsidiary	(139)
Less : 11% Non-controlling share in dividend declared by ESRI India Technologies Limited	(17)
Less : 11% Non-controlling share of corporate dividend tax on dividend declared by ESRI India Technologies Limited	(3)
Less: 10% Non-controlling share of NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited) transfer to other equity	(74)
Less: 32.5% Non-controlling share of Rule Tek transfer to other equity	(102)
At 31 March 2019	**75**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

		31 March 2019	31 March 2018,
15	**Financial liabilities**		
15(i)	**Non - Current Borrowings**		
	Secured Loans		
	Term loans		
	From Banks	1	3
	From Financial Institutions	70	122
	Deferred Payment Liabilities		
	Property Plant & Equipments	62	97
	Unsecured Loans		
	Long term maturities of finance lease obligations		
	Obligations under finance leases	3	3
	Total non-current borrowings	**136**	**225**
	Less: Current maturities of long term debt [included in Note 15(iv)]	34	44
	Less: Current maturities of finance lease obligations [included in Note 15(iv)]	2	2
	Less: Interest accrued [included in Note 15(iv)]	-	-
	Non-current borrowings (as per balance sheet)	**100**	**179**

(a) Term loans from Financial Institution are secured by way of hypothecation of the vehicles financed. The loan amounts along with interest are repayable over the period of 3 to 5 years (equal monthly instalments) from the date of sanction of loan. The interest rate on above loans are within the range of 9.5% to 10.35%. per annum
(b) The carrying amount of non-financial assets pledged as security for current and non-current borrowings are disclosed in Note 3.

		31 March 2019	31 March 2018,
15(ii)	**Other non current financial liabilities**		
	Financial liability for future acquisition	538	1,483
	Total other non current financial liabilities	**538**	**1,483**
15(iii)	**Trade Payables**		
	Current		
	Trade Payables	1,645	1,451
	Trade Payables to related parties	2	2
	Total trade payables	**1,647**	**1,453**

There are no micro enterprises and small enterprises to which the Group owes dues as at March 31, 2019 and March 31, 2018 . 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 Group.

		31 March 2019	31 March 2018,
15(iv)	**Other Financial liabilities**		
	Current		
	Capital creditors	109	130
	Current maturities of term loan [Refer Note 15(i)(a) above]		
	From Bank	1	2
	From Financial Institutions	33	42
	Finance lease obligations	2	2
	Unclaimed dividend [Refer Note (a) below]	17	15
	Financial liability for future acquisition	1,416	1,461
	Derivatives		
	Foreign exchange forward contracts	9	81
	Total other current financial liabilities	**1,587**	**1,733**

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125(2)(c) of the Companies Act, 2013 (earlier section 205C of the Companies Act, 1956) as at the year end.

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

16

Provisions	31 March 2019			31 March 2018		
	Current	Non- Current	Total	Current	Non- Current	Total
Provisions [Refer note (i) below]	182	56	238	302	240	542
Employee benefit obligations [Refer note (ii) below]	152	669	821	407	501	908
Total	**334**	**725**	**1,059**	**709**	**741**	**1,450**

i

Provisions	31 March 2019			31 March 2018		
	Current	Non- Current	Total	Current	Non- Current	Total
Provision for Customer Contract	181	6	187	193	210	403
Provision for restoration of building	-	50	50	-	30	30
Top Talent Reward Program	1	-	1	43	-	43
Royalty Tax Liability	-	-	-	58	-	58
Tax on Exit of Shareholders	-	-	-	8	-	8
Total	**182**	**56**	**238**	**302**	**240**	**542**

(i) Information about individual provisions and significant estimates

Provision for customer contract

The group reviews the cost to complete for all significant projects at year end and a provision has been provided for the excess of cost to be incurred over balance life of the project over and above the revenue to be recognized over the balance life of the project.

Restoration of building

The group provides for amount expected to be spent when the building taken on lease in UK will be vacated and required to be restored to it's original condition.

(ii) Movements in provisions

Movements in each class of provisions during the year, are set out below:

	Provision for customer contracts*	Restoration of building	Top Talent Reward Program	Royalty Tax Liability	Tax on Exit of Shareholders	Total
As at 01 April 2018	403	30	43	58	8	542
Charged/ (Credited) to profit or loss:						
additional provisions recognized	13	20	-	-	-	33
amount used during the year	236	-	42	58	8	344
unwinding of discount	(7)	-	-	-	-	(7)
As at 31 March 2019	**187**	**50**	**1**	**-**	**-**	**238**

* The group 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 group does not expect any reimbursements in respect of the above provisions.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(ii) Employee benefit obligations

	31 March 2019			31 March 2018		
	Current	Non Current	Total	Current	Non Current	Total
Leave Obligations (i)	141	433	574	247	453	700
Gratuity (ii)	11	236	247	160	48	208
Total	**152**	**669**	**821**	**407**	**501**	**908**

(i) Leave Obligations

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 Group'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.

Based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payments within next 12 months.

The following amounts reflect leave that is expected to be taken or paid within next 12 months

	31 March 2019	31 March 2018
Current leave obligations expected to be settled within next 12 months	141	247

(ii) Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of completed service. The gratuity plan is a funded plan and the Group makes contributions to recognized funds in India.

(iii) Defined contribution plans

The Group makes contribution towards Superannuation Fund, Pension Fund, Employee State Insurance Fund and Overseas Plans (related to the Branches in the United States of America, Ireland, Belgium and Switzerland), being defined contribution plans for eligible employees. The Group has charged the following amount in the Statement of Profit and Loss:

Amount recognized in the Statement of Profit and Loss	**31 March 2019**	**31 March 2018**
Superannuation fund paid to the Trust	24	20
Contribution plans (branches outside India)*	716	597
Employees state insurance fund paid to the authorities	9	9
Pension fund paid to the authorities	86	76
Provident Fund - RPFC	17	12
Total	**852**	**714**

(iv) Defined benefit plans

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

The expense recognized during the period towards defined benefit plan is as follows:

The Group contributed Rs. 113 Mn (Previous year Rs.99 Mn) during the year to the Trust, which has been charged to Statement of Profit and Loss.

(a) Amount of obligation as at the year end is determined as under

Description	**31 March 2019**	**31 March 2018**
Present value of obligation as at the beginning of the year	2,418	2,018
Interest cost	224	131
Current service cost	191	121
Benefits paid	(236)	(122)
Plan Participant's Contributions	337	181
Transfer In	96	7
Actuarial (gain) / loss on obligation	(208)	82
Present value of obligation as at the end of the year	2,822	2,418

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2019	31 March 2018
(b) Change in Plan Assets :		
Description		
Plan assets at beginning at fair value	2,418	2,050
Return on plan assets	224	157
Employer contributions	191	98
Plan Participant's Contributions	337	181
Benefits paid	(236)	(122)
Transfers In	96	7
Actuarial gain / (loss) on plan assets	(208)	47
Plan assets at year end at fair value	2,822	2,418
(c) Amount of the obligation recognised in Balance Sheet :		
Description		
Present value of the defined benefit obligation as at the end of the year	2,822	2,418
Fair value of plan assets at the end of the year	2,822	2,418
Liability/(Assets) recognized in the Balance Sheet	-	-

As the funded status is in surplus there is no need for any specific provision as at 31st March 2019 towards the Provident Fund by the Group. Hence the net liability to be recognised in the balance sheet is Rs. Nil

	31 March 2019	31 March 2018
(d) Principal actuarial assumptions at the Balance Sheet date		
Discount Rate	7.50%	7.30%
Attrition rate		
Age from 20-30 years	16.00%	16.00%
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		
2014-15	9.19%	9.19%
2015-16	9.28%	9.28%
2016-17	9.02%	9.02%
2018 and there after	8.58%	8.58%
Long term EPFO Rate		
2013-14	8.75%	8.75%
2014-15	8.75%	8.75%
2015-16	8.80%	8.80%
2016-17	8.65%	8.65%
2017-18	8.55%	8.55%
2018 -19 and there after	8.65%	8.55%
Description		
Experience Gain/(Loss) adjustments on Plan Liabilities	(208)	(82)
Experience Gain/(Loss) adjustments on Plan assets	(208)	47
Expected Contribution to the fund in the next year	214	85

Note:

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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Balance Sheet amounts - Gratuity

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
1 April 2017	**460**	**(318)**	**142**
Current Service Cost	81	-	81
Interest expense/ (income)	29	(23)	6
Total amount recognized in profit or loss	**110**	**(23)**	**87**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(1)	(1)
(Gain)/loss from change in demographic assumptions	4	1	5
(Gain)/loss from change in financial assumptions	7	-	7
Experience (gains)/losses	3	-	3
Total amount recognized in other comprehensive income	**14**	**-**	**14**
Employer's Contributions	-	(16)	(16)
Benefit payments	(42)	23	(19)
31 March 2018	**542**	**(334)**	**208**

	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
1 April 2018	**542**	**(334)**	**208**
Current Service Cost	95	-	95
Interest expense/ (income)	40	(25)	15
Total amount recognized in profit or loss	**135**	**(25)**	**110**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	(6)	-	(6)
(Gain)/loss from change in financial assumptions	(7)	-	(7)
Experience (gains)/losses	(18)	-	(18)
Exchange differences	(5)	-	(5)
Total amount recognized in other comprehensive income	**(36)**	**-**	**(36)**
Employer's Contributions	-	(1)	(1)
Benefit payments	(67)	42	(25)
Transfer to asset held for sale (Refer note 34)	(18)	9	(9)
31 March 2019	**556**	**(309)**	**247**

The net liability disclosed above relates to funded and unfunded plans as follows:

	31 March 2019			31 March 2018		
	India	Outside India	Total	India	Outside India	Total
Present value of funded obligations	456	-	456	462	-	462
Fair value of plan assets	(309)	-	(309)	(334)	-	(334)
(Surplus)/ Deficit of funded plan	**147**	**-**	**147**	**128**	**-**	**128**
Unfunded plans	-	100	100	-	80	80
Surplus/ (Deficit) of gratuity plan	**147**	**100**	**247**	**128**	**80**	**208**

(v) Post employment benefits (Gratuity)

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	31 March 2019		31 March 2018	
	India	Others	India	Others
Discount rate	7.10% - 7.50%	2.3% to 4.35%	7.35% - 7.40%	4.15%
Salary growth rate	7% for first 3 years and 6% thereafter	2% to 5.25%	7% for first 3 years and 6% thereafter	4.00%
Life expectancy	10 Years	13.7 Years	11 Years	13 Years
Expected rate of return on plan assets	7.10% - 7.50%	-	7.35% - 7.40%	-

(vi) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumptions		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Discount rate	50 Basis Points	50 Basis Points	(17)	(21)	16	27
Salary growth rate	50 Basis Points	50 Basis Points	23	22	(25)	(24)

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

(vii) The major categories of plan assets are as follows:

	31 March 2019			31 March 2018		
	Quoted	Total	%	Quoted	Total	%
Insurance policies and cash	309	309	100	334	335	100

(viii) Risk Exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are Market Volatility, Changes in inflation, Changes in interest rates, Rising longevity, Changing economic environment, Regulatory changes etc.

The Group ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Group's asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

(ix) The expected maturity analysis of defined benefit obligations:

	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
31-Mar-19	41	60	174	505	780
31-Mar-18	46	38	186	393	663

		31 March 2019	31 March 2018
17	**Other non-current liabilities**		
	Deferred Revenue	12	31
	Total other non-current liabilities	**12**	**31**
18	**Other current liabilities**		
	Advances from customers	2	2
	Payroll taxes	12	6
	Statutory dues including provident fund and tax deducted at source	750	676
	Employee benefits payable	1,123	883
	Deferred revenue	378	385
	Total other current liabilities	**2,265**	**1,952**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
19	**Revenue from operations**		
	Sales of products	1,492	1,327
	Sale of services	35,270	28,564
	Other operating revenue	-	23
	Total revenue from operations	**36,762**	**29,914**
	Timing of revenue recognition		
	Goods transferred at a point in time	1,492	1,327
	Services transferred over time	35,270	28,587
	Total revenue from contracts with customers	**36,762**	**29,914**
	Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
	Revenue as per contracted price	37,115	29,531
	Hedge (loss) / gain	(205)	448
	Volume discount	(148)	(65)
	Total Revenue from contract with customers	**36,762**	**29,914**

Note : The group deals in number of software and hardware items whose selling price vary from item to item. In view of voluminous data information relating to major items of sales have not been disclosed in the financial statements.

		Year ended 31 March 2019	Year ended 31 March 2018
20	**Other Income**		
	Net gain on sale of investments		
	Dividend income	55	40
	Interest Income from financial assets at amortised cost	140	64
	Gain on exchange fluctuations (net)	60	-
	Gain on sale of Investments in equity instruments	-	41
	Income on Financial Investments at fair value through profit and loss		
	Mutual funds	187	163
	Miscellaneous income	93	83
	Total other income	**535**	**391**
21	**Changes in inventories of stock-in-trade**		
	Opening balance	3	3
	Total opening balance	**3**	**3**
	Closing balance	3	3
	Total closing balance	**3**	**3**
	Total changes in inventories of stock-in-trade	**-**	**-**
22	**Employee benefits expense**		
	Salaries, wages and bonus	20,097	16,299
	Contribution to provident (and other) funds [Refer note 16]	966	806
	Employee share-based payment expense [Refer note 38]	76	97
	Gratuity [Refer note 16]	105	101
	Staff welfare expenses	288	298
	Total employee benefit expense	**21,532**	**17,601**
23	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Refer note 3]	642	667
	Amortisation of intangible assets [Refer note 4]	606	607
	Total depreciation and amortization expense	**1,248**	**1,274**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
24	**Other expenses**		
	Rent	495	438
	Rates and taxes	8	44
	Electricity and water	177	185
	Communication expenses	282	305
	Legal and professional	835	789
	Travelling and conveyance	1,184	995
	Recruitment expenses	214	125
	Insurance premium	77	72
	Repairs and maintenance		
	- Plant and machinery	428	289
	- Buildings	12	17
	- Others	199	246
	Loss on exchange fluctuations (net)	-	32
	Allowance for doubtful debts - trade receivables and unbilled revenue	79	18
	Lease rentals	4	10
	Loss on sales of assets (net)	19	7
	Expenditure towards Corporate Social Responsibilities activities [Refer note (a) below]	62	58
	Advertisement and publicity expenses	173	181
	Business promotion expenses	146	176
	Professional charges	3,004	2,117
	Equipment hiring	16	10
	Consumables	410	303
	Other production expenses	403	344
	Miscellaneous expenses	227	222
	Total other expenses	**8,454**	**6,983**
24(a)	**Corporate social responsibility expenditure**		
	Contribution to NIIT Institute of Information Technology	51	52
	Contribution to NIIT Foundation	3	2
	Contribution to Government Schools / Others	6	4
	Total	**60**	**58**
	Amount required to be spent as per Section 135 of the Act	48	42
	Amount spent during the year other then Construction/ acquisition of an asset	60	58

25 Finance costs

Interest on borrowings not at fair value through profit or loss	10	12
Other borrowing costs	14	1
Bank and financial charges	33	32
Unwinding of discounts	35	49
Finance costs expensed in profit or loss	**92**	**94**

26 Exceptional Item

Exceptional items represent amounts recorded on Company's re-assessment of certain tax positions.

27 Income tax expense

This note provides an analysis of the group's income tax expense, shows amounts that are recognized directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the group's tax positions.

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	Year ended 31 March 2019	Year ended 31 March 2018
(a) Income tax expense		
Current tax		
Current tax on operating profits of the year	**1,446**	**1,176**
Adjustments for current tax of prior periods	4	(92)
Decrease (increase) in deferred tax assets	(63)	-
Total current tax expense	**1,387**	**1,084**
Deferred tax		
Decrease (increase) in deferred tax assets	123	(47)
Goodwill impairment impact	-	(34)
(Decrease) increase in deferred tax liabilities	(29)	(64)
Impact of exchange fluctuations	(11)	10
Decrease (increase) in MAT Credit	-	(64)
Others	(67)	64
Total deferred tax benefit	**16**	**(135)**
Income tax expense	**1,403**	**949**
(b) Amount recognised directly in equity		
Deferred tax (liability) on other comprehensive income	(81)	69
(c) Tax Losses		
Unused tax losses for which no deferred tax asset has been recognised	488	613
Potential tax benefit	145	183

(d) Unrecognised temporary differences

Certain subsidiaries of the group have undistributed earnings which, if paid out as dividends, would be subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from these subsidiaries and the earnings are expected to be utilised for their business expansion.

(e) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	31 March 2019	31 March 2018
Profit from continuing operations before income tax expense	5,624	4,036
Tax at the Indian tax rate of 34.9440% (for FY 2017-18: 34.608%)	**1,965**	**1,397**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Impact of deductions		
Deduction under section 10AA	(343)	(385)
Deduction under section 80IAB	(36)	(31)
Deduction under section 80IC	(25)	(31)
Taxes paid by branches - net of relief u/s 90	102	99
Dividend income exempt under section 10	(18)	(11)
Increase/(Decrease) in Deferred Tax Liability on Fixed Assets, pertaining to tax holiday period	18	25
Increase/(Decrease) in Deferred Tax Liability on Intangible Assets	(67)	(64)
Increase/(Decrease) on Other Comprehensive (Income)/ Expense	(13)	-
Research and Development Expenditure Credit/Others	(3)	(3)
Impact of permanent differences		
Expenses on corporate social responsibility to the extent disallowable	12	10
Adjustments for current tax of prior periods	13	15
Claim of investment write off of prior periods	-	(74)
Tax on Dividend received from overseas subsidiaries	82	99
Others	(19)	1
Others		
Effect due to differences in tax rates	(265)	(58)
Effect due to change in statutory tax rate during the year	-	(40)
Income tax expense	**1,403**	**949**

In view of the clarification issued by Ind AS Transition Facilitation Group, the Group has changed the classification for taxes on dividend received from subsidiaries from current taxes to Statement of Equity. Consequently, taxes amounting to Rs. 137 million, on dividend received during the year ended March 31, 2019, have been recognized in the Statement of Equity. The previous year numbers have not been reclassified as the impact of the change is not material on the results for the year ended March 31, 2018. The change, if recorded, in year ended March 31, 2018 it would have resulted in current tax to be lower and profit after tax to be higher by Rs. 96 million and both basic earnings per share and diluted earnings per share higher by Rs 1.57.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

28. Fair value measurements

Financial instruments by category:

	31 March 2019			31 March 2018		
	FVPL	FVTOCI	Amortized Cost	FVPL	FVTOCI	Amortized Cost
Financial assets						
Investments in Mutual funds	3,651	-	-	3,652	-	-
Investments in unquoted equity instruments	-	-	-	-	-	-
Trade and other receivables	-	-	5,922	-	-	5,911
Cash and cash equivalents	-	-	5,079	-	-	4,102
Deposits with maturity more than 3 months but less than 12 months	-	-	480	-	-	66
Unpaid dividend account	-	-	17	-	-	15
Long term deposits with bank with maturity period more than 12 months	-	-	155	-	-	221
Foreign Exchange Forward Contracts	-	221	-	-	39	-
Security deposits	-	-	139	-	-	135
Interest accrued on deposits with Banks	-	-	23	-	-	16
Unbilled revenue	-	-	1,254	-	-	718
Total Financial assets	**3,651**	**221**	**13,069**	**3,652**	**39**	**11,184**
Financial liabilities						
Borrowings	-	-	133	-	-	222
Obligations under finance lease	-	-	3	-	-	3
Trade and other payables	-	-	1,647	-	-	1,453
Capital creditors	-	-	109	-	-	130
Unclaimed Dividend	-	-	17	-	-	15
Foreign Exchange Forward Contracts	-	9	-	-	81	-
Total Financial liabilities	**-**	**9**	**1,909**	**-**	**81**	**1,823**

Financial liability for future acquisition amounting to Rs. 1,954 Mn (Previous year 2,944 Mn) has been measured through fair valuation by other equity. Also refer note 42 and 43.

The carrying amounts of trade receivables, trade payables, capital creditors, unbilled revenue, Security deposits, unpaid dividend account, Long term deposits with bank, cash and cash equivalents, Borrowings, obligation under finance lease, Trade and other payables, unclaimed dividend are considered to be the same as their fair values, due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The fair values for security deposits were calculated based on cash flows discounted using a current lending rate.

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value and

(b) measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard.

An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements at 31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual funds	3,651	-	-	3,651
Financial Investments at OCI				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	221	-	221
Unquoted equity investment				
Financial Investments at OCI	-	-	-	-
Total financial assets	**3,651**	**221**	**-**	**3,872**
Financial Liability				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	(9)	-	(9)
Other financial liabilities				
Financial liability for future acquisition	-	-	1,954	1,954
Total financial Liability	**-**	**(9)**	**1,954**	**1,945**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31 March 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual funds	3,652	-	-	3,652
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	39	-	39
Unquoted equity investment				
Financial Investments at OCI	-	-	-	-
Total financial assets	**3,652**	**39**	**-**	**3,691**
Financial Liability				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	(81)	-	(81)
Other financial liabilities				
Financial liability for future acquisition	-	-	2,944	2,944
Total financial Liability	**-**	**(81)**	**2,944**	**2,863**

There is also a financial liability for future acquisition measured at fair value using level 2 inputs.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices for similar instruments.

-Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

- Inputs used in the valuation models

(a) Future acquisition liability-

(i) Revenue inputs - Based on past performance and management's expectations of market development.

(ii) Budgeted operating margin - Based on past performance and management's expectations for the future.

(iii) Pre-tax discount rates - Reflect specific risks relating to the relevant geography in which they operate.

hence classified under Level 3 hierarchy

Quantitative details of input used in valuation of financial liability for future acquisition

	31-Mar-19	31-Mar-18
Revenue (% annual growth rate)	20%	20%-50%
Budgeted operating margin (%)	40%	40%
Pre-tax discount rate (%)	9%	9%

If the revenue/ budgeted operating margin unobservable inputs used in the valuation of Level 3 financial liability for future acquisition had been 1% change than management's estimates at 31 March 2019, does not have significant impact in its value and other equity.

(b) Forward Contracts

Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

29 (i) Hedging activities and derivatives

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

At 31 March 2019, the Group hedged 75% (31 March 2018: 75%), of its expected foreign currency sales. Those hedged sales were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts.

The Group is holding the following foreign exchange forward contracts (highly probable forecasted sales)

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

As at March 31 2019

Particulars	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 month	Total
USD /INR						
Notional amount (INR)	463	991	993	1,232	1,304	4,982
Average forward rate	70	71	73	75	73	73
GBP /INR						
Notional amount (INR)	126	249	223	314	348	1,259
Average forward rate	96	95	96	99	96	97
EUR /INR						
Notional amount (INR)	39	76	69	97	107	388
Average forward rate	86	85	86	89	85	86

As at March 31, 2018

Particulars	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 month	Total
USD /INR						
Notional amount (INR)	434	872	1,163	811	1,085	4,366
Average forward rate	67	67	67	67	67	67
GBP /INR						
Notional amount (INR)	114	230	310	219	304	1,177
Average forward rate	87	88	89	91	94	90
EUR /INR						
Notional amount (INR)	34	69	120	32	104	361
Average forward rate	76	77	80	81	84	80

The impact of the hedging instruments on the balance sheet is, as follows:

Foreign exchange forward contracts	Notional amount	Carrying amount	Line item in the statement of financial position	Change in fair value used for measuring ineffectiveness for the period
At 31 March 2019	6,629	212	Derivative instruments under current financial assets / liabilities	-
At 31 March 2018	5,903	(42)	Derivative instruments under current financial assets / liabilities	-

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

Type of hedge and risks	31-Mar-19			31-Mar-18		
	Carrying amount of hedging instrument		Maturity period	Carrying amount of hedging instrument		Maturity Period
	Assets	Liabilities		Assets	Liabilities	
Cash flow hedge						
Foreign exchange risk						
Foreign exchange forward contracts	221	9	April 2019 to March 2020	39	81	April 2018 to March 2019

(b) Disclosure of effects of hedge accounting on financial performance

Type of Hedge	Change in the value of hedging instrument recognised in other comprehensive income*		Amount reclassified from cash flow hedging reserve to profit or loss		Line item affected in statement of profit and loss because of the reclassification	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Cash flow hedge						
Foreign exchange risk	186	(299)	(205)	448	Revenue	Revenue

*The resultant impact on the cash flow hedge reserve for the year ended March 31, 2019 and March 31, 2018; on account of changes in the fair value has been reconciled in Note No. 13

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

29 (ii) Financial risk management

The Group's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables. The borrowing of the Group constitute loan taken only for vehicle purchased. All the finances are made out of internal accruals. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations. The Group also holds fair value through profit and loss investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken and derivatives are used exclusively for hedging purposes.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, fair value through profit and loss investments and derivative financial instruments.

-Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

There are no significant borrowings on the financial statements. Hence, there is no significant concentration of interest rate risk.

- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Unhedged foreign currency exposure

Non-derivative foreign currency exposure as of 31 March, 2019 and 31 March 2018 in major currencies is as below:

	Net financial Assets		Net financial Liabilities	
Currencies	**31-Mar-19**	**31-Mar-18**	**31-Mar-19**	**31-Mar-18**
USD/INR	1,635	1,243	25	196
GBP/INR	246	198	-	-
EURO/INR	142	118	-	-

a) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

	Impact on Profit after Tax		Impact on other components of equity	
	31-Mar-19	**31-Mar-18**	**31-Mar-19**	**31-Mar-18**
USD Sensitivity				
INR/USD - Increase by 1% (31 March 2018 - 1%)*	15	22	1	0
INR/USD - Decrease by 1% (31 March 2018 - 1%)*	(15)	(22)	(1)	(0)
EUR Sensitivity				
INR/EUR - Increase by 1% (31 March 2018 - 1%)*	2	6	0	0
INR/EUR - Decrease by 1% (31 March 2018 - 1%)*	(2)	(6)	(0)	(0)
GBP Sensitivity				
INR/GBP - Increase by 1% (31 March 2018 - 1%)*	2	27	0	1
INR/GBP - Decrease by 1% (31 March 2018 - 1%)*	(2)	(27)	(0)	(1)

*Holding all other variables constant

b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade Receivables

The customers of the Group are primarily corporations based in the United States of America and Europe and accordingly, trade receivables are concentrated in the respective countries. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

of accounts receivables. The Group has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2019:

	31 March 2019	31 March 2018
Balance at the beginning	607	626
Impairment loss recognized (net)	79	59
Amounts written off	31	78
Balance at the end	**655**	**607**

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

c) Liquidity Risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding borrowings except term loans and working capital limits from banks. The term loans are secured against hypothecation of the vehicles (refer note 15), and working capital limit is secured by a first charge on the book debts of the Group and by a second charge on movable assets of the Group . However, the Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

d) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2019:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Trade Payables	1,647	-	-	-	1,647
Borrowings	36	24	72	4	136
Other Financial Liabilities (excluding Borrowings)	1,551	538	-	-	2,089
	3,234	**562**	**72**	**4**	**3,872**

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2018:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Trade Payables	1,453	-	-	-	1,453
Borrowings	46	81	94	4	225
Other Financial Liabilities (excluding Borrowings)	1,687	1,054	429	-	3,170
	3,186	**1,135**	**523**	**4**	**4,848**

30 Capital Management

a) Risk management

For the Group's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the shareholders. The primary objectives of the Group's capital management are to maximise the shareholder value and safeguard their ability to continue as a going concern. The Group has no outstanding borrowings except term loans and working capital limits from banks. The term loans are secured against hypothecation of the vehicles (refer note 15), and working capital limit is secured by a first charge on the book debts of the Group and by a second charge on movable assets of the Group. The Group has complied with the financial covenants attached with above stated borrowings throughout the reporting period. The funding requirements are generally met through operating cash flows generated. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

b) Dividends

	31 March 2019	31 March 2018
(i) Equity Shares		
Final dividend paid for the year ended 31 March 2018 of Rs. 15 (31 March 2017- Rs. 12.50) per fully paid up equity share	912	768
(ii) Dividends not recognised at the end of reporting period		
In addition to the above dividends, during the year the directors have recommended the payment of a final dividend of Rs. Nil per fully paid up equity share (31 March 2018 - Rs.15).	-	912

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

31 Related parties where control exists

(i) Interest in Subsidiaries

The Company's subsidiaries at 31 March 2019 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the company and the proportion of ownership interests held equals the voting rights held by the Company. The country of incorporation or registration is also their principal place of business.

Sr. No.	Name	Place of business/ country of incorporation	Ownership interest held by the Company		Ownership interest held by the Non controlling interest		Principal Activities
			31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	
	Direct subsidiaries						
1	ESRI India Technologies Limited	India	88.99	88.99	11.01	11.01	Software development
2	NIIT SmartServe Limited	India	100	100	-	-	Software development
3	NIIT Technologies Services Limited	India	100	100	-	-	Software development
4	NIIT Technologies Limited	United Kingdom	100	100	-	-	Software development
5	NIIT Technologies Pacific Pte Limited	Singapore	100	100	-	-	Software development
6	NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited)	India	90	70	10	30	Software development
7	NIIT Technologies GmbH	Germany	100	100	-	-	Software development
8	NIIT Technologies Inc	USA	100	100	-	-	Software development
9	NIIT Airline Technologies GmbH	Germany	100	100	-	-	Software development
10	NIIT Technologies FZ LLC	Dubai	100	100	-	-	Software development
11	NIIT Technologies Philippines Inc (under liquidation)	Philippines	100	100	-	-	Software development
	Stepdown subsidiaries						
12	NIIT Technologies BV (Wholly owned by NIIT Technologies, UK)	Netherlands	100	100	-	-	Software development
13	NIIT Technologies Ltd (Wholly owned by NIIT Technologies, Singapore)	Thailand	100	100	-	-	Software development
14	NIIT Technologies Pty Ltd (Wholly owned by NIIT Technologies, Singapore)	Australia	100	100	-	-	Software development
15	NIIT Insurance Technologies Limited (Wholly owned by NIIT Technologies Limited, UK)	United Kingdom	100	100	-	-	Software development
16	NIIT Technologies S.A. (Wholly owned by NIIT Technologies Limited, UK)	Spain	100	100	-	-	Software development
17	NIIT Media Technologies LLC (Majorly owned and controlled subsidiary of NIIT Technologies Inc, USA) - (liquidated with effect from 31 Dec 2018)	USA	-	60	-	40	Software development
18	NIIT Technologies Brazil Ltd (Wholly owned by NIIT Technologies Limited, UK and NIIT Technologies Inc, USA) - (liquidated with effect from 9 Nov 2018)	Brazil	-	100	-	-	Software development
19	RuleTek LLC (Partially owned by NIIT Incessant Private Limited)	USA	67.5	55	32.5	45	Software development
20	Incessant Technologies. (UK) Limited (Wholly owned by NIIT Incessant Private Limited)	United Kingdom	90	70	10	30	Software development
21	Incessant Technologies Ltd., (Ireland) (Wholly owned by NIIT Incessant Private Limited)	Ireland	90	70	10	30	Software development
22	Incessant Technologies (Australia) Pty Ltd. (Wholly owned by NIIT Incessant Private Limited)	Australia	90	70	10	30	Software development
23	Incessant Technologies NA Inc. (Wholly owned by NIIT Incessant Private Limited)	USA	90	70	10	30	Software development

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

32 Related party transactions

A List of related parties with whom the Group has transacted:

a) Parties of whom the Group is an associate and their subsidiaries/associates

NIIT Limited (Includes Scantech Evaluation Services Limited and Evolve Services Limited)
NIIT USA Inc.
NIIT Sdn Bhd, Malaysia
Scantech Evaluation Services Limited
NIIT Limited, UK
Evolve Services Limited
NIIT Institute of Finance Banking and Insurance Training Ltd
NIIT China (Shanghai) Ltd

b) Key Managerial personnel

Rajendra S Pawar, Chairman
Vijay K Thadani, Non Executive Director
Arvind Thakur, Vice Chairman and Managing Director
Sudhir Singh, Chief Executive Officer
Amit Kumar Garg, Chief Financial Officer (upto 27th July 2018)
Sanjay Mal, Chief Financial Officer (w.e.f. 28th July 2018)
Lalit Kumar Sharma, Company Secretary & Legal Counsel

c) Parties in which the key managerial personnel or the relatives of the key managerial personnel are interested.

Naya Bazaar Novelties Private Limited
NIIT Institute of Information Technology
Indian School of Business
NIIT University
NIIT Foundation

B List of other related parties

Particulars	Country	Nature of relationship
NIIT Technologies Limited Employees Provident Fund Trust	India	Post-employment benefit plan
NIIT Technologies Limited Employees Group Gratuity Scheme	India	Post-employment benefit plan
NIIT Technologies Superannuation Scheme	India	Post-employment benefit plan

Refer to Note 16 for information and transactions with post-employment benefit plans mentioned above

C 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 their subsidiaries	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Group are interested	Total
Recovery from related parties	13	-	1	14
	(30)	-	-	(30)
Recovered by related parties	-	-	-	-
	(1)	-	-	(1)
Receiving of Services	12	-	-	12
	(3)	-	-	(3)
Rendering of Services	29	-	-	29
	(24)	-	-	(24)
Dividend Paid to NIIT Limited	217	-	-	217
	(181)	-	-	(181)
Donations paid	-	-	53	53
	-	-	(52)	(52)

Figures in parenthesis represent Previous Year's figures

D. Key management personnel compensation

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Short term employee benefits*	175	99
Sitting fees	3	3
Post employment benefits**	11	5
Remuneration paid	**189**	**107**
Share based payment transactions ***	51	33
Total of compensation	**240**	**140**

* Short term employee benefit expenses does not include value of taxable perquisites amounting to Rs. 136 Mn.
**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.
*** It has been charged to statement of profit and loss

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

E. Outstanding balances with related parties:

	Receivables as at March 31, 2019	Payables as at March 31, 2019	Receivables as at March 31, 2018	Payables as at March 31, 2018
Parties of whom the group is an associate and their subsidiaries/associates	20	2	10	2
Parties in which Key Managerial Personnel are interested	-	-	-	-
Key Managerial Personnel	-	-	-	1

There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

F. Terms and Conditions

Key Managerial Personnel interests in the Senior Executive Plan

Share options held by Key Managerial Personnel of the Company's Stock Option Plan 2005 to purchase Equity shares have the following expiry dates and exercise prices:

			Closing option as at	
Grant date	**Expiry date**	**Exercise price**	**31-Mar-19**	**31-Mar-18**
9-May-14	9-May-20	409.75	20,000	20,000
9-May-14	9-May-21	409.75	20,000	20,000
9-May-14	9-May-22	409.75	20,000	20,000
15-Oct-14	15-Oct-18	393.70	-	20,000
15-Oct-14	16-Oct-19	393.70	-	20,000
15-Oct-14	15-Oct-20	393.70	20,000	20,000
15-Oct-14	15-Oct-21	393.70	20,000	20,000
15-Oct-14	15-Oct-22	393.70	20,000	20,000
19-Oct-15	20-Oct-19	493.60	40,000	40,000
19-Oct-15	19-Oct-20	493.60	40,000	40,000
19-Oct-15	19-Oct-21	493.60	40,000	40,000
19-Oct-15	19-Oct-22	493.60	40,000	40,000
19-Oct-15	20-Oct-23	493.60	40,000	40,000
14-Jan-16	15-Jan-20	546.40	-	9,000
14-Jan-16	14-Jan-21	546.40	-	9,000
14-Jan-16	14-Jan-21	10.00	-	7,000
14-Jan-16	14-Jan-22	10.00	-	7,000
20-Jun-16	20-Jun-20	10.00	10,000	10,000
20-Jun-16	20-Jun-21	10.00	10,000	10,000
20-Jun-16	20-Jun-22	10.00	10,000	10,000
20-Jun-16	21-Jun-23	10.00	10,000	10,000
20-Jun-16	20-Jun-24	10.00	10,000	10,000
20-Jun-16	20-Jun-20	534.30	40,000	40,000
20-Jun-16	20-Jun-21	534.30	40,000	40,000
20-Jun-16	20-Jun-22	534.30	40,000	40,000
20-Jun-16	21-Jun-23	534.30	40,000	40,000
20-Jun-16	20-Jun-24	534.30	40,000	40,000
14-Jul-16	14-Jul-20	503.65	7,420	7,420
14-Jul-16	14-Jul-21	503.65	7,420	7,420
14-Jul-16	17-Jul-22	503.65	7,420	7,420
23-Jun-17	22-Jun-21	10.00	-	58,000
23-Jun-17	22-Jun-22	10.00	58,000	58,000
23-Jun-17	22-Jun-21	10.00	-	20,000
23-Jun-17	22-Jun-24	10.00	40,000	40,000
23-May-18	22-May-22	1,048.90	5,010	-
23-May-18	23-May-23	1,048.90	5,010	-
23-May-18	22-May-24	1,048.90	5,010	-
5-Sep-18	4-Sep-22	1,364.40	5,400	-
5-Sep-18	5-Sep-23	1,364.40	5,400	-
5-Sep-18	4-Sep-24	1,364.40	5,400	-
5-Sep-18	4-Sep-22	10.00	2,000	-
5-Sep-18	5-Sep-23	10.00	2,000	-
5-Sep-18	4-Sep-24	10.00	2,000	-
			727,490	**840,260**

No share options have been granted to the non-executive members of the Board of Directors under this scheme. Refer to Note 38 for further details on the scheme.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

G. Terms and Conditions

Transactions relating to dividends, subscriptions for new equity shares were on the same terms and conditions that applied to other shareholders.

Transactions with related parties during the year were based on terms that would be available to third parties.

All other transactions were made on normal commercial terms and conditions and at market rates in respect of impaired receivables due from related parties.

All outstanding balances are unsecured and payable / receivable in cash.

33 Segment Reporting

(a) Description of segments and principal activities

The Group delivers services around the world directly and through its network of subsidiaries and overseas branches. The group is rendering Information Technology solutions and is engaged in Application Development and Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organizations in a number of sectors viz. Financial Services, Insurance, Travel, Transportation and Logistics, Manufacturing and Distribution and Government.
The Chief Executive Officer of the Group being identified the Chief Operating Decision Maker (CODM), reviews the group's performance both from a products/ services and geographic perspective. However, CODM takes its decision for allocating resources of the entity and assessing its performance on the basis of the geographical presence of the Group across the globe and has identified four reportable segments of its business:

1. Europe, Middle East and Africa (EMEA)
2. Asia Pacific (APAC)
3. India
4. Americas

The Chief Operating Decision Maker i.e., the Chief Executive Officer (CEO), primarily uses a measure of revenue and adjusted Earnings before Interest, Tax, Depreciation and Amortisation (Adjusted EBITDA) to assess the performance of the operating segments. Earnings before Interest, Tax, Depreciation and Amortisation is adjusted with other income and foreign exchange differences to arrive at Adjusted EBITDA. Assets and liabilities used in the group's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Accordingly, the CEO does not review assets and liabilities at reportable segments level.

As per Ind AS 108, 'Operating Segments', the Group has disclosed the segment information only as part of the consolidated financial results.

(b) Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA)

Interest income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the group.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from Operations		
Europe, Middle East and Africa	12,227	9,274
Asia Pacific	3,577	3,103
India	3,010	2,804
Americas	17,948	14,733
Total	**36,762**	**29,914**
Earning before Interest, Tax, Depreciation and Amortization (EBITDA)		
Europe, Middle East and Africa	2,257	1,531
Asia Pacific	540	459
India	21	(51)
Americas	3,634	3,073
Total	**6,452**	**5,012**
Depreciation and Amortization	1,248	1,274
Other Income (net)	476	298
Profit Before Tax (before exceptional items)	**5,680**	**4,036**
Exceptional items	56	-
Profit Before Tax	**5,624**	**4,036**
Provision for Tax	1,403	949
Profit after Tax	**4,221**	**3,087**

(c) Revenues of approximately Rs. 4,184 Mn (31 March 2018 Rs. 3,685 Mn) are derived from a single external customer. These revenues are attributed to Americas segment.

34 Assets classified as held for sale

As at March 31, 2019, the Company has 88.99% shareholding in ESRI India Technologies Limited (ESRI India). During March 2019, ESRI Inc., USA (existing 9.99% Shareholder of ESRI India) has expressed its interest by offering to purchase Company's entire holding of 8,90,000 equity shares of the face value of INR 10 each, at a consideration of Rs. 897 Mn. The company accepted the expression of interest and has accordingly classified the assets of ESRI India amounting to Rs. 1,144 Mn and liabilities of Rs. 333 Mn as asset held for sale. The Company does not consider ESRI India's business as material business hence it is not been separately disclosed as discontinuing operations.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

The major classes of assets and liabilities of Esri India Technologies Limited classified as held for sale as at 31 March 2019 are, as follows:

	31 March 2019
Assets	
Property, plant and equipment	33
Capital work-in-progress	
Intangible assets	0
Inventories	3
Investments	231
Trade receivables	267
Cash and cash equivalents	115
Other financial assets (Current / non current)*	79
Current tax assets (Net)	242
Deferred tax assets	94
Other assets (Current / non current)	80
Assets classified as held for sale	**1,144**
Liabilities	
Provision	28
Trade payables	130
Other liabilities	175
Liabilities directly associated with assets classified as held for sale	**333**
Net assets directly associated with disposal group	811

*(a) Includes Rs. 30 Mn Held as margin money by bank against bank guarantees.

Contingent liabilities and contingent assets

(a) Contingent liabilities

The ESRI India had contingent liabilities in respect of:

	31 March 2019
Claims against the Group not acknowledged as debts	
-Income tax matters pending disposal by the tax authorities	69
-Excise matters pending with Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh	42
	111

(A) It is not practicable for the Group to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(B) The Group does not expect any reimbursements in respect of the above contingent liabilities.

Income tax

Claims against the Company not acknowledged as debts as on March 31, 2019 include demand from the Indian Income-tax authorities for payment of tax of Rs 69 Mn , upon completion of the tax assessment for Financial Years (FY) 2009-10 and FY 2012-13 to FY 2014-15.

Demand for the FY 2012-13 to FY 2014-15 includes disallowances of Company's claim of deduction u/s 80 IC, denied on account of extension of business from the existing unit to new unit, bank guarantee commission and towards Transfer Pricing. The matters for financial year FY 2009-10 is pending before Hon'ble Income Tax Appellate Tribunal (ITAT), Delhi. The matters for FY 2012-13 to FY 2014-15 are pending for disposal with the Commissioner of Income Tax (Appeals) Delhi.

Excise

Demand for FY 2005-06 to FY 2012-13 includes disallowance of Rs. 42 Mn (31 March 2018 Rs. 283Mn) alleging that No Substantial Expansion for replication Activity and Digitization does not amount to manufacture.

The matters for FY 2005-06 to FY 2012-13 have been heard before Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh and have been decided in favour of the assessee.

The Group is contesting the demand and the management including its tax advisors believe that its position will more likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

35 Contingent liabilities and contingent assets

(a) Contingent liabilities

The Group had contingent liabilities in respect of:

		31-Mar-19	31-Mar-18
i)	Claims against the Group not acknowledged as debts		
	Income tax matters pending disposal by the tax authorities	285	645
	Claims made by customer pending under arbitration	-	1
	Excise matters pending with Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh	-	284
	Total	**285**	**930**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

ii) **Notes**

(A) It is not practicable for the Group to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(B) The Group does not expect any reimbursements in respect of the above contingent liabilities.

iii) **Income tax**

Claims against the Group not acknowledged as debts as on March 31, 2019 include demand from the Indian Income tax authorities for payment of tax of Rs 285 Mn (31 March 2018 Rs.645 Mn), upon completion of their tax assessment for Financial Years (FY) 2004-05 to FY 2014-15.

Demand for the Financial Year (FY) 2004-05 pertains to treatment of revenue expenditure related to business development and marketing expenses as Capital expenses. The case was decided in favour of the Company by CIT(A) and is pending before the Hon'ble Income Tax Appellate Tribunal (ITAT), Delhi

Demand for the FYs 2006-07 to 2010-11 includes disallowance of apportion of the deduction claimed by the company under Section10B of the Income-tax Act 1961 as determined by the ratio of export turnover to total turnover. The disallowances arose mainly due to the fact that tax authority considered all units as one for computation of tax deduction/exemption instead of calculating each unit eligibility separately. Demand for the FYs 2012-13 to FY 2014-15 also includes disallowance of Company's claim for B/F Unabsorbed Depreciation on Demerger, Bad Debts written-offs, bank guarantee commission, Section 14A/Rule 8D and towards Transfer Pricing. The matters for financial years starting from 2006-07 to 2010-11 & financial year 2012-13 are pending before Hon'ble Income Tax Appellate Tribunal (ITAT), Delhi. The matters for financial years 2011-12 and 2012-13 were duly accepted by the Commissioner of Income Tax (Appeals) [CIT(A)] Delhi. However, the Income-tax Department had filed the appeals with the ITAT on some of the disallowances withheld by the CIT(A), Delhi.

iv) The Group is contesting the demand and the management including its tax advisors believe that its position will more likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

(b) Contingent assets

The Group does not have any contingent assets as at 31 March 2019, and 31 March 2018 .

36 Commitments

(a) Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	31-Mar-19	31-Mar-18
Property, plant and equipment	58	65
Intangible assets	51	209
Total	**109**	**274**

(b) **Non cancellable operating lease**

The group leases various offices and equipments under non cancellable operating lease expiring within five years. The leases have varying terms, escalation clause and renewal rights. On renewal the terms of the leases are renegotiated.

Commitments for future minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Particulars	In respect of Premises*		In respect of Equipment*	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Within one year	262	314	6	8
Later than one year but not later than five years	548	349	10	7
More then 5 years	100	-	-	-
Total	**910**	**663**	**16**	**15**

*Aggregate rental expense during the period under operating leases amount to Rs. 495 Mn (March 31, 2018 Rs.438 Mn**)**

37 Leases

(a) Finance Lease

(i) Refer note 3 for disclosures related to gross block, accumulated depreciation and carrying amount of computers, where the group is lessee under finance lease.

(ii) The lease term in respect of assets acquired under finance lease generally expire with in 36 months. Under the term of lease, the Group has the option to acquire the leased assets at the nominal value at the end of the lease term.

(iii) 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	As at March 31, 2019			As at March 31, 2018		
	Minimum lease payments amount	Finance charges	Present value of lease payments Amount	Minimum lease payments amount	Finance charges	Present value of lease payments amount
Within one year	2	-	2	2	-	2
Later than one year but not later than five years	1	-	1	2	-	2
	3	**-**	**3**	**4**	**-**	**4**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

38 Share-based stock payments

(a) Employee stock option plan

The establishment of the NIIT Technologies Stock Option Plan 2005 (ESOP 2005) was approved by the shareholders in the annual general meeting held on 18 May, 2005. The ESOP 2005 is designed to offer and grant, for the benefit of employees of the Group and its subsidiaries, who are eligible under Securities Exchange Board of India (SEBI) Guidelines (excluding promoters), options of the Group in aggregate up to 3,850,000 options under ESOP 2005, in one or more tranches. Under the plan, participants are granted options which vest upon completion of 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. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. 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 Group 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. Once vested, the options remain exercisable for a period of three years.

i) Set out below is a summary of options granted under the plan:

	31 March 2019		31 March 2018	
	Average exercise price per share	**Number of options**	**Average exercise price per share**	**Number of options**
Opening balance	353.84	1,202,420	387.18	1,091,580
Granted during the year	818.65	204,070	187.65	303,550
Exercised during the year *	251.65	327,750	172.13	93,950
Forfeited/ lapsed during the year	743.33	110,400	385.35	98,760
Closing balance	**436.32**	**968,340**	**353.84**	**1,202,420**
Vested and exercisable		383,980		400,890

* The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2019 was Rs. 1,222.28 (31 March 2018 - Rs 638)

No options expired during the periods covered in the above tables.

ii) Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant	Grant Date	Vesting Date	Expiry date	Exercise price	Fair Value	Share options outstanding as at	
						31-Mar-19	31-Mar-18
Grant XXIII							
Tranche I	15/Oct/13	15/Oct/14	15/Oct/17	296.60	67	-	-
Tranche II	15/Oct/13	15/Oct/15	15/Oct/18	296.60	67	-	8,200
Grant XXIV							
Tranche I	14/Jan/14	14/Jan/15	14/Jan/18	372.10	101	-	-
Tranche II	14/Jan/14	14/Jan/16	14/Jan/19	372.10	101	-	-
Grant XXV							
Tranche I	09/May/14	09/May/15	09/May/18	409.75	109	-	6,000
Tranche II	09/May/14	09/May/16	09/May/19	409.75	109	6,000	6,000
Grant XXVI							
Tranche III	09/May/14	09/May/17	09/May/20	409.75	135	20,000	20,000
Tranche IV	09/May/14	09/May/18	09/May/21	409.75	135	20,000	20,000
Tranche V	09/May/14	09/May/19	09/May/22	409.75	135	20,000	20,000
Grant XXVII							
Tranche I	15/Jul/14	15/Jul/15	15/Jul/18	10.00	350	-	-
Tranche II	15/Jul/14	15/Jul/16	15/Jul/19	10.00	350	-	11,000
Tranche III	15/Jul/14	15/Jul/17	15/Jul/20	10.00	350	-	11,000
Grant XXVIII							
Tranche I	05/Aug/14	05/Aug/15	05/Aug/18	374.05	102	-	25,000
Tranche II	05/Aug/14	05/Aug/16	05/Aug/19	374.05	102	9,000	30,000
Grant XXIX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	110	-	-
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	110	-	-
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	110	-	-
Grant XXX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	10.00	337	-	-
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	10.00	337	-	-
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	10.00	337	-	-
Grant XXXII							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	125	-	20,000
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	125	-	20,000
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	125	20,000	20,000
Tranche IV	15/Oct/14	15/Oct/18	15/Oct/21	393.70	125	20,000	20,000
Tranche V	15/Oct/14	15/Oct/19	15/Oct/22	393.70	125	20,000	20,000
Grant XXXIII							
Tranche I	05/May/15	05/May/16	05/May/19	356.50	85	-	-
Tranche II	05/May/15	05/May/17	05/May/20	356.50	101	-	7,500

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

Grant	Grant Date	Vesting Date	Expiry date	Exercise price	Fair Value	Share options outstanding as at	
						31 March 2019	31 March 2018
Grant XXXIV							
Tranche I	13/Jul/15	13/Jul/16	13/Jul/19	10.00	350	-	3,000
Tranche II	13/Jul/15	13/Jul/17	13/Jul/20	10.00	339	-	8,000
Tranche III	13/Jul/15	13/Jul/18	13/Jul/21	10.00	329	-	8,000
Grant XXXV							
Tranche I	19/Oct/15	19/Oct/16	19/Oct/19	493.60	125	40,000	40,000
Tranche II	19/Oct/15	19/Oct/17	19/Oct/20	493.60	142	40,000	40,000
Tranche III	19/Oct/15	19/Oct/18	19/Oct/21	493.60	160	40,000	40,000
Tranche IV	19/Oct/15	19/Oct/19	19/Oct/22	493.60	170	40,000	40,000
Tranche V	19/Oct/15	19/Oct/20	19/Oct/23	493.60	187	40,000	40,000
Grant XXXVI							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	546.40	142	-	9,000
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	546.40	157	-	9,000
Grant XXXVII							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	10.00	495	-	-
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	10.00	480	-	7,000
Tranche III	14/Jan/16	14/Jan/19	14/Jan/22	10.00	465	-	7,000
Grant XXXVIII							
Tranche I	05/May/16	05/May/17	05/May/20	459.65	125	-	6,500
Tranche II	05/May/16	05/May/18	05/May/21	459.65	136	-	7,500
Grant XXXIX							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.3	147	11,570	19,570
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.3	160	11,570	19,570
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.3	176	15,030	19,570
Grant XL							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	10.00	487	10,000	10,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	10.00	472	10,000	10,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	10.00	458	10,000	10,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	10.00	445	10,000	10,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	10.00	432	10,000	10,000
Grant XLI							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.30	147	40,000	40,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.30	160	40,000	40,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.30	176	40,000	40,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	534.30	191	40,000	40,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	534.30	200	40,000	40,000
Grant XLII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136	-	4,700
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	149	-	7,500
Grant XLIII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136	7,420	7,420
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	149	7,420	7,420
Tranche III	14/Jul/16	14/Jul/19	14/Jul/22	503.65	164	7,420	7,420
Grant XLIV							
Tranche I	25/Oct/16	25/Oct/17	25/Oct/20	10.00	388	7,000	7,000
Tranche II	25/Oct/16	25/Oct/18	25/Oct/21	10.00	377	7,000	7,000
Tranche III	25/Oct/16	25/Oct/19	25/Oct/22	10.00	366	7,000	7,000
Grant XLV							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	10.00	386	-	-
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	10.00	374	-	-
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	10.00	363	-	-
Grant XLVI							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	425.4	107	-	5,000
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	425.4	124	-	-
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	425.4	133	-	-
Grant XLVII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	58,000
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510	58,000	58,000
Grant XLVIII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	20,000
Tranche II	23/Jun/17	23/Jun/21	23/Jun/24	10.00	482	40,000	40,000
Grant XLIX							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	572.9	176	3,000	25,750
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	572.9	196	6,700	25,750
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	572.9	193	6,700	25,750

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Grant	Grant Date	Vesting Date	Expiry date	Exercise price	Fair Value	Share options outstanding as at	
						31 March 2019	31 March 2018
Grant L							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	525	-	6,100
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510	2,250	6,100
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	10.00	496	2,250	6,100
Grant LI							
Tranche I	17/Oct/17	17/Oct/18	17/Oct/21	10.00	574	5,000	5,000
Grant LII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	10.00	667	4,000	4,000
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	10.00	656	4,000	4,000
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	10.00	645	4,000	4,000
Grant LIII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	706.05	189	5,000	5,000
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	706.05	223	5,000	5,000
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	706.05	256	5,000	5,000
Grant LIV							
Tranche I	23/May/18	23/May/19	23/May/22	10.00	1,010	3,000	-
Tranche II	23/May/18	23/May/20	23/May/23	10.00	998	3,000	-
Tranche III	23/May/18	23/May/21	23/May/24	10.00	987	3,000	-
Grant LV							
Tranche I	23/May/18	23/May/19	23/May/22	1048.49	297	15,240	-
Tranche II	23/May/18	23/May/20	23/May/23	1048.49	369	15,240	-
Tranche III	23/May/18	23/May/21	23/May/24	1048.49	422	15,240	-
Grant LVI							
Tranche I	05/Sep/18	05/Sep/19	05/Sep/22	1364.4	375.54	5,400	-
Tranche II	05/Sep/18	05/Sep/20	05/Sep/23	1364.4	489.61	5,400	-
Tranche III	05/Sep/18	05/Sep/21	05/Sep/24	1364.4	556.15	5,400	-
Grant LVII							
Tranche I	05/Sep/18	05/Sep/19	05/Sep/22	10.00	1319.16	2,000	-
Tranche II	05/Sep/18	05/Sep/20	05/Sep/23	10.00	1305.3	2,000	-
Tranche III	05/Sep/18	05/Sep/21	05/Sep/24	10.00	1291.41	2,000	-
Grant LVIII							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	10.00	1164.29	1,560	-
Tranche II	17/Jan/19	17/Jan/21	17/Jan/24	10.00	1150.45	1,560	-
Tranche III	17/Jan/19	17/Jan/22	17/Jan/25	10.00	1136.61	1,560	-
Grant LIX							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	1209.6	333.11	6,450	-
Tranche II	17/Jan/19	17/Jan/21	17/Jan/24	1209.6	419.52	6,450	-
Tranche III	17/Jan/19	17/Jan/22	17/Jan/25	1209.6	471.41	6,450	-
Grant LX							
Tranche I	17/Jan/19	17/Jan/20	17/Jan/23	10.00	1,164	1,375	-
Tranche II	17/Jan/19	17/Jan/22	17/Jan/25	10.00	1,137	1,375	-
Grant LXII							
Tranche I	18/Feb/19	18/Feb/20	18/Feb/23	10.00	1219.14	870	-
Tranche II	18/Feb/19	18/Feb/21	18/Feb/24	10.00	1205.45	870	-
Tranche III	18/Feb/19	18/Feb/22	18/Feb/25	10.00	1191.78	870	-
Grant LXIII							
Tranche I	18/Feb/19	18/Feb/20	18/Feb/23	1264	346.69	4,050	-
Tranche II	18/Feb/19	18/Feb/21	18/Feb/24	1264	434.8	4,050	-
Tranche III	18/Feb/19	18/Feb/22	18/Feb/25	1264	492.23	4,050	-
Grant LXIV							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	7,680	-
Tranche II	20/Mar/19	20/Mar/21	20/Mar/24	10.00	1272.84	7,680	-
Tranche III	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	7,680	-
Grant LXV							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	1,920	-
Tranche II	20/Mar/19	20/Mar/21	20/Mar/24	10.00	1272.84	1,920	-
Tranche III	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	1,920	-
Grant LXVI							
Tranche I	20/Mar/19	20/Mar/20	20/Mar/23	10.00	1286.94	1,875	-
Tranche II	20/Mar/19	20/Mar/22	20/Mar/25	10.00	1259.01	1,875	-
Total						**968,340**	**1,202,420**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(i) Fair value of options granted
The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market Price	Exercise Price	Volatility*	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend yield rate
Grant LIV	I	1048.90	10.00	36.51	2.5	7.53%	1.19%
	II	1048.90	10.00	38.45	3.5	7.76%	1.19%
	III	1048.90	10.00	38.65	4.51	7.90%	1.19%
Grant LV	I	1048.90	1048.90	36.51	2.5	7.53%	1.19%
	II	1048.90	1048.90	38.45	3.5	7.76%	1.19%
	III	1048.90	1048.90	38.65	4.51	7.90%	1.19%
Grant LVI	I	1364.40	1364.40	34.20	2.5	7.80%	1.10%
	II	1364.40	1364.40	38.83	3.5	7.95%	1.10%
	III	1364.40	1364.40	38.61	4.51	8.04%	1.10%
Grant LVII	I	1364.40	10.00	34.20	2.5	7.80%	1.10%
	II	1364.40	10.00	38.83	3.5	7.95%	1.10%
	III	1364.40	10.00	38.61	4.51	8.04%	1.10%
Grant LVIII	I	1209.60	10.00	36.18	2.5	7.05%	1.24%
	II	1209.60	10.00	39.07	3.5	7.18%	1.24%
	III	1209.60	10.00	38.32	4.51	7.29%	1.24%
Grant LIX	I	1209.60	1209.60	36.18	2.5	7.05%	1.24%
	II	1209.60	1209.60	39.07	3.5	7.18%	1.24%
	III	1209.60	1209.60	38.32	4.51	7.29%	1.24%
Grant LX	I	1209.60	10.00	36.18	2.5	7.05%	1.24%
	II	1209.60	10.00	38.32	4.51	7.29%	1.24%
Grant LXII	I	1264.00	10.00	36.15	2.5	6.84%	1.17%
	II	1264.00	10.00	38.70	3.5	6.99%	1.17%
	III	1264.00	10.00	38.32	4.51	7.12%	1.17%
Grant LXIII	I	1264.00	1264.00	36.15	2.5	6.84%	1.17%
	II	1264.00	1264.00	38.70	3.5	6.99%	1.17%
	III	1264.00	1264.00	38.32	4.51	7.12%	1.17%
Grant LXIV	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	37.85	3.51	6.91%	1.13%
	III	1332.50	10.00	38.23	4.51	7.04%	1.13%
Grant LXV	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	37.85	3.51	6.91%	1.13%
	III	1332.50	10.00	38.23	4.51	7.04%	1.13%
Grant LXVI	I	1332.50	10.00	36.00	2.5	6.76%	1.13%
	II	1332.50	10.00	38.23	4.51	7.04%	1.13%

* The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome

(b) Expense arising from share-based payment transactions
Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

	31-Mar-19	31-Mar-18
Total employee share-based payment expense	76	97

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Grant	Expenses accounted for during the year based on Fair value of options	
	31-Mar-19	31-Mar-18
Grant XXVI		
Tranche III	-	0
Tranche IV	0	1
Tranche V	1	1
Grant XXVII		
Tranche II	-	0
Tranche III	-	0
Grant XXIX		
Tranche III	-	(1)
Grant XXX		
Tranche III	-	(1)
Grant XXXII		
Tranche III	-	0
Tranche IV	0	1
Tranche V	0	0
Grant XXXIII		
Tranche II	-	0
Grant XXXIV		
Tranche II	-	0
Tranche III	0	1
Grant XXXV		
Tranche II	-	2
Tranche III	1	2
Tranche IV	2	2
Tranche V	1	1
Grant XXXVI		
Tranche II	-	1
Grant XXXVII		
Tranche II	-	1
Tranche III	(2)	1
Grant XXXVIII		
Tranche II	0	1
Grant XXXIX		
Tranche I	-	(2)
Tranche II	0	1
Tranche III	0	1
Grant XL		
Tranche I	-	1
Tranche II	1	2
Tranche III	2	2
Tranche IV	1	1
Tranche V	1	1
Grant XLI		
Tranche I	-	1
Tranche II	1	3
Tranche III	2	2
Tranche IV	2	2
Tranche V	2	2
Grant XLII		
Tranche I	-	0
Tranche II	0	1
Grant XLIII		
Tranche I	-	0
Tranche II	0	1
Tranche III	0	0
Grant XLIV		
Tranche I	-	2
Tranche II	1	1
Tranche III	1	1
Grant XLV		
Tranche I	-	2
Tranche II	-	1
Tranche III	-	0
Grant XLVII		
Tranche I	7	24
Tranche II	15	11
Grant XLVIII		
Tranche I	2	8
Tranche II	5	4

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Grant	Expenses accounted for during the year based on Fair value of options	
	31-Mar-19	31-Mar-18
Grant XLIX		
Tranche I	1	3
Tranche II	(1)	2
Tranche III	(1)	1
Grant L		
Tranche I	1	2
Tranche II	(0)	1
Tranche III	(0)	1
Grant LI		
Tranche I	2	1
Grant LII		
Tranche I	2	1
Tranche II	1	0
Tranche III	1	0
Grant LIII		
Tranche I	1	0
Tranche II	1	0
Tranche III	0	0
Grant LIV		
Tranche I	3	-
Tranche II	1	-
Tranche III	1	-
Grant LV		
Tranche I	4	-
Tranche II	2	-
Tranche III	2	-
Grant LVI		
Tranche I	1	-
Tranche II	1	-
Tranche III	1	-
Grant LVII		
Tranche I	2	-
Tranche II	1	-
Tranche III	0	-
Grant LVIII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LIX		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LX		
Tranche I	0	-
Tranche II	0	-
Grant LXII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXIII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXIV		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXV		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Grant LXVI		
Tranche I	0	-
Tranche II	0	-
Total employee share-based payment expense	**76**	**97**

#0 represents amount is below the rounding off norm adopted by the Group.

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

39. Additional information required by Schedule III

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
NIIT Technologies Limited								
31-Mar-19	45.14	9,389	46.88	1,979	84.15	207	48.94	2,186
31-Mar-18	43.32	7,781	40.40	1,247	(220.61)	(289)	29.77	958
Subsidiaries								
Indian								
NIIT Smart Serve Limited								
31-Mar-19	3.05	634	1.92	81	0.41	1	1.84	82
31-Mar-18	3.07	551	1.20	37	-	-	1.15	37
NIIT Technologies Services Limited								
31-Mar-19	0.14	30	0.02	1	-	-	0.02	1
31-Mar-18	0.16	29	0.03	1	-	-	0.03	1
ESRI India Technologies Limited								
31-Mar-19	3.44	716	5.26	222	1.22	3	5.04	225
31-Mar-18	3.67	660	6.38	197	2.29	3	6.22	200
Foreign								
NIIT Technologies Inc., USA								
31-Mar-19	15.87	3,301	8.69	367	38.21	94	10.32	461
31-Mar-18	13.26	2,382	9.17	283	3.82	5	8.95	288
NIIT Technologies Ltd, UK								
31-Mar-19	10.65	2,214	4.10	173	(6.91)	(17)	3.49	156
31-Mar-18	12.03	2,160	0.87	27	155.73	204	7.18	231
NIIT Technologies Pte Ltd, Singapore								
31-Mar-19	1.85	384	0.92	39	2.03	5	0.99	44
31-Mar-18	1.93	346	1.20	37	10.69	14	1.58	51
NIIT Technologies BV, Netherlands								
31-Mar-19	0.47	98	0.21	9	(1.22)	(3)	0.13	6
31-Mar-18	0.51	92	0.19	6	8.40	11	0.53	17
NIIT Technologies Limited, Thailand								
31-Mar-19	2.53	527	1.04	44	10.57	26	1.57	70
31-Mar-18	2.18	391	1.94	60	32.82	43	3.20	103
NIIT Technologies Pty Limited, Australia								
31-Mar-19	1.76	366	1.14	48	(2.85)	(7)	0.92	41
31-Mar-18	1.71	308	1.43	44	2.29	3	1.46	47
NIIT Technologies GmbH, Germany								
31-Mar-19	0.90	188	0.36	15	(2.03)	(5)	0.22	10
31-Mar-18	0.88	158	0.91	28	10.69	14	1.31	42
NIIT Insurance Technologies Limited, UK								
31-Mar-19	2.74	570	8.77	370	(1.63)	(4)	8.19	366
31-Mar-18	2.95	530	8.49	262	33.59	44	9.51	306
NIIT Airline Technologies GmbH, Germany								
31-Mar-19	0.90	187	0.64	27	(3.25)	(8)	0.43	19
31-Mar-18	1.44	259	0.87	27	29.01	38	2.02	65
NIIT Technologies FZ LLC, Dubai								
31-Mar-19	1.41	294	1.09	46	(5.69)	(14)	0.72	32
31-Mar-18	1.87	336	0.75	23	3.82	5	0.87	28
NIIT Technologies S.A., Spain								
31-Mar-19	0.97	201	0.31	13	(1.63)	(4)	0.20	9
31-Mar-18	0.92	165	(1.00)	(31)	9.92	13	(0.56)	(18)
NIIT Technologies Philippines Inc, Philippines								
31-Mar-19	0.21	44	(0.02)	(1)	1.22	3	0.04	2
31-Mar-18	0.23	41	0.03	1	(1.53)	(2)	(0.03)	(1)
NIIT Technologies Brazil Ltda, Brazil								
31-Mar-19	-	-	-	-	0.41	1	0.02	1
31-Mar-18	0.07	12	(0.13)	(4)	-	-	(0.12)	(4)

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
NIIT Media Technologies LLC, USA								
31-Mar-19	-	-	(0.54)	(23)	(18.29)	(45)	(1.52)	(68)
31-Mar-18	1.55	278	1.68	52	-	-	1.62	52
NIIT Incessant Private Limited								
31-Mar-19	4.66	969	10.68	451	8.94	22	10.59	473
31-Mar-18	3.58	643	14.51	448	16.03	21	14.57	469
RuleTek LLC								
31-Mar-19	1.59	331	4.07	172	(3.66)	(9)	3.65	163
31-Mar-18	0.91	164	1.85	57	3.05	4	1.90	61
Minority Interest in all subsidiaries								
Indian								
ESRI India Technologies Limited								
31-Mar-19	0.42	88	0.64	27	-	-	0.60	27
31-Mar-18	0.46	82	0.81	25	-	-	0.78	25
NIIT Incessant Private Limited								
31-Mar-19	0.52	108	1.75	74	-	-	1.66	74
31-Mar-18	1.54	276	5.02	155	-	-	4.82	155
Foreign								
NIIT Media Technologies LLC, USA								
31-Mar-19	-	-	(0.36)	(15)	-	-	(0.34)	(15)
31-Mar-18	1.03	185	1.10	34	-	-	1.06	34
RuleTek LLC								
31-Mar-19	0.76	159	2.42	102	-	-	2.28	102
31-Mar-18	0.74	133	2.30	71	-	-	2.21	71
Total								
31-Mar-19	**100.00**	**20,798**	**100.00**	**4,221**	**100.00**	**246**	**100.00**	**4,467**
31-Mar-18	**100.00**	**17,962**	**100.00**	**3,087**	**100.00**	**131**	**100.00**	**3,218**

There is no material non controlling interest of the Company.

Consolidated adjustments (purchase price allocation and elimination) have been included in the entity to which the same pertains.

40 Earnings per Share

	Year ended March 31, 2019	Year ended March 31, 2018
(a) Basic earnings per equity share of Rs 10 each		
Attributable to the equity holders of the Company (Rs. Per share)	65.49	45.63
(b) Diluted earnings per equity share of Rs 10 each		
Attributable to the equity holders of the Company (Rs. Per share)	64.73	45.34
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the Company used in calculating basic earnings per share:	4,033	2,802
Diluted earnings per share		
Profit attributable to the equity holders of the Company used in calculating diluted earnings per share	4,033	2,802
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share (numbers)	61,585,267	61,412,559
Adjustments for calculation of diluted earnings per share:		
Stock Options outstanding (numbers)	716,092	390,583
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share (numbers)	62,301,359	61,803,142

(e) Information concerning the classification of securities

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Stock Options outstanding

Options granted to employees under the Employee stock option plan 2005 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 38.

41 Scheme of amalgamation

The National Company Law Tribunal (NCLT) vide order dated November 12, 2018 read with order dated November 26, 2018 and Board of Directors of the Company in its meeting held on March 24, 2017, approved the amalgamation of PIPL Business Advisors and Investment Private Limited ("PBIPL") and GSPL Advisory Services and Investment Private Limited ("GAIPL") with NIIT Technologies Limited ("the Company or NTL") by way of and in accordance with a scheme of amalgamation as per the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme"). PBIPL and GAIPL held 3.55% each of share capital of NIIT Technologies Limited and form part of promoter/ promoter group of NIIT Technologies Limited. On December 28, 2018, pursuant to the Scheme, the entire shareholding of PBIPL of 2,175,911 equity shares and GAIPL of 2,175,911 equity shares in the Company were cancelled and the equivalent shares of the Company were reissued to the shareholders of PBIPL and GAIPL. There is no change in the promotor's shareholding in the Company.

Pursuant to NCLT order, the scheme became effective from the "appointed date" April 1, 2017. The management believes that the impact of amalgamation on these financial statements is immaterial and accordingly recorded the impact of amalgamation in the current quarter.

42 Acquisition of third tranche in Incessant

As per the terms of share purchase agreement dated May 05,2015 and amendment agreement dated March 23,2018 signed between the Company and Shareholders of Incessant, the Company acquired 20% shareholding of Incessant in May 2018 for cash consideration of Rs 1,362 Mn. Pending acquisition of 10% shareholding, the group has attributed the profit and each component of OCI (if any) to Non Controlling Interest, which is included in future acquisition liability.

As at March 31,2019 the Company holds 90% shareholding in NIIT Incessant Private Limited (Formerly known as Incessant Technologies Private Limited) (Incessant).

Pending acquisition of 10% shareholding, the Group has attributed the profit and each component of other comprehensive income ("OCI") to non- controlling interest, which is included in the financial liability for future acquisition.

This financial liability has been measured at the date of acquisition, basis a fair valuation report, in accordance with Ind AS 109. This amount was re-measured at Rs. 1,010 Mn as at 31 March 2019 (31 March 2018 Rs 1,958 Mn). The decrease in liability, after adjusting the profit and OCI attributed to non- controlling interest as described above, has been included in retained earnings. This has resulted in reduction in retained earnings by Rs. 341 Mn in the year ended 31 March 2019 (Rs. 559 Mn in the year ended 31 March 2018).

43 Acquisition of second tranche in Ruletek

As per the terms of Membership Interest Purchase Agreement dated May 31,2017 signed between NIIT Incessant Private Limited (Formerly known Incessant Technologies Private Limited) (Incessant) and members of RuleTek, Incessant acquired 55% membership interest in the Company. Further during the year the Company acquired 12.5% membership interest of RuleTek in May 2018 for cash consideration of Rs 231 Mn.

As at March 31,2019 the Company holds 67.5% membership interest in RuleTek LLC.

Pending acquisition of 32.5% membership interest, the group has attributed the profit and each component of OCI (if any) to Non Controlling Interest, which is included in the financial liability for future acquisition.

This financial liability has been measured at the date of acquisition, basis a fair valuation report, in accordance with Ind AS 109. This amount was re-measured at Rs. 944 Mn as at 31 March 2019 (31 March 2018 Rs 986 Mn). The increase in liability, after adjusting the profit and OCI attributed to non- controlling interest as described above, has been included in retained earnings. This has resulted in reduction in retained earnings by Rs. 24 Mn in the year ended 31 March 2019 (Rs.825 Mn in the year ended 31 March 2018).

44 Subsequent to year end

a) the Company has executed definitive agreement with the shareholder of Whishworks IT Consulting Private Limited, to acquire 100% stake in various tranches. The transaction closure is subject to fulfilment of certain government / regulatory approvals.

(b) Certain shareholders of the Company have informed the Company of their share purchase agreement to sell their shareholding of 18,848,118 equity shares in the Capital of the Company to Hulst B.V. at Rs.1,394/- per equity share. The transaction closure is subject to fulfilment of certain government / regulatory approvals.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

45 New and amended standards and interpretations - Ind AS 115

a. The Group applied Ind AS 115 for the first time.

Ind AS 115 supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Group adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of 1 April 2018. Under the modified retrospective approach there were no significant adjustments required to the retained earnings at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results.

b. Disaggregate revenue information

Refer note 33 for geographical revenue disaggregation. In addition the group maintain revenue by verticals:

Vertical	**Year ended 31 March 2019**
Banking and financial services	5,928
Insurance	10,532
Travel, Transport and Logistics	9,886
Manufacture, Media & others	10,416
Total Revenue	**36,762**

c.

Particulars pertaining to unbilled revenue [Refer note 5(iii)]	**Year ended 31 March 2019**
Balance at the beginning	**663**
Unbilled revenue classified to trade receivable upon billing to customer out of opening unbilled revenue	480

d.

Particulars pertaining to deferred revenue (Refer note 17 & 18)	**Year ended 31 March 2019**
Balance at the beginning	**416**
Revenue recognized during the year from opening deferred revenue	386

e. Refer note 19 for disclosure on revenue from contract with customers

f. Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS115, the Group has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis, fixed monthly / fixed capacity basis and transaction basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, and adjustment for revenue that has not materialized and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2019, other than those meeting the exclusion criteria mentioned above, is Rs. 1,182 Mn . Out of this, the Group expects to recognize revenue of around Rs. 1,024 Mn within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

The impact on account of applying the erstwhile Ind AS 18 Revenue standard instead of Ind AS 115 Revenue from contract with customers on the financials results of the Group for the financial year ended March 31, 2019 is insignificant.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

46 Effective current year, the Company has disclosed foreign currency translation reserve in other comprehensive income, which was inadvertently not disclosed earlier, consequent to which the total comprehensive income and total comprehensive income attributable to owners of the Company of the previous year and the consequent impact on the sub totals, has been corrected. This has no impact on profit after tax, earning per share, foreign currency translation reserve and other equity for the current as well as previous years.

47 Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

Particulars	As at 1st April 2018	Cash Flow during the year			Finance Charges Accrued	Dividend Accrued	As at 31st March 2019
		Proceeds	Payment	Net Cash Flows			
Long term borrowings (including Current Maturities of long term debt)	125	3	(57)	(54)	-	-	71
Dividend Payable (including Corporate Dividend Tax)	15	-	(1,086)	(1,086)	-	1,088	17
Interest on borrowings	-	-	(10)	(10)	10	-	-
	140	**3**	**(1,153)**	**(1,150)**	**10**	**1,088**	**88**

Particulars	As at 1st April 2017	Cash Flow during the year			Finance Charges Accrued	Dividend Accrued	As at 31st March 2018
		Proceeds	Payment	Net Cash Flows			
Long term borrowings (including Current Maturities of long term debt)	112	63	(50)	13	-	-	125
Dividend Payable (including Corporate Dividend Tax)	14	-	(810)	(810)	-	811	15
Interest on borrowings	-	-	(13)	(13)	13	-	-
	126	**63**	**(873)**	**(810)**	**13**	**811**	**140**

48 Previous year figures have been reclassified to conform to current year's classification.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.101049W/E300004

Rajendra S Pawar
Chairman
DIN 00042516

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Yogender Seth
Partner
Membership No.094524

Sanjay Mal
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2019

Place : Noida
Date : May 4, 2019

NIIT technologies
Engage With The Emerging

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,

Lalit Kumar Sharma
Company Secretary & Legal Counsel

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	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Dividend	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Other documents / correspondence	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

2. Quality and Contents of Annual report:

a.	Report on Corporate Governance	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Management Discussion and Analysis	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Balance Sheet, Profit and Loss Account and other financial statements.	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

3. Dissemination of information about the Company :

a.	Through shareholder communication	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Through Annual Reports	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Through newspapers / Press	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
d.	Through our website (www.niit-tech.com)	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
e.	Through e-mails (if we have your e- mail ID)	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

4. Response time and satisfaction level you have experienced in :

a.	Transfer / transmission of shares	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Issue of Duplicate Share Certificates	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Change of address / mandate	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
d.	Revalidation of Dividend Warrents	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
e.	Replies to your queries / complaints	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
f.	Exchange with new share certificates	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

5. Interaction with Company Officials :

a.	Attitude / Behaviour	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Speed of Response	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Solution to problems / queries	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

6. Interaction with Registrar & Transfer Agents#:

a.	Attitude / Behaviour	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Speed of Response	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Solution to problems / queries	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

M/s Alankit Assignments Limited,Alankit House, 1E/13,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)

a.	Utility of Contents	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
b.	Clarity	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
c.	Appearance	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor
d.	Navigation and ease of use	☐ Outstanding	☐ Very Good	☐ Good	☐ Poor

8.	**Overall Rating**	☐ Outstanding	☐ Very Good	☐ Good	☐ 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.

NIIT Technologies Limited

CIN:L65993DL1992PLC048753
Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019
Tel Nos. : +91 1141675000, Fax: +91 11 41407120, e-mail ID: investors@niit-tech.com, website: www.niit-tech.com

PROXY FORM

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

27th Annual General Meeting – September 21, 2019

Name of the Member(s) : ______________________

Registered Address : ______________________

Email ID : ______________________

DP ID No. : | | | | | | | | |

Folio No. / Client ID No. : | | | | | | | | | | | | | | | | |

I/We, being the member(s) of ………….. ……………………………………………….Shares of the NIIT Technologies Limited, hereby appoint:

Name: ______________________ Address: ______________________

______________________ E-mail Id: ______________________

Signature: ______________________

or failing him/her

Name: ______________________ Address: ______________________

______________________ E-mail Id: ______________________

Signature: ______________________

or failing 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 27th Annual General Meeting of the Company, to be held on Saturday, September 21, 2019, at 09:00 A.M. at Country Inn & Suites, 579, Main Chattarpur Road, Shahoorpur Extension, Satbari, New Delhi – 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Proxy Form Cont....

Resolution Number	Resolution
Ordinary Business	
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with 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, 2019 together with Report of the Auditors thereon
Special Business	
2.	To reclassify the Promoter Shareholding to Public Shareholding
3.	To appoint Mr. Kirti Ram Hariharan (DIN: 01785506) as a Non- Executive Director of the Company
4.	To appoint Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) as a Non- Executive Director of the Company
5.	To appoint Mr. Hari Gopalakrishnan (DIN: 03289463) as a Non- Executive Director of the Company
6.	To appoint Mr. Patrick John Cordes (DIN: 02599675) as a Non- Executive Director of the Company
7.	To appoint Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board
8.	To re-appoint Mr. Ashwani Puri (DIN: 00160662) as an Independent Director of the Company for second term
9.	To approve payment of remuneration to Non-Executive Directors of the Company

Signed this ______________ day of ______________ 2019

Affix Revenue Stamp not less than Re.1.00

Signature of Member ______________________

Signature of Proxy holder(s) ______________________

Notes:

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, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting (AGM). Any undated, unstamped or inadequately stamped proxy form or upon which the stamps have not been cancelled shall not be considered as valid.
2. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
4. Proxy-holder shall carry his/her identity proof (Driving License/Adhaar Card/Voter ID Card/Passport/PAN card) in order to prove his/her identity at the AGM.
5. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.

NIIT Technologies Limited

CIN:L65993DL1992PLC048753
Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019
Tel Nos. : +91 1141675000, Fax: +91 11 41407120, e-mail ID: investors@niit-tech.com, website: www.niit-tech.com

ATTENDANCE SLIP

(to be presented at the entrance)

27th Annual General Meeting – September 21, 2019

DP ID: | | | | | | | | |

Folio No. / Client ID No.: | | | | | | | | | | | | | | | | |

No. of Shares held: | | | | | | | | | | | |

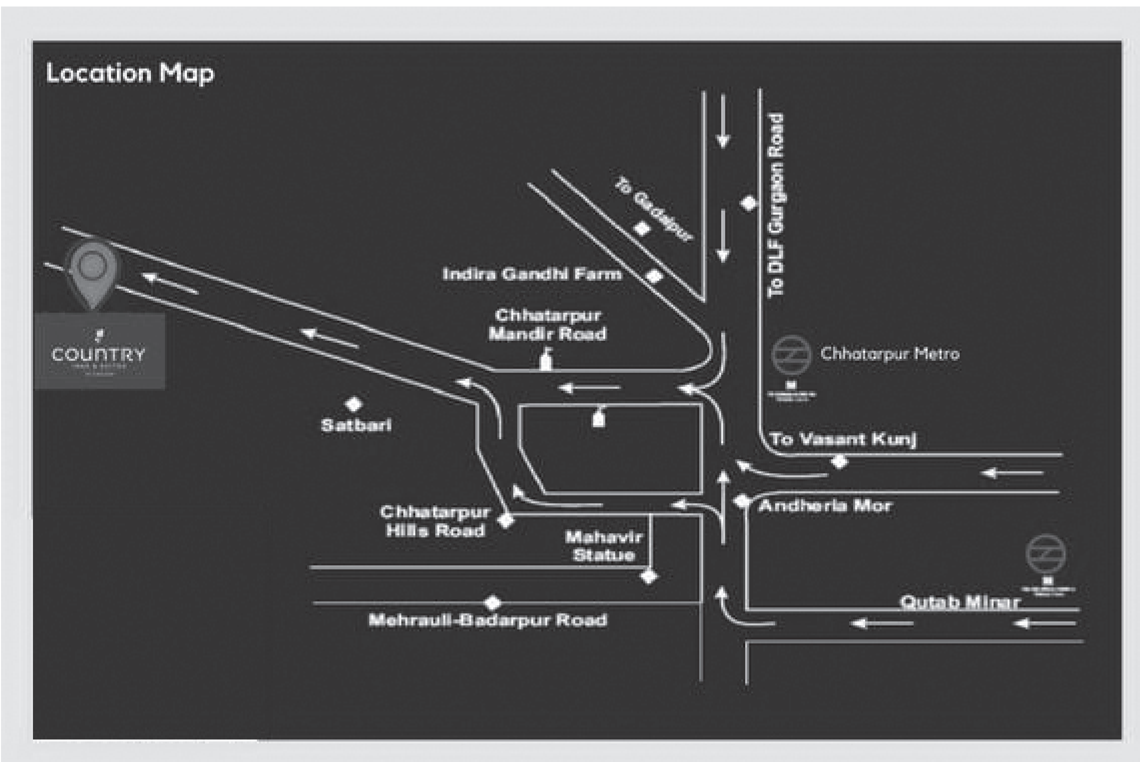
I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 27th Annual General Meeting of the Company, to be held on Saturday, September 21, 2019, at 09:00 A.M. at Country Inn & Suites, 579, Main Chattarpur Road, Shahoorpur Extension, Satbari, New Delhi – 110030

Name of the Member : ______________________ Signature :______________________

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 for reference at the meeting.



Location Map
COUNTRY
To Gadaipur
To DLF Gurgaon Road
Indira Gandhi Farm
Chhatarpur Mandir Road
Chhatarpur Metro
Satbari
To Vasant Kunj
Andheria Mor
Chhatarpur Hills Road
Mahavir Statue
Qutab Minar
Mehrauli-Badarpur Road

NORTH AMERICA

USA

NIIT Technologies Inc., USA
1050 Crown Pointe Parkway,
10th Floor, Atlanta, GA 30338

502, Carnegie, Center Drive,
Suite 301, Princeton, NJ 08540

Incessant Technologies NA Inc., USA
277 Fairfield Road, Suite 301D,
Fairfield, New Jersey 07004

502, Carnegie, Center Drive,
Suite 301, Princeton, NJ 08540

Ruletek Inc., USA
1550 S Tech Lane, Suite 210, Meridien,
ID, United States 83642

Canada

Incessant India Branch
7003 Steels Ave West., Unit # 7,
2nd Floor, Toronto, On. M9W 0A2

EUROPE

Belgium

NIIT Technologies Limited
Belgium – Branch of NTL India
Lozenberg 22, box 3,
1932 Zaventem, Belgium.
Tel + 32 2 720 09 08
Fax + 32 2 720 52 62

Germany

NIIT Airline Technologies GmbH
Lina-Ammon-Str.19b 90471,
Nürnberg Germany
Phone: +49 (0) 911 988709 00
Fax: +49 (0) 911 988709 60

NIIT Technologies GmbH
Bockenheimer Landstraße 51-53
60325 Frankfurt Germany
Ph: +49 (0) 69 43 05 33 0
Fax: +49 (0) 69 43 05 33 150

Ireland

Incessant Technologies (Ireland) Ltd.
Gateway House, 133 Capel Street
Dublin, Ireland 1

NIIT Technologies Limited
Ireland- Branch of NTL India
70 Sir John Rogersons Quay,
Dublin 2, Ireland
Tel No: +3531 232 2000
Fax No: +353 1 232 3333

Netherlands

NIIT Technologies BV
Regus WTC Zuidplein 36
1077 XV Amsterdam, Netherlands
Ph: +31 20-7997704

Switzerland

NIIT Technologies Limited,
Switzerland – Branch of NTL India
Tribschenstrasse 9, 6005 Luzern
Switzerland
Ph: +41 (0) 41/360 48 77
Fax: +41 (0) 41/360 21 64

United Kingdom

NIIT Technologies Limited
47, Mark Lane, London - EC3R7QQ, U.K.
Ph: +44 (0) 207 002 0700
Fax: +44 (0) 207 002 0701

NIIT Insurance Technologies Limited
47, Mark Lane, London - EC3R7QQ, U.K.
Ph: +44 (0) 207 667 8600
Fax: +44 (0) 207 667 8601

Incessant Technologies UK Ltd
79 College Road, Harrow,
Middlesex, HA1 1BD

2nd Floor, The Foundry Building,
Euston Way, Telford Shropshire, TF3 4LY

Whishworks Limited, UK
2 William Street , Windsor,
Berkshire SL4 1BA England

Spain

NIIT Technologies S. A.
Calle Méndez Alvaro 9, Planta 2,
Madrid, 28045 Spain
Ph: +34 91 400 82 12

France

NIIT Technologies Limited
France – NTL UK Branch
71 avenue Victor Hugo, 75116 Paris

MIDDLE EAST

Dubai

NIIT Technologies FZ LLC
206, 2nd Floor, Building # 04,
Dubai Outsource
City, Post Box No. 500822, Dubai, UAE
Ph: +971 4 4355748
Fax: +971 4 4355749

ASIA

Gurgaon

NIIT SmartServe Limited
223 & 224 , Udyog Vihar, Phase -I
Gurgaon, Haryana -122002
Ph: +91 124 4002702
Fax: +91 124 4002701

NIIT Technologies Services Limited
223 & 224 , Udyog Vihar, Phase -I
Gurgaon , Haryana -122002
Ph: +91 124 4002702
Fax: +91 124 4002701

Noida

NIIT Technologies Limited
H-7, Sector – 63, Noida

Greater Noida

NIIT Technologies Limited
Plot No. TZ-2 & 2A,
Sector Tech Zone, Greater Noida,
UP – 201 308

Bangalore

NIIT Technologies Limited
No. 31/2, Roopena Agrahara,
Begur Hobli, Hosur Main Road,
Bangalore – 560068

Kolkata

NIIT Technologies Limited
3B, 501, 5th Floor,
Ecospace Business Park, Rajarhat,
New Town, Kolkata – 700160

Hyderabad

NIIT Incessant Private Limited
(Erstwhile known as Incessant Technologies Private Limited)
Q- City, Block, 6th Floor,
Sy No's: 109, 110, 111/112
Nanakramguda Village, Serilingampally Mandal,
RR District, Hyderabad – 500032, Telangana

Whishworks IT Consulting Pvt. Ltd.
Level 2, Wing 2, Cyber Gateway Building,
L And T Infocity, Hitec City, Madhapur,
Ranga Reddy, Telangana, 500081.

Chennai

NIIT Technologies Limited
606 & 607, Regus Millenia,
RMZ Millenia Business Park, level 6,
Phase II, Campus 4b, Unit 602a, no:143,
Dr. M. G. R road, Perungudi, Chennai – 600096

Mumbai

NIIT Technologies Limited
4th Floor, Tower B, Marwah Center,
Krishanlal Marwah Marg,
Opp. Saki Vihar Road,
Andheri (East), Mumbai

Hong Kong

NIIT Technologies Limited
Unit 32, Level 15,
Admiralty Centre Tower 2,
18 Harcourt Road, Admiralty,
Hong Kong

Singapore

NIIT Technologies Pte. Limited
31 Kaki Bukit Road 3, #05-13 Techlink
Singapore 417818
Ph: +65 68488300
Fax: +65 68488322

Thailand

NIIT Technologies Limited
209/1 K TOWER, Tower B, 19 Floor, Unit 3
Sukhumvit 21 Road, (Asoke) Klongtoey Nua,
Wattana, Bangkok 10110
Tel: +66 (0)2 664-3036-8, +66 (0)2 664-3036-9

AUSTRALIA

Sydney

NIIT Technologies Pty. Limited
Registered Office
Mitchell & Partners Suite 3
Level 2 66 Clarence Street
Sydney NSW 2000
T+61 (0)2 9392 8686

Incessant Technologies AUS Pty Ltd
C/- Countplus One, Suite 103 Level 1,
165 Walker Street, North Sydney NSW 2060

Lumley House' Suite 14 Level 14,
309 Kent Street, Sydney NSW 2000

New South Wales

Whishworks Pty Ltd.
Suite 7, Level 7 Strathfield Plaza
11 The Boulevarde, Strathfield NSW 2135

NIIT technologies
Engage With The Emerging

Registered Office
NIIT Technologies Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi – 110019
Tel: +91 11 41675000
Fax: +91 11 41407120