October 03, 2018

The Secretary
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

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

Subject: NIIT Technologies Limited; Annual Report for the Financial Year 2017-18

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year ended 31st March, 2018, which has been duly approved and adopted by the Members as per the provisions of the Companies Act, 2013 at the 26th Annual General Meeting of the Company held on Friday, the 28th day of September, 2018.

You are requested to please take the same on your records.

Thanking you

Yours faithfully

For **NIIT Technologies Limited**

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl.: a/a

NIIT technologies
New Ideas, More Value.™

ANNUAL REPORT | 2017 - 18

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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.	79-134
Consolidated Financial Statements	135-194
Investor Feedback Form	195-196
Proxy Form	197-198
Attendance Slip	199-200

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
technologies
New Ideas, More Value.™

NIIT technologies
New Ideas, More Value™

Corporate Information

Board of Directors



Rajendra S Pawar
Chairman



Arvind Thakur
Vice Chairman
& Managing Director



Vijay K Thadani
Non-Executive Promoter Director



Surendra Singh
Independent Director



Amit Sharma
Independent Director



Ashwani Puri
Independent Director



Holly Jane Morris
Independent Director

Chief Executive Officer
Sudhir Singh w.e.f. January 19, 2018

Chief Financial Officer
Amit Kumar Garg till July 27, 2018
Sanjay Mal w.e.f. July 28, 2018

Company Secretary & Legal Counsel
Lalit Kumar Sharma

Auditors
S.R Batliboi LLP

Financial Institutions/Bankers
Indian Overseas Bank
ICICI Bank Limited
Standard Chartered Bank
Citibank NA
Wells Fargo Bank
Lloyds TSB Bank Plc
NatWest

Registered Office
NIIT Technologies 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

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

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

NIIT Technologies Website
Corporate Website : www.niit-tech.com

All trademarks acknowledged.

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of NIIT Technologies Limited will be held on Friday, September 28, 2018, at 09:00 AM at Ocean Pearl Retreat, Satbari, Chattarpur Mandir Road, New Delhi – 110 074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, 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, 2018 together with Report of the Auditors thereon;
2. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve appointment of Mr. Rajendra S Pawar, as Chairman of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), the relevant provisions of the Articles of Association of the Company, and receipt of such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the members of the Company be and is hereby accorded to appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman of the Company for a period not exceeding 5 years w.e.f March 27, 2018 as well as the revision in the terms and conditions of appointment including remuneration of Mr. Rajendra S Pawar as Chairman of the Company with effect from April 1, 2018 till the expiry of his term of appointment, as set out in the agreement entered into between the Company and Mr. Rajendra S Pawar, including any amendments and alterations thereof, as may be agreed to between the Board and Mr. Rajendra S Pawar.

   RESOLVED FURTHER THAT the aggregate of the salary, perquisites and other benefits, as per the scheme of the Company applicable to the Chairman, shall not exceed five percent of Company's net profit as provided under the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and for matters concerned therewith or incidental thereto".

5. To approve the Appointment of Mr. Arvind Thakur as Vice-Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a **ORDINARY RESOLUTION:-**

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196,197, 198, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), the relevant provisions of the Articles of Association of the Company and receipt of such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members of the Company be and is hereby accorded to appoint Mr. Arvind Thakur (DIN 00042534) as Vice Chairman & Managing Director of the Company for a period not exceeding 5 years w.e.f. January 19, 2018 as well as the revision in the terms and conditions of appointment including remuneration of Mr. Arvind Thakur as Vice Chairman & Managing Director of the Company with effect from April 1, 2018 till the expiry of his term of appointment , as set out in the agreement entered into between the Company and Mr. Arvind Thakur including any amendments and alterations thereof, as may be agreed to between the Board and Mr. Arvind Thakur.

   RESOLVED FURTHER THAT the aggregate of the salary, perquisites and other benefits, as per the scheme of the Company applicable to the Managing Director, shall not exceed five percent of Company's net profit as provided under the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and

NOTICE

things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and for matters concerned therewith or incidental thereto."

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 18, 2018

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, 4 & 5 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, 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. Final dividend of Rs.15.00 per equity share has been recommended by the Board of Directors for the Year ended March 31, 2018 pursuant to the provisions of the Companies Act, 2013, and if declared at the ensuing Annual General Meeting, it will be paid within 30 days of the declaration, to those Members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on September 14, 2018.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., September 15, 2018 to September 28, 2018 (both days inclusive).
8. While Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, Members having shares in electronic form may inform such changes directly to their Depository Participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
10. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing

NOTICE

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 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of 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.

11. 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.
12. 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.
13. 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

14. 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.
15. 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.
16. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
17. 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, 2010, 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, 2011 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2018, the amount outstanding in unclaimed dividend account for the Financial Year ended March 31, 2011 is Rs.1,50,47,640. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.niit-tech.com.

    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 19, 2018. Also, the Company had sent letters

NOTICE

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 fincial years 2010-11 to the Investor Education and Protection Fund in Aug 2018, 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 2009-10.

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 IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

18. 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 1E/13, Jhandewalan Extension, New Delhi 110055..

19. 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.**

20. 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.

21. 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 2017-18 will also be available on the Company's website www.niit-tech.com.

22. Electronic copy of the Notice of the 26th 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.

23. The Route map showing the directions to reach the venue is annexed to the Attendance Slip.

24. **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 26th Annual General Meeting to be held on September 28, 2018 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 Tuesday, September 25, 2018 and end at 05:00 PM on Thursday, September 27, 2018.

NOTICE

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 21, 2018 may cast their votes electronically or through postal ballot.

Further, the facility for voting through polling paper/e-voting 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.

25. **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 User-ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:https://www.evoting.nsdl.com/

(iii) Click on "Shareholder – Login"

(iv) Put User-ID and password as initial password/PIN noted in step (i) above. Click 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 21, 2018.

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 21, 2018, 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

NOTICE

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 18, 2018

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

ITEM NO. 4

The appointment of Mr. Rajendra S Pawar as Chairman & Managing Director of the Company was approved by the members of the Company in their Annual General Meeting held on July 07, 2014. The said appointment was for a period of five years with effect from June 01, 2014 and the same is valid till May 31, 2019.

The Board in its meeting held on March 27, 2018 had approved the matter relating to change in designation of Mr. Rajendra S Pawar and appointed him as the Chairman of the Company w.e.f. March 27, 2018, for a period not exceeding 5(Five) years, on existing terms and conditions of appointment.

Since he is now the Chairman of the Company, it is now proposed to restructure his remuneration, which shall be made effective from April 1, 2018.

The brief terms of the contract are as under:

1. Basic salary Rs.7,50,000 p.m. in the scale of Rs.5,00,000 to Rs.12,00,000 p.m payable monthly.
2. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and recommended by the NRC.
3. Long-term incentives in the form of cash etc. as decided by the Board from time to time.
4. Perquisites and allowances:
   (a) House rent allowance of 80% of the basic salary.
   (b) Medical expenses reimbursements
   (c) Leave Travel Concession for self and family
   (d) Group Personal Accident insurance cover under the Company's GPA policy.
   (e) Medical insurance cover as per company's policy.
   (f) Club fees for upto two clubs.
   (g) Group Term Life Insurance cover as per applicable company policy.
   (h) And any other which may be applicable based on company policy.

A flexible basket valued at not more than twenty percent of the amount of basic salary along with house rent allowance will be available for the cost of providing perquisites and allowances in (b) to (h) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

5. Other benefits:
   a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
   b. Usage of Company's cars with drivers.
   c. Telephone including mobile phone for company use.
   d. Internet/broadband facility at home for office work
   e. Leave – as per policy of the company
   f. Encashment of leave – as per policy of the company
   g. Engagement of security services at the residence
6. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board.
7. Changes in the above terms and annual increments

NOTICE

based on performance shall be decided by the Board taking into account the recommendations from the Nomination & Remuneration Policy (NRC), within the range of Basic salary specified here.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Rajendra S Pawar are in any way concerned or interested in the resolution at Item No. 4 of the Notice. Further details of Mr Pawar are given in Annexure to this notice.

Mr. Rajendra S Pawar, Co-Founder of the NIIT Group, having rich and varied experience as specified in his profile, forming part of the Notice. The Board recommends approval of shareholders by way of Special Resolution is required under Section 196(3) of the Companies Act, 2013 as set out in Item No. 4 for appointment of Mr. Rajendra S Pawar as Chairman of the Company.

ITEM NO. 5

The appointment of Mr. Arvind Thakur as CEO & Jt. Managing Director of the Company was approved by the members of the Company in their annual general meeting held on July 7, 2014. The said appointment was for a period of five years with effect from June 01, 2014 and the same is valid till May 31, 2019.

Upon recommendation of the Nomination & Remuneration Committee in its meeting held on January 18, 2018, the Board elevated Mr. Arvind Thakur to the position of Vice Chairman & Managing Director of the Company in its meeting held on January 19, 2018 with effect from the same date for a priod not exceeding 5(Five) years, on existing terms and conditions.

Since he is now the Vice Chairman & Managing Director of the Company, it is now proposed to restructure his remuneration, which shall be made effective from April 1, 2018.

The Board recommends the resolution for your approval.

The brief terms of the contract are as under:

1. Basic salary Rs.8,75,000 p.m. in the scale of Rs.5,00,000 to Rs.12,00,000 p.m payable monthly.
2. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and recommended by the NRC.
3. Long-term incentives in the form of cash or stock options etc. as decided by the Board from time to time.
4. Perquisites and allowances:
   (a) House rent allowance of 80% of the basic salary.
   (b) Medical expenses reimbursements
   (c) Leave Travel Concession for self and family
   (d) Group Personal Accident insurance cover under the Company's GPA policy.
   (e) Medical insurance cover as per company's policy.
   (f) Club fees for upto two clubs.
   (g) Group Term Life Insurance cover as per applicable company policy.
   (h) And any other which may be applicable based on company policy.

A flexible basket valued at not more than twenty percent of the amount of basic salary

along with house rent allowance will be available for the cost of providing perquisites and allowances in (b) to (h) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

5. Other benefits:
   a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
   b. Usage of Company's cars with drivers.
   c. Telephone including mobile phone for company use.
   d. Internet/broadband facility at home for office work
   e. Leave – as per policy of the company
   f. Encashment of leave – as per policy of the company
   g. Engagement of security services at the residence
6. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board.
7. Changes in the above terms and annual increments based on performance shall be decided by the Board taking into account the recommendations from the Nomination & Remuneration Policy (NRC), within the range of Basic salary specified here.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Arvind Thakur are in any way concerned or interested in the resolution at Item No. 5. Further details of Mr Thakur are given in Annexure to this notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 for approval of the shareholders.

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 18, 2018

NOTICE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Item Nos. 3-5 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:

Item Nos. 3 & 4

Brief profile of Mr. Rajendra S Pawar

Chairman & Co-Founder, NIIT Group & Founder, NIIT University

Mr Rajendra S Pawar is the Chairman and Co-Founder of the NIIT Group, comprising NIIT Limited- a global leader in Skills and Talent Development and NIIT Technologies Limited- a Global IT solutions organization.

Set up in 1981, NIIT pioneered the computer education market in India, creating a completely new industry segment and taking it to consolidation and maturity. Mr Pawar has played a leadership role in nurturing NIIT into a leading Skills and Talent Development Corporation, offering learning solutions to Individuals, Enterprises and Institutions. Spread across 40 countries, NIIT has impacted over 35 million learners since inception.

In recognition of Mr Pawar's contribution towards changing the IT landscape for the country, the President of India awarded him the Padma Bhushan - one of the highest civilian awards given by the Government of India - in 2011.

Mr Pawar served as a member on the Prime Minister's National Council on Skill Development (2009-2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. He has been chairing the Committee on Policy Framework for Technology Based Education, Government of India. He is a Member of Rajasthan Chief Minister's Advisory Council and Member of Andhra Pradesh State Knowledge Advisory Board.

Actively involved in India's key Chambers of Commerce, Mr Pawar has led several ICT industry fora, including NASSCOM (National Association of Software & Service Companies) as its Chairman in 2011-12, giving voice to the sector's aspirations and goals. He is currently the Chairman of Cyber Security Task Force at NASSCOM. At CII (Confederation of Indian Industries), he has also chaired the IT Committee and the Education Committee. He is a Fellow of the Computer Society of India and the Institution of Electronics & Telecom Engineers.

Mr Pawar has been an ardent advocate of leveraging technology to make education accessible to the remotest corners in the country, to educate the vast population of underserved, school-aged children. His passion led to the launch of the Hole-in-the-Wall education (HiWEL) initiative in 1999 with Dr Sugata Mitra, Chief Scientist emeritus, NIIT. The path-breaking work done by NIIT in spreading computer literacy and improving the quality of education at grass root, through the HiWEL project has earned it the coveted-'Digital Opportunity Award' by World Information Technology Services Alliance (WITSA) in 2008.

Mr Pawar has been appointed as the Consultant of the Advisory Committee on Guizhou's Big Data industry, China in 2017. He has been a member of the International Business Council of the World Economic Forum and PIAC (Presidential International Advisory Council for IT) of the Government of South Africa.

Mr Pawar led NIIT to participate in the ambitious human capacity building project for Bhutan - Chiphen Rigpel - designed to help the country transition successfully into a modern Knowledge Society. The Government-assisted project was launched by the Prime Ministers of India and Bhutan on April 30, 2010 on the sidelines of the SAARC summit in Bhutan. The project in its entirety is expected to provide ICT skills to over a fifth of the population of Bhutan, to help them to become confident and empowered citizens of a connected and ICT-enabled world.

Mr Pawar's contributions have been widely acknowledged by the industry and he has been conferred prestigious awards like- the 'IT man of the Year' by IT industry journal, Dataquest; 'Master Entrepreneur of the Year' by Ernst & Young in 1999 and the 'IT Gem of India' at INFOCOM 2013, India's largest IT & Telecom convention, by the ABP Group, to name a few.

Known for promoting industry-academia alliances, Mr Pawar has been working closely with the country's well-known educational institutions. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad and the Scindia School. He has also served on the boards of IIT Delhi, IIM Bangalore, IIM Udaipur and has been a member of the University Court of Delhi University.

NOTICE

Having revolutionized the IT Training industry, Mr Pawar is involved in shaping a new model in Higher Education, the not-for-profit NIIT University.

Mr Pawar studied at the Scindia School, Gwalior and graduated from the country's prestigious engineering institution, IIT, Delhi in 1972 where he pursued the B. Tech programme in electrical engineering. At the Scindia School he received the 'Madhav Award' in 1999 and the Distinguished Alumnus Award at IIT in 1995. He has also been awarded an Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005.

Other details:

Particulars	**Mr. Rajendra S Pawar**
Age	67 Years
Qualifications	Mr Pawar studied at the Scindia School, Gwalior and graduated from the country's prestigious engineering institution, IIT, Delhi in 1972 where he pursued the B. Tech programme in electrical engineering.
Experience (including expertise in specific functional area)	As a co-founder of the NIIT Group, Mr. Pawar has not only revolutionized the IT training industry, but is also recognized as a global technology thought leader.
Date of first appointment on the Board	12/12/2003
Shareholding in the Company as on March 31, 2018	959 equity shares (including 100 shares as first holder with spouse, 100 shares as second holder with spouse and 759 shares as Karta)
Membership/Chairmanship of Committees of other Companies	NIL
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	Member of the Board of following Companies: 1. NIIT Limited 2. NIIT SmartServe Limited 3. ESRI India Technologies Limited 4. Pace Industries Private Limited 5. IT Infrastructure Development Corporation Private Limited

For details such as no. of meetings held and attended during the years, 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.

NOTICE

Item No. 5

BRIEF PROFILE OF MR. ARVIND THAKUR (DIN 00042534)

Arvind Thakur is the Vice Chairman and Managing Director at NIIT Technologies Ltd, a global IT solutions and business services organization which he has led to be among the top IT Services providers from the country. In 2012 he was conferred the prestigious global Gold Stevie award as Executive of the Year in the Computer Services category.

Mr. Thakur serves as Chairman on the board of ESRI India Technologies Ltd, Incessant Technologies Ltd & NIIT Smart Serve Ltd. He also serves on the Board of Management of NIIT University, a not for profit institution.

Mr. Thakur is an elected member of NASSCOM Executive Council where he served as a member of IT Services Council and Chairman, Domestic Council. Currently he Chairs the Finance & Investment Committee and is a member of the Audit Committee. He also serves on the Indo-Spanish CEO Forum anchored by FICCI and Co-Chairs the CII National Committee on IPR.

Mr. Thakur graduated in engineering from IIT, Kharagpur where he received the Institute Silver medal. Thereafter he pursued Post Graduation in Industrial Engineering from NITIE, Mumbai.

His leisure time is engaged in golf.

Other details:

Particulars	**Mr. Arvind Thakur**
Age	63 years
Qualifications	Graduation in engineering from IIT, Kharagpur. Thereafter he pursued post-graduation in Industrial Engineering from NITIE, Mumbai.
Experience (including expertise in specific functional area)	Wide experience in Information Technology Industry
Date of first appointment on the Board	12/12/2003
Shareholding in the Company as on March 31, 2018	6,12,773 Equity shares
Membership/Chairmanship of Committees of other Companies	1. Member of Audit Committee and Nomination & Remuneration Committee of ESRI India Technologies Limited
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	Member of the Board of following Companies: 1. NIIT Smartserve Limited 2. ESRI India Technologies Limited 3. Incessant Technologies Private Limited

For details such as no. of meetings held and attended during the years, 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.

Corporate Profile

COMPANY OVERVIEW

NIIT Technologies, a leading global IT solutions organization has a strategy focused on 'Engage with the Emerging' which enables its clients to achieve real world business impact through unparalleled domain expertise working at the intersection of emerging technologies.

The Company has built deep specialization in its focus verticals which include Banking and Financial Services, Insurance and Travel & Transportation. Leveraging its domain specialization together with differentiated capabilities in Analytics, Automation, Cloud and Digital, the Company helps its clients to Innovate, Automate and Industrialize i.e. drive innovation, automate processes and industrialize AI.

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.

FOCUS ON SELECT INDUSTRY SEGMENTS

Banking and Financial Services (BFS): With the emergence of new digital economy, it is imperative for financial institutions to keep pace. Operating at the intersect of emerging technologies, NIIT Technologies drives collaborative transformation across Retail and Corporate Banking, and Asset and Wealth Management for larger, established players as well as Fintechs. Working for more than 30 clients through 1000 domain specialists, the Company has enabled USD 1.5 trillion AUM, more than 6000 advisors, and managed platform services for over 200 financial institutions.

Apart from larger BFS institutions, NIIT Technologies also addresses the requirements of smaller community, cooperative and rural banks through its cloud-based, customized banking solutions.

Insurance: NIIT Technologies enables its clients in the insurance segment to seamlessly integrate platforms for unified experience and adopt cognitive solutions to expand revenue streams, improve time-to-market, and increase profitability. The Company has transformed more than 15 million policies, USD 100 billion premium payments written by clients, and 5X savings delivered through legacy modernization for over 50 active Insurers. It has developed deep domain expertise in Property & Casualty, Life & Annuities, Reinsurance and Large Commercial sub verticals in Insurance.

NIIT Technologies also has an innovative commercial insurance and reinsurance product family – AdvantageGo which enables insurers and reinsurers to fuse the traditional with digital, helping them to rapidly adapt, drive change and succeed with agile software and Microservices.

Travel and Transportation: Evolving customer demands, growing economies, increased competition, and disruptive technology is driving rapid transformation in the Travel and Transportation industry. Responding to these dynamic changes the Company is leveraging emerging technologies like Automation, AI, and Analytics effectively to enable its clients address the key industry needs of personalization and seamless operations. Working with over 100 customers, NIIT Technologies has built deep focus, and expertise in the airlines, airports, travel distribution, surface transport, travel technology, and hospitality segments.

OFFERINGS –

- Cloud - NIIT Technologies' Cloud services include digital transformation, Integrated Platform Hubs, Building Future Ready Infrastructure and Enabling Smart Operations for the clients. The Company has a strong partner ecosystem for cloud enablement and proven templates for design, implementation, and management, which enables clients to seamlessly move their business applications to the Cloud while managing and operating at scale.
- Data and Analytics: The Data & Analytics services enable clients to drive agility in their business operations, attain competitive advantage, and offer proactive response to emerging opportunities. NIIT Tech helps businesses leverage enterprise and external data sources to drive better outcomes by implementing advanced analytics techniques and technologies. With an integrated approach to data management capabilities, ranging from Master Data Management to Data Quality and Data Governance, the company creates an enterprise view of data for its clients, enabling them to make informed decisions. Its Advanced Analytics Incubation Services enabled by state of the art data lab for rapid prototyping, helps organizations to see immediate ROI and jumpstart their data initiatives. The Company provides industry-specific and cross industry data management and advanced analytics solutions. Data and Analytics service catalogue offers a suite of following services as 4M Approach:
  - Manage- Enterprise Data Management, Data Integration and Managed Services
  - Modernise- Data Lakes, Cloud Migration and Data Virtualisation
  - Monetise- Visualization and Insights, Informative Asset Monetization
  - Machine Learning- Predictive Analytics
- 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 assisting global organizations to achieve their digital process automation goals and revolutionize their customer's experience. Incessant is the largest 'Pure Play' BPM Services Vendor, specializing only in this field with a focus on two technology platforms, Pega and Appian.
- Digital Services: This stack enables businesses to strategize, build, and leverage new technologies and create market-ready solutions with revolutionary benefits. The company has clearly articulated offerings that spread across the digital services value

chain. The Company delivers digital experience through e-commerce, user experience design, portals, social integration, multichannel offerings and mobility solutions.

- Intelligent Automation Services: NIIT Technologies' Intelligent Automation vision is to drive superior customer experience and make processes cost efficient across an enterprise, by leveraging AI in Assisted, Augmented and Autonomous Intelligence using cognitive technologies. Its holistic approach towards automation, supported by comprehensive and discreet suite of solutions, covering IT processes and business processes, address the challenges faces by all stakeholders in an enterprise.

  TRON Smart AutomationTM 2.0 is an integrated automation platform from the Company which consolidates innovative technologies, practices, and tools for business transformation and delivering more value.
- Robotics Process Automation: NIIT Technologies helps organizations create an effective strategy for RPA deployment. The Company offers a RPA delivery framework, TESSSM , which is a Robotics-as-a-Service offering that enables organizations to create a fast, accurate, cost-effective, and round-the-clock virtual workforce for various operations— leading to operational excellence. The RPA methodology consists of following stages: Transform - consultative approach to transforming processes; Enable - encompasses the entire RPA life-cycle right from the design and configuration of robots to the efficient management of digital workforce once deployment is complete; Standardize: partnership model which extends beyond simple RPA deployments; Scale: helps the client scale up the TESSSM transformation across the organization through cross functional adoptions, trainings and mainstream integration.

  NIIT Technologies' RPA delivery framework uses comprehensive proprietary tools like ProcessGym to identify RPA opportunities, established robotic design and automation to configure and deploy the virtual workforce, and a state of the art command centre to monitor the efficiency of operations.
- Application Development and Management: NIIT Technologies brings in-depth experience in developing and managing enterprise systems of various Fortune 1000 companies and offers scalable, end-to-end custom solutions. The company has deep expertise in offering vertically structured managed support engagements; delivering tailor-made solutions; providing end-to-end testing services; and utilizing global, agile, continuous delivery and lean principles to deliver optimal solutions quickly that result in high operational efficiency and faster time-to-market. NIIT Technologies offers application development, application management services and value-added independent testing solutions.
- Business Process Services: NIIT Technologies' BPM business offers outsourcing solutions that combine domain expertise, process excellence and cutting-edge technologies. It enables clients to effectively and efficiently manage back-office, mid-office, and front-office operations to enable efficiency, quality, and productivity improvements. Within its verticals of choice, NIIT Technologies is targeting specific segments including reference data management, finance and accounting management, contract loading services and airline passenger revenue accounting. The company uses proprietary tools and frameworks to add value to the clients — industry-leading process excellence framework ProcessGymSM, Intelligent Automation Framework, TermsMonitorTM and K-Portal.
- Enterprise Application Integration: The Enterprise Application Integration practice focuses on development, maintenance, and testing services for API / Application Integration / Microservices. Using the service-oriented analysis and development approach and Microservices reference architecture, the Company's engineers tackle complex integration projects to yield business agility and faster time-to-market for products.

  Features
  - o Integration Advisory Services
  - o Best Practices Assets and Documents
  - o Domain-Specific Canonical Standards
  - o Microservices Reference Framework
- Geographic Information Systems (GIS): ESRI India Technologies Ltd is a leading provider of end-to-end GIS solutions to customers. The company provides software products, training, technical support, data conversion, and application development to varied industry sectors. It also includes complete geo-spatial image processing and consulting solutions.
- Infrastructure Management Services (IMS): NIIT Technologies' Infrastructure Management Services simplify IT operational and investment challenges by delivering IT infrastructure and applications as completely administered services. The company provides a comprehensive portfolio of end-to-end infrastructure management services powered by the service vision of continuous delivery that maps all aspects of IT infrastructure advisory, design, implementation and end-to-end business-driven IT SLAs. The company implements a proprietary engagement model to create an optimized infrastructure that is agile and flexible, empowering enterprises to change-and-run with newer technologies while optimizing their IT infrastructure. The company takes an application-centered approach while delivering infrastructure services. Leveraging own IPs, new age toolsets and using innovative processes, it brings in intelligent automation across the service delivery landscape to enable Smart IT Operations.
- Testing Services: NIIT Technologies' Testing Services deliver high quality and efficient testing through proven strategies of business process-centric testing streams, a common testing phase across applications' services tracks, continuous integration and validation of production-ready scrum outputs across DevOps and agile programs, and business outcome analytics. NIIT Technologies' best-in-class quality assurance and testing services span the testing services value chain—core testing services, specialized testing services, automated testing, and testing COE. The company also has focused Centers of Competence (CoCs) for automation, non-functional testing, digital testing, and domain testing for key industry segments.

The Year Gone By FY 2018

NIIT Technologies recorded a healthy growth in FY2018, made the necessary investments, undertook multiple initiatives to strengthen its existing capabilities and acquired new competencies to execute its strategic priorities.

The Company outlined its new strategy 'Engage with the Emerging' which signifies unparalleled domain expertise working at the intersection of emerging technologies. As a part of this strategic focus your Company identified three priorities:

1. **Innovate** – Leverage industry understanding to drive transformation using emerging technologies.
2. **Incubate** – Focus on 'API-fication' and 'Cloud -ification' to drive superior experience.
3. **Industrialize** – Create 'real' world business impact through full-spectrum intelligent automation.

Innovate

NIIT Technologies sharpened its focus on select industry segments by inducting new leaders from Tier 1 allied with leveraging Horizontal Capabilities. This focus has helped leverage industry understanding using emerging technologies to innovate.

Long standing trust based partnerships in Travel & Transportation

Celebrated 20 year partnership with one of the world's largest Airline Group



Customer leadership team at NIIT Technologies' 20 years celebration

Your Company celebrated 20 years of association with one of the world's largest Airline Group. This incredible journey evolved to supporting key development initiatives across domains and has now reached a point where your Company is a strategic partner supporting the client's transformation journey.



Sudhir Singh, CEO NIIT Technologies addressing the audience during the event

Celebrated 10 years of partnership with SITA

NIIT Technologies celebrated 10 years of memorable partnership with SITA. On this special occasion, Barbara Dali bard, CEO, SITA, along with other senior executives accompanying her applauded NIITians for providing exceptional service to their company.



SITA and NIIT Technologies leadership team at the 10 year association celebration

Celebrated five years of partnership with Eurostar

Your company celebrated five years of partnership with the high-speed rail service between the UK and mainland Europe. NIIT Technologies supports this client in multiple projects ensuring cost optimization and enabled digitization of travel experience for its customers.



NIIT Technologies leadership team with Eurostar leadership

Sharp industry focus revolutionizes Insurance software

AdvantageGO Launched

Your Company launched AdvantageGo, its innovative commercial insurance and reinsurance software product family enabling (re)insurers around the world to rapidly adapt, drive change and succeed. Harnessing the power of proven, functionally-rich core solutions and augmenting with pioneering, system-agnostic microservices, it enables (re) insurers to fuse the traditional with digital and make better informed decisions, faster.

Recognized as a leader in Wealth & Asset Management

Positioned as a Leader in the NelsonHall 2018 Wealth & Asset Management BPS NEAT

NIIT Technologies was positioned as a Leader in NelsonHall NEAT vendor evaluation for Wealth & Asset Management BPS in the New Digital Banking Models Focus market segment. This market segment reflects your Company's ability to meet future client requirements as well as delivering immediate benefits to wealth & asset management BPS clients, with a specific focus on supporting the development of new digital banking business models.

Incubate

NIIT Technologies introduced its new Digital Process Transformation practice which is powered by its two specialist subsidiaries – Incessant & RuleTek – who bring unmatched expertise in assisting global organizations to achieve their digital process automation goals and revolutionize their customer's experience.

Conferred with Partner of the Year award by Aflac

Your Company was awarded with Partner of the Year Award for Quality by Aflac, the leader in voluntary insurance sales at the worksite in the United States, on account of the digital services provided by NIIT Technologies that helped Aflac design agile, scalable and digital operating models.

Won APAC Partner of the Year award by Appian



APAC Partner of the Year award by Appian

Incessant Technologies, an NIIT Technologies company was conferred with the Partner of the Year award based on its success in helping companies develop and execute digital transformation initiatives using Appian's low-code platform.

Conferred with Aegis Graham Bell Award for "Innovation in Cloud" category



NIIT Technologies team receiving Graham Bell Award

NIIT Technologies was conferred with the "Innovation in Cloud" category for "BankingEasy – Core Banking Solution on Cloud" at Aegis Graham Bell Award 2017, which honored the best innovation in the ICT domain in India.

Industrialize

NIIT Technologies' Intelligent Automation vision is to drive superior customer experience and make processes cost efficient across an enterprise, by leveraging AI in Assisted, Augmented and Autonomous Intelligence using cognitive technologies. Its holistic approach towards automation, supported by comprehensive and discreet suite of solutions, covering IT processes and business processes, address the challenges faced by all stakeholders in an enterprise. TRON Smart Automation™ 2.0 is an integrated automation platform from the Company which consolidates innovative technologies, practices, and tools for business transformation.

Tron Smart Automation Platform: More Reality than Science Fiction – HfS Point of View

HFS published a point of view covering NIIT Technologies Tron Smart Automation Platform which places the emphasis on delivering a superior service experience cutting across

full IT service delivery stack rather than depicting value propositions of individual tools or technologies in lifecycle. It provides clients with a modular choice of the key building blocks of Intelligent Automation. These capabilities range from RPA, to cognitive solutions, to AI, and all the way to self-learning and self-remediating engines. By integrating these capabilities NIIT Technologies provides a comprehensive automation framework that allows for flexibility relative to clients' maturity.

Partnering with CAST for Automated Software Intelligence and Analytics

Your Company partnered with CAST, the leader in software intelligence, to integrate system-level analysis from CAST's Application Intelligence Platform (AIP) into its automation platform, TRON Smart Automation.

Airports Authority of India achieves continuous operations despite natural calamity: Report by Forrester

The comprehensive planning, recovery automation, and frequent testing of Airports Authority of India and NIIT Technologies delivered results. Infrastructure and operations (I&O) professionals get the importance of developing a comprehensive disaster recovery (DR) plan, testing it frequently, and automating it as much as possible. Forrester published a report highlighting the benefits that the Airports Authority of India achieved by diligent automation and frequent testing of recovery planning and execution.

New appointments

Sudhir Singh appointed as CEO of NIIT Technologies



The Company appointed Sudhir Singh as Chief Executive Officer on January 19, 2018 and is based in Princeton, New Jersey, USA. He joined NIIT Technologies on May 29, 2017 as the CEO Designate.

Sudhir brings experience from across "Levers" (Hindustan Lever/Unilever), Infosys and Genpact to bear on his current role at NIIT Technologies. Over the last 23 years, he has worked across North America, Europe and Asia.

Anurag Chauhan appointed as the Global Head—Insurance



With 23 years of industry experience, Anurag comes with deep expertise in Consulting, Delivery, Sales, Servicing, Large Deals, and Strategic Partnerships. He successfully led several large pursuits in the areas of Application, Digital, Data, Cloud, Analytics, and Automation and steered the growth of several large accounts for Accenture. In his current role, Anurag is the global head for insurance vertical and is based in Princeton, New Jersey.

Gautam Samanta appointed as the Global Head –BFS



With over 24 years of experience, Gautam comes with a deep understanding of the technology and business consulting landscape acquired through working in a leading financial services institution, a leading software product company as well as two large global consulting and technology services organizations. Prior to joining NIIT Technologies, he was with Infosys where he served as Vice President and Global Client Partner - Financial Services and managed fastest growing portfolio of accounts in the Europe. In his role, Gautam spearheads the Company's growth globally for the BFS vertical and is based in London, UK.

Madan Mohan appointed as the Global Head - Data and Automation



With over 27 years of experience, Madan has a deep understanding of multiple industries with strong expertise in delivering successful large

programs, joint ventures, large deals in the areas of Automation, Data, Analytics, Digital and BPM. Madan spent the last 16 years at Infosys in the US where he was the Head of South-East US Geo for Infosys. In his current role, Madan is responsible for sharpening the Company's strategy in Data and Automation and building capabilities in the respective domains.

Rewards & Recognitions

Analyst Recognitions

- Covered as a market player in a Gartner report "Competitive Landscape: IT Services Providers to the Global Insurance Industry", Derry N. Finkeldey, 08 August 2017
- Positioned as a Major Contender and a Star Performer in Everest Group's Capital Markets PEAK MatrixTM 2017
- Positioned as a Major Contender and a Star Performer in Everest Group's "IT Application Outsourcing in Insurance PEAK MatrixTM 2017"
- Featured in HfS 2017 AI-Powered OneOffice Premier League
- Identified as an Innovator in NelsonHall's Digital Transformation Services NEAT

Awards

- Won International Airport Review's award in the Category of Terminal Operations



- Won EE Employee Engagement award in UK



Gautam Samanta, Global Head-BFS and Nimish Khare, Europe HR Head receiving the EE Employee Engagement award in UK

- Won Business World HR Excellence awards for Change Management



S Viswanathan, CPO, NIIT Technologies and Deepak Khosla, President –Asia & Australia receiving the award

- Conferred with HRO Today Awards 2017 under "Total Rewards & Benefits Excellence" category
- Conferred with Asia Pacific HRM Congress award for "Organization with innovative HR practices"



Asia Pacific HRM Congress award for "Organization with innovative HR practices

- Esri India won Aegis Graham Bell award for "Innovative Enterprise Solutions"



Esri India team receiving the Graham Bell Award

- Esri India recognized as "Best Smart Cities Solution Provider in GIS" at the ET Now CSR Global Leadership Awards

Board Report

To,

The Members,

Your Directors are pleased to present the Twenty Sixth Annual Report on the business and operations of your Company along with the audited annual accounts for the Financial Year ended March 31, 2018 (FY 2018). 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 2017-18 are as follows:

(Figures in Rs.mn except for EPS)

Particulars	FY 2017-18	FY 2016-17
Consolidated Revenues	29,914	28,021
Standalone financials		
Income from operations	16,459	15,951
Other Income	1,157	338
Total Income	**17,616**	**16,289**
Profit before depreciation and taxes	3,586	3,098
Depreciation	825	909
Exceptional Item	0	221
Provision for tax & (deferred tax)	499	319
Profit After Tax	2,262	1,649
Earning Per Share (Basic) (In Rs.)	36.83	26.90

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

During FY2018, the Company deepened engagements with multiple customers and also acquired new customer relationships, won multiple new deals, and expanded its offerings portfolio.

Revenues increased 6.8% during FY2018 on a consolidated basis, to Rs. 29,914 million from Rs. 28,021 million in FY2017. In constant currency terms, revenues for the year grew 9.7% during FY2018. The Company enhanced footprint in Digital services within US, aided by acquisition of a majority (55%) stake in Ruletek LLC in May 2017 through one of its subsidiaries, Incessant Technologies Pvt. Ltd., India. Digital Services continued to show strong growth, contributing 24% of consolidated revenues.

Operating profits (EBITDA) for the year increased 3.4% to Rs. 5,012 million from Rs. 4,845 million in the preceding financial year. EBITDA margin for FY2018 stood at 16.8%. Consolidated Profit after Tax (PAT) for FY2018 increased to Rs. 2,802 million, up 10.8% over preceding financial year. Cash & cash equivalents stood at Rs. 8,057 million as on 31 March 2018 (compared to Rs. 7,321 million on 31 March 2017) on a consolidated basis.

Operating highlights

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 31 new clients in FY2018. The Company was also able to win 7 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 $507 million during FY2018. The order book executable over the next 12 months as on March 31, 2018 stood at $339 million.

The Company continued to make ongoing enhancements to its existing capabilities through investments in new emerging technologies, partnerships, and appropriate skills to deliver exceptional customer value and operational excellence. It also completed some key flagship digital experience projects for several clients and secured multiple new Digital engagements. NIIT Technologies also carved out a separate Data and Automation service line. Within Infrastructure Managed services, the Company has created a stand-alone Cloud Service line under a new leader.

NIIT Technologies also strengthened its offerings in the area of Automation and Robotics, as part of its Smart IT initiative. A unifying component of this initiative is TRON, an integrated automation framework that consolidates innovative technologies, practices, and tools for business transformation—delivering more value. Leveraging advanced technologies like Robotic Process Automation (RPA), Analytics, Machine Learning, and Artificial Intelligence (AI), TRON framework enables enterprises to deliver business agility, self-enablement, and superior experiences.

During the year, the Company made key changes into its leadership by inducting Mr. Sudhir Singh as Chief Executive Officer and Mr. Arvind Thakur was elevated to the role of Vice Chairman and Managing Director. The company added three new business leaders to drive its growth agenda. Mr. Gautam Samantha formerly with Infosys joins to head Europe geography, Anantha Basavaraju formerly with Fujitsu joins to head APAC, and Madan Mohan formerly with Infosys takes charge of a new service line around Data Services & Automation with his base in the US. In addition the company strengthened its cloud practice by inducting Mr. Bhartendra Gupta formerly with Microsoft based in the US and Antony Shepard, formerly with IBM to be based in UK.

Business Outlook

The Company has been able to adapt to changes in the demand landscape and customer expectations, reflected in its engagement models and enhanced offerings that have evolved to deliver exceptional value. The Company recorded a strong order intake during FY2018, resulting in an expanded order book as it enters the new financial year to support its growth momentum.

The Management's Discussion & Analysis (MD&A) of the Company's global business during FY2018 and outlook, along with a discussion of internal controls & risk management and mitigation practices, appears separately in this Annual Report. Reports on Corporate Governance and Corporate Social Responsibility (CSR) are also provided 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 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 in its meeting held on May 04, 2018, has recommended a dividend of Rs.15 per equity share of face value Rs.10/- each (previous year Rs.12.50 per equity share) for the Financial Year ended March 31, 2018, amounting to Rs.922 million. The proposal is subject to the approval of the shareholders at the ensuing Annual General Meeting to be held on 28th September, 2018. The dividend payout shall be according to the Dividend Distribution Policy of the Company.

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

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).

Number of meetings of the Board

The Board of Directors of the Company met 7 (seven) times in the FY2017-18. 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 and Disclosure Regulations), 2015 (SEBI Listing Regulations] and amendments thereto.

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 had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit & 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) the internal financial controls are laid to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

(f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Directors

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

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

Further, during the year, there has been changes in the designations of Mr. Arvind Thakur & Mr. Rajendra S Pawar.

Mr. Arvind Thakur has been elevated to the position of Vice Chairman and Managing Director of the Company w.e.f January 19, 2018, whereas, Mr. Rajendra S Pawar has been designated as Chairman of the Company w.e.f March 27, 2018 on the same terms and conditions as approved by the Shareholders in their meeting held on July 07, 2014.

The Board now recommends the appointment of Mr. Rajendra S Pawar as Chairman of the Company and Mr. Arvind Thakur as Vice Chairman and Managing Director of the Company on revised terms and conditions individually for a period of five years and the resolutions seeking approval from the Shareholders of the Company at the ensuing Annual General Meeting of the Company have been duly incorporated in the Notice to the Annual General Meeting.

The brief resumes of the Director seeking appointment/ re-appointment along with the other details as stipulated under Regulation 26 and 36 of (SEBI Listing Regulations] and Secretarial Standards on General Meetings (SS-2), are provided in the Notice for convening Annual General Meeting of the Company.

b. Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Amit Sharma, Mr. Surendra Singh and Mr. Ashwani Puri were appointed as Independent Directors till March 31, 2019 at the Annual General Meeting of the Company held on July 07, 2014. Further, during the year the shareholders approved the appointment of Ms. Holly Jane Morris for a second term of not exceeding 5 years w.e.f April 01, 2017.

Statement on declaration by the Independent Directors

All the Independent Directors have given declarations that they meet all the requirements specified under Section 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

Familiarization program of Independent Directors

The details of the Familiarization program of Independent Directors of the Company are available on the website of the Company. The URL of the same is 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 there on the website on the Company at www.niit-tech.com.

c. 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, 2018:

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. Amit Kumar Garg - Chief Financial Officer
d) Mr. Lalit Kumar Sharma - Company Secretary & Legal Counsel

There has been following changes in the status of KMPs as stated above.

- The Board appointed Mr. Sudhir Singh as Chief Executive Officer Designate of the Company on May 29, 2017 as part of the succession process and then appointed him as Chief Executive Officer of the Company w.e.f January 19, 2018.
- There has been changes in the designations of Mr. Arvind Thakur & Mr. Rajendra S Pawar. Mr. Thakur has been elevated to the position of Vice Chairman and Managing Director of the Company w.e.f January 19, 2018, whereas, Mr. Rajendra S Pawar has been designated as Chairman of the Company w.e.f March 27, 2018 on the same terms and conditions as approved by the Shareholders in their meeting held on July 07, 2014.
- The Board recommends the appointment of Mr. Rajendra S Pawar as Chairman of the Company and Mr. Arvind Thakur as Vice Chairman and Managing Director of the Company on revised terms and conditions individually for a period of five years to the Shareholders of the Company at the ensuing Annual General Meeting of the Company.

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 93,950 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. 614,561,240 as at March 31, 2018 pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014.

The grant wise details of the Employee Stock Option Scheme is partially provided in the Notes to Accounts of the Financial Statement in Annual Report and a comprehensive note on the same forms part of the Board Report, which is available on the website of the Company and the URL for the same is www.niit-tech.com/investors or may be obtained from the Company and is open for inspection at the Registered Office of the Company.

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

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

COMMITTEES OF THE BOARD

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 Regulations, 2015, consisting of majority of Independent Directors.

The composition of the Audit Committee and details of the Meetings and attendance during the FY2017-18 are as under:

Name of the Committee member	Category	Designation	Number of meetings during the Financial Year 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Ashwani Puri	Non Executive-Independent Director	Chairman	7	7	May 04, 2017 July 19, 2017 September 22, 2017 October 17, 2017 January 18, 2018 February 23, 2018 March 26, 2018
Mr. Surendra Singh	Non Executive-Independent Director	Member	7	7	
Mr. Vijay K Thadani	Non Executive Director	Member	7	6	
Mr. Amit Sharma	Non Executive-Independent Director	Member	7	6	

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 had accepted all the recommendations of the Audit Committee made during the year. The details pertaining to the no. of meetings of the Committee held during the year and terms of reference, functioning and scope are given in the Corporate Governance Report in detail in terms of the requirements under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The Company has a duly constituted 'Nomination & Remuneration Committee' under the provisions of Section 178 of the Companies Act, 2013 and the terms of reference are disclosed under the Corporate Governance Report of the Company in terms of the requirements under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The composition of the Nomination and Remuneration Committee and details of the Meetings and attendance during the FY2017-18 are as under:

Name of the Nomination & Remuneration Committee member	Category	Designation	Number of meetings during theFinancial Year2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Non Executive-Independent	Chairman	6	6	May 04, 2017 May 26, 2017 June 15, 2017 October 17, 2017 January 18, 2018 March 26, 2018
Mr. Surendra Singh	Non Executive-Independent	Member	6	6	
Mr. Vijay K Thadani	Non Executive	Member	6	5	

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

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 Stakeholders Relationship Committee looks into the redressal of the complaints of investors.

The Committee has delegated work related to share transfer, issue of duplicate shares, dematerialisation/ rematerialisation of shares and other related work to Share Transfer Committee which reports to the Committee.

The Stakeholders Relationship Committee is headed by 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.

The composition of the Committee and details of the Meetings and attendance during the FY2017-18 are as under:

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 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Independent Director	Chairman	4	3	May 04, 2017 July 19, 2017 October 17, 2017 January 18, 2018
Mr. Arvind Thakur	Executive Director	Member	4	4	
Mr. Vijay K Thadani	Non-Executive Promoter Director	Member	4	4	

Corporate Social Responsibility (CSR)

In terms of provisions of section 135 of the Companies Act, 2013 & Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 read with various clarifications issued by Ministry of Corporate Affairs, the Company has a CSR Committee which formulate and recommend 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 FY2017-18 are as under:

Name of the Corporate Social Responsibilities Committee member	Category	Designation	Number of meetings during the Financial Year 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Surendra Singh	Non Executive-Independent	Chairman	1	1	May 04, 2017
Mr. Amit Sharma	Non Executive-Independent	Member	1	1	
Mr. Ashwani Puri	Non Executive-Independent	Member	1	1	
Mr. Arvind Thakur	Executive	Member	1	1	

The Company has undertaken activities as per the CSR Policy (available Company's website www.niit-tech.com) and the details are contained in the Annual Report on CSR Activities given in **Annexure-B** forming part of this Report.

The Company's approach is to spend on activities for the welfare of society under Corporate Social Responsibility

activities ensuring that the total spend in each financial year would be above the level prescribed under the Companies Act, 2013.

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

In our sustained efforts, to take our CSR initiatives forward, we continued with the Scholarship program for deserving students in NIIT University. NIIT Institute of Information Technology "TNI", a society registered under the Societies Act, 1860, (Central Act No 21 of 1860) in the office of Registrar of Societies, Government of NCT of Delhi, has set up NIIT University "NU" as a private University at Neemrana, Dist. Alwar, Rajasthan.

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 the last financial year the center touched the lives of around 1609 underpreviledged students of the community and placed 122 students.
2) SHIKSHA, Madanpur Khadar, Delhi – On 1st January 2017 the organization enhanced its reach further by adopting the Madanpur Khadar Center partnering with NIIT Foundation. The center focusses on providing IT and employability training to the underprivileged students in and around Madanpur Khadar area in Delhi. Since its inception in January 2017, the center has impacted around 1635 underprivileged students including some differently abled students as well. The center also provided placements to 261 students.
3) Sponsorship to Noida Deaf Society for running Vocational and Pre-employment training for 75 Deaf Youth out of which 50 youth to be provided employment in the one year period. This course started in April 2017. Total 120 deaf students underwent the Pre-Employment Training and 52 got placed in Hospitality and Retail sectors.

High Impact Programs at Location Level:

1) Infrastructural support to Schools –

a. Jaganpura Primary Govt. School, primary school near the Greater Noida Campus. NTL constructed a classroom which has now been converted into a smart class through government intervention. A badminton court was also constructed for holistic development of the primary school students.
b. Murshadpur Primary Govt. School and Middle School, primary and middle school near the Greater Noida Campus. Shed construction work was undertaken for Anganwadi children and window repair work was undertaken for the school in the last year.
c. Garbara Govt School, primary and middle school near Greater Noida Campus. The company provided drinking water facility to the school along with creating a play area with swing, slide and climber for holistic development of students.
d. Welfare Centre for Persons with Speech and Hearing Impairment, Gurugram. The company sponsored an Art and Craft teacher for imparting skills like quilling, embroidery, stitching, paper bags to the students of the center so that they can lead self-reliant lives. During the last year the teacher who is herself a speech and hearing impaired, impacted the lives of over 20 deaf and mute students. The company also constructed badminton court for the deaf and mute students at the center.
e. Oxus Valley School in Kaushambi. The company partnered with Lovecare Foundation in supporting Oxus Valley School by providing a computer faculty last year. This intervention impacted 137 students by making them computer literate. The company also donated items necessary for day to day operations to the school like tables, desk kits, school bags, Almiras, projector, white board, blackboard.

2) Teaching drive at Murshidpur Primary Govt School and Jaganpur Primary Govt School. The company reinforced its commitment to providing quality education to the adopted Govt schools through an year long teaching drive for class 3rd, 4th and 5th. NIITians from the BFS vertical at the Greater Noida Campus sponsored an year long teaching drive at Jaganpur and Murshidpur Govt Primary School. The volunteers from BFS vertical took time out of their busy schedules and taught Maths and English to students in Class 3, 4 and 5, impacting over 100 students. This drive got concluded in early March.
3) Location level events conducted – Stationary donation, Diwali and Christmas celebrations, Educations Trip, Career Counselling sessions at schools and orphanages

Compliance with the Code of Conduct

The Company has "NIIT Technologies Limited – Code of Conduct" (Code). The Code is available on the website of the Company (URL is - 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 given an annual affirmation of compliance with the Code of Conduct during the year 2017-18.

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. The Policy lays down the guidelines, 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 regulate, monitor and ensure reporting of deals by employees and maintain highest level of ethical standards while dealing in the Company's securities. The Company's Code of Fair Disclosure is also placed on the website of the Company (URL is https://www.niit-tech.com/investors).

Performance Evaluation of the Board

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 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.

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 which inter-alia included contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, attendance and availability etc.

The Committee members carried out evaluation based on discussions and one to one interaction and assessments under an internal assessment process as per the decision of the members.

The Committee discussed and completed the performance evaluation and authorized the Chairperson to communicate the same to the Board.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 the Independent Directors. The Directors expressed their satisfaction with 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-C**. 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.

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 Remuneration 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 Requirements), Regulations 2015, the Company has complied with all the provisions of the Section and has adopted a Whistle Blower Policy duly approved by the Audit Committee to report concerns about unethical behaviour, actual & suspected frauds, or violation of Company's Code of Conduct and Ethics. The policy is hosted on the website of the Company and the URL for the same is 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 is available on the Website of the Company and the URL is: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 may threaten the existence of the Company.

Dividend Distribution Policy

Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates top 500 Listed Companies on their market capitalization as calculated on the 31st day of March of every year to frame a Policy for Distribution of Dividend.

Accordingly, the Company adopted the said Policy during the FY2017. 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 - D** of the Report and is also available on the website of the Company at https://www.niit-tech.com/sites/default/files/Dividend-Distribution-Policy.pdf

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 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 weaved 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.

The Company recognizes energy as a precious resource and continuously explores and implements ways to reduce its consumption of energy. As part of these efforts, the Company keeps assessing the demand-side to bolster its energy efficiency while also 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.

At NIIT we understand that taking care of environment is everybody's responsibility and to meet this requirement, awareness on environment and its resources is imparted through induction programme.

At its Greater Noida campus, NIIT Technologies has been able to mark multiple accomplishments on the environmental front, during FY 18 Company strives for:

a. Further reduction of energy consumption by 5% through datacenter consolidation, enhancement of solar power grid system and using occupancy sensor and other best practices
b. Significant increase in the recycling of water (approx. 20 lacs litres per month) using second STP plant while also using technologies to minimize its consumption. Water extraction from Ground reduced by 10% annually.
c. Better waste management for both organic and e-waste, with substantial progress already made:
    - Organic waste is being converted into compost for use in its grounds' green areas and gardens i.e. conversion of waste into Compost is avg. 405 kg of manure per month. Manure is used for internal horticulture purpose.
    - E-waste is collected and formally handed over to registered and certified disposal vendor through an auction process.
    - Paper waste being recycled and receiving recycled paper in lieu.
    - Removal of paper cups used for tea/coffee and for the purpose infrastructure was modified and employees were encouraged to bring their own cups for tea and coffee.
    - To minimize plastic waste generation, use of plastics carry bags by vendors inside NIIT premises is banned and at pilot level plastic bin liners are replaced with recycled paper bin liners.
    - Efficient transport practices with 100% conversion of company cabs and buses to CNG based vehicles.
    - All hazardous waste is channelized through authorized vendor for proper disposal and recycling.

These have been made possible by investments and initiatives towards energy efficient Chillers, VFDs, VAVs, High Energy Efficient Glass on external façade of buildings, wall & ceiling insulation, LED lights, Solar Energy for internal & external lighting as well as for hot water generation, and recycling of waste water, along with a host of additional new technologies like the use of decomposers for waste management.

The Company strives to recover, reuse, or recycle its workplace tools such as copiers, computers and paper. The policy for asset sale, donation, and disposal outlines what employees should do with technology assets that are not being fully utilized or have reached their end of useful life.

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

ISO 14001:2015 (Environment Management)

OHSAS 18001:2007 (Occupational Health and Safety Assessment Series)

LEED Platinum Certification Operation & Maintenance for existing tower (phase 1 building) 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)

NIIT Technologies strives to be a leader in the early adoption of new, path breaking and disruptive technologies that strengthen its ability to maintain its leadership position across its industry verticals of focus. Towards that end, it continually evaluates and embraces new technologies and business models, and makes investments in developing or acquiring intellectual property (IP) in addition to upgrading its existing IP assets.

"In line with its track record of keeping pace with the emergence of new services or technologies with disruptive potential, the Company has reinforced its Digital Services offerings portfolio by making strategic investments in Incessant Technologies and RuleTek in recent years." As a result, NIIT Technologies is now able to offer solutions in digital experience, digital integration, and digital analytics. Recently, the Company also launched its

Digital Innovation Centre (DIC) in Hyderabad, which will provide a global platform for research and technological development to tap new market opportunities for Digital Integration. Equipped with state of the art IT infrastructure and Internet of Things (IOT) labs, this DIC will serve as a hub for innovative thinking and will play a key role in the Company's success, going forward, as a dominant digital services player in its chosen areas of focus.

The Technology Innovation Center (TIC), based out of Bangalore, continuously scans the technology radar and focuses on niche and emerging technologies in exploring and incubating them thereby equipping the company to be in the technology forefront with a competitive advantage. Its current focus is on Artificial Intelligence, Augmented Reality, Blockchain, Internet of Things (IoT), Recommendation Engine based on various Machine Learning techniques, Design Thinking, and Algorithm Design & Development. This resulted in gearing up the company further on its focus and emphasis on innovation and applied R&D carving out new service offerings.

Foreign Exchange Earnings and Outgo

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

(Rs. Million)

Particulars	Year 2017-18	Year 2016-17
Foreign Exchange Earnings	14,769	13,991
Foreign Exchange Outflow	6,070	5,702

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

The 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 thereon are presented to the Audit Committee for its review and suggestions.

Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2018, the Company has subsidiaries in the United States of America, United Kingdom, Germany, India, Singapore, Thailand, Australia, Dubai, Spain, Philippines & Brazil.

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. Although, the Company acquired 19% more stake in the equity share capital of Incessant Technologies Pvt. Ltd. in May, 2017, aggregating to 70% of the total share capital of Incessant.

The subsidiary in Philippines is in the process of liquidation and subsidiary in Switzerland has been closed.

During the year, Incessant Technologies Pvt. Ltd., subsidiary of the Company has acquired 55% of the share capital of the Ruletek LLC, USA in the month of May 2017.

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 i.e. www.niit-tech.com. The Financial Statements are also open for inspection at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and holidays) between 10:00 a.m. to 1:00 p.m.

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 investments in securities of other body corporates is given as under:

Particulars	Amount in Local Currency (In Mn.)	Currency	Outstanding Amount in INR as on 31.03.18 (In Mn.)	Purpose
Issued to Citibank NA, on behalf of NIIT Technologies Limited, UK	7.50	USD	486	Working Capital Loan
Issued to Citibank NA, on behalf of NIIT Insurance Technologies Limited	3.00	USD	195	Working Capital Loan
Issued to Citibank NA, on behalf of NIIT Technologies Limited Thailand	1.50	USD	97	Working Capital Loan
Total			**1,427**	

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

Investment in Subsidiary Companies	Investment value as on March 31, 2018 (Amt. in INR)
2,837,887 (31 March 2018: 2,837,887; 01 April 2017) 2,837,887 Shares having no par value in NIIT Technologies Inc. USA	155,790,698
16,614,375 (31 March 2018: 16,614,375; 01 April 2017) 16,614,375 Shares of 1 Singapore $ each fully paid-up in NIIT Technologies Pte Ltd., Singapore	702,818,750
3,276,427 (31 March 2018: 3,276,427; 01 April 2017) 3,276,427 Shares of 1 UK Pound each fully paid-up in NIIT Technologies Ltd., UK	204,426,821
890,000 (31 March 2018: 890,000; 01 April 2017) 890,000 Equity Shares of Rs 10/- each fully paid-up in ESRI India Technologies Limited, India	8,900,000
537,900 (31 March 2018: 537,900; 01 April 2017) 537,900 Equity Shares of Euro 1 each fully paid-up in NIIT Technologies GmbH, Germany	184,762,155
50,000,000 (31 March 2018: 50,000,000; 01 April 2017) 50,000,000 Equity Shares of Rs 10/- each fully paid-up in NIIT SmartServe Limited, India	500,000,000
1,000,000 (31 March 2018: 1,000,000; 01 April 2017) 1,000,000 Equity Shares of Euro 1 each fully paid-up in NIIT Airline Technology GmbH, Germany	223,813,064
5,000 (31 March 2018: 01 April 2017) 5,000 Ordinary Shares of 1000 AED each fully paid in NIIT Technologies FZ LLC Dubai	63,141,800
5,000,000 (31 March 2018: 5,000,000; 01 April 2017) 5,000,000 Equity Shares of Rs. 10 each in NIIT Technologies Services Limited, India	25,000,061
28,33,342 (31 March 2018: 28,33,342 31 March 2017) 2,064,292; Equity Shares of Rs. 2 each in Incessant Technologies Private Limited, India [Refer Note 41]	2385,993,580
10,000 (31 March 2018 10,000; 01 April 2017)10,000 Shares of Peso 100 each in NIIT Technologies Philippines Inc., Phiippines*	38,867,570

* During the 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.

Particulars of Contracts or arrangements with Related Parties

All the Related Party Transactions are entered on arm's length basis and in ordinary course of business. All the transactions are in compliance with the applicable provisions of the relevant Acts and the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. There are no related party transactions entered by the Company which may have potential conflict with the interest of the Company at large. The Related Party 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 within the overall framework of the policy on related party transactions as approved by the Board. The same is uploaded on the website of the Company and the URL of same is: https://www.niit-tech.com/sites/default/files/NIIT-Technologies-Limited-RPT-policy-Summarized-2909.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. The 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 Obligations & Disclosure Requirements), Regulations 2015, the Management's Discussion and Analysis Report is set out in this Annual Report.

Business Responsibility Report

The SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, mandates the inclusion of Business Responsibility Statement ('BRR') for top 100 listed companies based on market capitalization. In compliance with the same we have integrated BRR as part of the Annual Report.

Corporate Governance

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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 NTL) with the Company has been approved by the Board, subject to approval by NCLT under section 230-232 of the Companies Act 2013 and other regulatory approvals. The approval is yet to be received.

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 2017-18. 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 had 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 2017-18. The Secretarial Audit Report for the financial year ended 31st March, 2018 was considered by the Board in its meeting held on May 04, 2018 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 which needs any explanation or comment of the Board.

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

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

HUMAN RESOURCE INITIATIVES

To maintain and develop ongoing competitiveness and adaptability, it is imperative to invest in organizational capability development. NIIT Technologies has been addressing these needs through several initiatives. Let's take a look at these initiatives.

Service Culture

As part of our culture change journey, which has been driven by our service vision, "New Ideas, More Value", over

1005 NIITians have undergone the 'Uplift Your Service' Training this year.

Diversity & Inclusiveness

At NIIT, we have been addressing Gender Diversity holistically while hiring, and through providing an enabling environment to learn and grow.

As the 1st step, to enable women continue to be in workforce after maternity, we setup our Cradle, which is the 'home away from home' for our little NIITians.

Thereafter, we 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, we sensitized our leaders, returning mothers, and women leaders. Some key initiatives over the past few months:

- Sent some of our Returning Mothers for 'Breakthrough – career resilience' an external program spanning 8 months.
- Leaders were educated on unconscious biases through our 'With Due Respect' program series.
- We initiated a yearlong education and coaching program 'Reach for the Sky Program' for enabling mid-level women leaders to break through the glass ceiling.
- Women are known to be taking full charge of people around them, but neglecting themselves. They also don't take any networking breaks. We enabled a series networking events for all our staff members (not limited to women) to connect with each other and learn about 'Taking Charge' of various aspects of their lives.

Sensitization sessions are frequently conducted towards Prevention of Sexual Harassment, and the policy for the same. Through Pan India training sessions, 3705 staff members in India have been educated on the subject. A one day refresher program on POSH was organized exclusively for all the ICC (Internal Complaints Committee) members, at the 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 upto enable a thorough understanding of the intricacies of the law and our approach to deal with any instance of harassment.

Digital Transformation

INTELLIGENT learning platform, NTL Percipio

Self-Skilling the way forward

IT- BPM is undergoing digital revolution and therefore, the need for a revolution in skills has arisen immensely. With the advent of new emerging technologies, companies are expecting their technology partners to act as true advisors in their digital journey. Indian IT-BPM firms have undertaken initiatives to build a culture of continuous and self-learning to enable technovators stay abreast of latest emerging technologies and be future-ready.

To meet the demands of future skills and to keep NIITians abreast on latest technologies, NIIT Technologies in association with SkillSoft has launched a new INTELLIGENT learning platform, NTL PERCIPIO that delivers an immersive learning experience. NTL Percipio delivers more control over the content and user experience, creating more personalized learning and providing access to the best curated content on the market in a truly immersive experience

Using NTL Percipio, NIITians can make the most of their precious time and create a lasting impact. They can decide when, where, and how to learn through curated channels and micro-learning videos. The curated learning paths will help NIITians self-direct their learning, which is part of the cultural change we are trying to build inside our organization. This will save us time and talent curating internally in the organization.

Key Benefits for NIITians

ELSA: Enabling Embedded Learning

Give NIITians the ability to search, discover, and learn in the context of their everyday work using the Embedded Learning Synchronized Assistant (ELSA) browser plug-in. NIITians can search a term in ELSA to find videos, books, and audiobooks without leaving their browser.

Engaging Learning Experience

NIITians get to use an intelligent eLearning platform modeled after the consumer web experiences. A simple interface, personalized learning playlists, and one-click access to engaging content that is automatically updated and is mapped to align to competencies and skills.

Multiple Learning Modalities

NIITians can now choose how they want to learn using videos, books, audiobooks and more. Watch, read, and listen to content that is curated across over 500 channels and automatically updated by expert curators.

Accelerated Learning

Micro-learning (three to five minute videos) that fits into busy schedules, and a mobile app so learning can happen anywhere, anytime, and on any device.

Pre-curated channels to address Critical Skill Gaps

Experience over 500 pre-curated channels mapped to the critical competencies.

Enhanced Content Discovery

Take advantage of Elastic search, used by Facebook, Netflix, and eBay to quickly find micro learning videos, courses, channels, and books.

Personalized Learning experience

NIITians will have a personalized learning experience with internal and third-party content (Youtube videos, TED Talks), personalized homepage, playlists, option to pick up learning where they left off, and receive assignments. NIITians can add any type of content to a playlist to access at another time on their personalized home page. This feature addresses the NIITian's specific areas of interest based on a quick two-step onboarding assessment.

The new enterprise learning platform will provide over 26000 learning assets across technology , domain , operations, sales, management, leadership areas allowing every NIITian to take charge and charter their own learning paths.

Leadership Development

NAFL, NTL Academy for Future Leaders, focuses on leadership development in the organization. The overall development of the leaders is addressed through multiple training programs followed by learning consolidation activities. These activities emphasize hands on practice of the concepts introduced in programs that run under NAFL. This year NAFL introduced a bouquet of one-day workshops along with Webinars on "Project Portfolio Management using Agile", "IT Risk Management", "Leading Complex Projects" and many more.

Another critical program that runs under **NAFL, is NGLP,**

"The NTL Global Leadership Program" which is the essential management development program that lays the foundation to step into executive leadership. This is designed to help senior business leaders thrive in a global environment and also help our core team develop holistic leadership skills from a Business and People perspective. Every interaction, work project, initiative; every strategic or tactical imperative a company tries to accomplish, is affected positively or negatively by trust. If our team enjoys a trust dividend, then trust becomes the great "performance multiplier." If, on the other hand, our organization is paying a Trust Tax, then everything one does takes more time and costs more money. With a perspective that Trust is more than a nice-to-have, soft, social virtue; it is a hard-edged economic driver. NAFL has initiated a packaged program on "Leadership at the SPEED of TRUST" at various levels of the organization.

All the initiatives undertaken were widely appreciated within the organization and have helped us better engage with NIITians, allowing us to maintain a healthy work environment.

Prevention/Prohibition of Sexual Harassment of women at workplace

The Company has a policy on Prohibition/Prevention of Sexual Harassment of Women at workplace and matters connected therewith or incidental covering thereto all the aspects as contained in "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company believes in providing a congenial atmosphere to work for all employees 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. During the year, the Company received two complaints pertaining to this which 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.

- Conferred with Aegis Graham Bell Award for "Innovation in Cloud" category
- ESRI India won Aegis Graham Bell Award for "Innovative Enterprise Solutions" category
- Won EE Employee Engagement award in UK
- ESRI India recognized as 'Best Smart Cities Solution Provider in GIS' at the ET Now CSR Global Leadership Awards
- Felicitated with International Airport Review Award in Terminal Operations
- Won HRO Today award for Excellence in Rewards & Benefits
- Conferred with Business World HR Excellence awards for Change Management
- Gold winner of the 2017 ITSMA Marketing Excellence Awards
- Received 'Automation Project of the Year' award from Global Sourcing Association - EU and India
- Conferred with Asia Pacific HRM Congress awards for "Organization with innovative HR practices"

  The Company also acquired Analyst Recognitions (FY2018 (April 2017-Mar 2018 in descending order)
- Positioned as a Major Contender and a Star Performer in Everest Group's Capital Markets PEAK MatrixTM 2017
- Identified as an Innovator in NelsonHall's Digital Transformation Services NEAT
- NIIT Technologies covered as a market player in a recent Gartner report "Competitive Landscape: IT Services Providers to the Global Insurance Industry", Derry N. Finkeldey, 08 August 2017
- Featured in HfS 2017 AI-Powered OneOffice Premier League
- Positioned as a Major Contender and a Star Performer in Everest Group's "IT Application Outsourcing in Insurance PEAK MatrixTM 2017"
- Featured in Forrester Case Study: Airports Authority Of India Achieves Continuous Operations Despite Natural Calamity. The Comprehensive Planning, Recovery Automation, And Frequent Testing Of AAI And NIIT Technologies Delivers Results
- Positioned as a Leader in the NelsonHall 2018 Wealth & Asset Management BPS NEAT

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 at all levels. In addition, the Directors wish to thank the Company's customers, business partners, vendors, bankers & financial institutions, all government & non-governmental agencies, and other business associates for their continued support. We also thank Government of other countries where we have our operations.

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

For and on behalf of the Board of Directors

Rajendra S Pawar
Chairman

Place: Noida **DIN: 00042516**

Date : May 04, 2018

ANNEXURE-A

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN:- **L65993DL1992PLC048753**

ii) Registration Date – **MAY 13, 1992**

iii) Name of the Company – **NIIT TECHNOLOGIES LIMITED**

iv) Category/Sub-Category of the Company – **Public Limited Company**

v) Address of the Registered office and contact details – **8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi – 1100 19**

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, 1E/13, 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 –

Sr. 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.	Incessant Technologies Private Limited	U72200TG2007RTC056127	Subsidiary	70%	2 (87)
5.	NIIT Technologies Inc. USA	Foreign Company	Subsidiary	100%	2 (87)
6.	NIIT Media Technologies LLC	Foreign Company	Subsidiary	60%	2 (87)
7.	NIIT Technologies Pte. Ltd Singapore	Foreign Company	Subsidiary	100%	2 (87)
8.	NIIT Technologies Ltd Pty Limited Australia	Foreign Company	Subsidiary	100%	2 (87)
9.	NIIT Technologies Ltd. Thailand	Foreign Company	Subsidiary	100%	2 (87)
10.	NIIT Technologies Ltd. UK	Foreign Company	Subsidiary	100%	2 (87)
11.	NIIT Technologies BV Netherlands	Foreign Company	Subsidiary	100%	2 (87)
12.	NIIT Insurance Technologies Ltd.	Foreign Company	Subsidiary	100%	2 (87)
13.	NIIT Technologies Brazil Ltda.	Foreign Company	Subsidiary	100%	2 (87)
14.	NIIT Technologies S.A	Foreign Company	Subsidiary	100%	2 (87)
15.	NIIT Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
16.	NIIT Technologies FZ-LLC Dubai	Foreign Company	Subsidiary	100%	2 (87)
17.	NIIT Airline Technologies GmbH Germany	Foreign Company	Subsidiary	100%	2 (87)
18.	NIIT Technologies Philippines	Foreign Company	Subsidiary	100%	2 (87)
19.	*Incessant Technologies. Ltd. UK	Foreign Company	Subsidiary	Refer note below	2 (87)
20.	*Incessant Technologies Pty Ltd. Australia	Foreign Company	Subsidiary	Refer note below	2 (87)
21.	*Incessant Technologies Inc USA	Foreign Company	Subsidiary	Refer note below	2 (87)
22.	*Incessant Technologies Ltd. Ireland	Foreign Company	Subsidiary	Refer note below	2 (87)
23.	**RuleTek LLC, USA	Foreign Company	Subsidiary	Refer note below	2 (87)

*Abovementioned Companies are Wholly owned subsidiaries of Incessant Technologies Private Limited. NIIT Technologies Limited holds 70% shares in Incessant Technologies Pvt. Ltd.

** RuleTek LLC, USA was acquired by Incessant Technologies Private Limited on May 29, 2017 which holds 55% shares in the Company.

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
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.	18845302	0	18845302	30.71	18845302	0	18845302	30.66	-0.05
e. Bank/ FI									
f. Any Other									
Sub-Total- A (1)	**18848118**	**0**	**18848118**	**30.72**	**18848118**	**0**	**18848118**	**30.67**	**-0.05**
(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**	**30.72**	**18848118**	**0**	**18848118**	**30.67**	**-0.05**
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	13603382	1628	13605010	22.17	8607980	205	8608185	14.01	-8.16
b. Bank/ FI	34509	280	34789	0.06	23351	112	23463	0.04	-0.02
c. Central Govt.					78607	0	78607	0.13	0.13
d. State Govt.									
e. Venture Capital									
f. Insurance Co.	746211	0	746211	1.22	696211	0	696211	1.13	-0.08
g. Foreign Portfolio Investors & Foreign Institutional Investors	17733140	4378	17737518	28.91	25023705	456	25024161	40.72	11.81
h. Foreign Venture Capital Fund									
j. Others									
Sub-total - B (1)	**32117242**	**6286**	**32123528**	**52.35**	**34429854**	**773**	**34430627**	**56.02**	**3.67**
2. Non- Institution									
a. Body Corp.	2604846	4353	2609199	4.25	2571104	1636	2572740	4.19	-0.07
b. Individual									
i. Individual Shareholder holding nominal share capital upto ☐ 1 Lakh	4896380	232063	5128443	8.36	3675145	187874	3863019	6.29	-2.07
ii. Individual Shareholder holding nominal share capital in excess of ☐ 1 Lakh	1858225	0	1858225	3.03	1142589	0	1142589	1.86	-1.17
c. Others									
(i) NRI (Rep)	419784	40056	459840	0.75	272139	36395	308534	0.50	-0.25
(ii) NRI (Non-Rep)	282390	12450	294840	0.48	256287	12000	268287	0.44	-0.04

(iii) Foreign National	17750	22200	39950	0.07	0	22200	22200	0.04	-0.03
(iv) OCB									
(v) Trust	31	0	31	0.00	10	0	10	0.00	0.00
(vi) In Transit									
Sub-Total - (B)(2)	**10079406**	**311122**	**10390528**	**16.93**	**7917274**	**260105**	**8177379**	**13.31**	**-3.63**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**42196648**	**317408**	**42514056**	**69.28**	**42347128**	**260878**	**42608006**	**69.33**	**0.05**
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group									
Public									
Grand Total (A+B+C)	**61044766**	**317408**	**61362174**	**100.00**	**61195246**	**260878**	**61456124**	**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 No. of Shares	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year#
		% 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	% 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
8	PIPL BUSINESS ADVISORS AND INVESTMENT PRIVATE LIMITED	21,75,911	3.55	0	21,75,911	3.54	0	-0.01
10	GSPL ADVISORY SERVICES AND INVESTMENT PRIVATE LIMITED	21,75,911	3.55	0	21,75,911	3.54	0	-0.01
11	NIIT Limited	1,44,93,480	23.62	0	1,44,93,480	23.58	0	-0.04
12	THADANI FAMILY TRUST	-	0.00	0	-	0.00	0	0.00
13	PAWAR FAMILY TRUST	-	0.00	0	-	0.00	0	0.00
	Total	**1,88,48,118**	**30.72**	**0**	**1,88,48,118**	**30.67**	**0**	**-0.05**

Variation in %age due to ESOP allotment to employees.

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,88,48,118	30.72	-	-
	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	30.67	1,88,48,118	30.67

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 Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17)/end of the year (31-03-18)	% of total shares of the Company	Date (Week ending)	Increase/ Decrease in shareholding	Reason	No. of Shares	% of total shares of the Company
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	3865850	6.30	1-Apr-2017				
				9-Mar-2018	-100000	Transfer	3765850	6.13
		3765850	6.13	31-Mar-2018	-		3765850	6.13
3	BRANDES INVESTMENT TRUST-BRANDES INTERNATIONAL SMALL CAP EQUITY FUND *	2936817	4.79	1-Apr-2017				
				7-Apr-2017	51318	Transfer	2988135	4.87
				20-Oct-2017	-465339	Transfer	2522796	4.11
				27-Oct-2017	-108190	Transfer	2414606	3.93
				3-Nov-2017	-30105	Transfer	2384501	3.88
				10-Nov-2017	-181847	Transfer	2202654	3.59
				17-Nov-2017	-282241	Transfer	1920413	3.13
				24-Nov-2017	-198724	Transfer	1721689	2.80
				1-Dec-2017	-140174	Transfer	1581515	2.57
				8-Dec-2017	-287375	Transfer	1294140	2.11
				15-Dec-2017	-146607	Transfer	1147533	1.87
				22-Dec-2017	-93456	Transfer	1054077	1.72
				2-Feb-2018	-354481	Transfer	699596	1.14
				9-Feb-2018	-309121	Transfer	390475	0.64
				16-Feb-2018	-266653	Transfer	123822	0.20
				23-Feb-2018	-123822	Transfer	0	0.00
		0	0.00	31-Mar-2018	0	Transfer	0	0.00
4	DSP BLACKROCK MICRO CAP FUND *	2377676	3.87	1-Apr-2017				
				19-May-2017	-253287	Transfer	2124389	3.46
				26-May-2017	-311607	Transfer	1812782	2.95
				2-Jun-2017	-35394	Transfer	1777388	2.90
				14-Jul-2017	-65000	Transfer	1712388	2.79
				21-Jul-2017	-126056	Transfer	1586332	2.58
				4-Aug-2017	-373816	Transfer	1212516	1.97
				11-Aug-2017	-100670	Transfer	1111846	1.81
				18-Aug-2017	-125637	Transfer	986209	1.61
				25-Aug-2017	-50925	Transfer	935284	1.52
				1-Sep-2017	-188685	Transfer	746599	1.22
				8-Sep-2017	-353909	Transfer	392690	0.64
				15-Sep-2017	-192690	Transfer	200000	0.33
				22-Sep-2017	-200000	Transfer	0	0.00
		0	0.00	31-Mar-2018	-		0	0.00
5	BRANDES INSTITUTIONAL EQUITY TRUST *	1165121	1.90	1-Apr-2017				
				5-May-2017	80000	Transfer	1245121	2.03
				20-Oct-2017	-69688	Transfer	1175433	1.91
				27-Oct-2017	-41810	Transfer	1133623	1.85
				3-Nov-2017	-57539	Transfer	1076084	1.75
				10-Nov-2017	-91646	Transfer	984438	1.60
				17-Nov-2017	-1816	Transfer	982622	1.60
				24-Nov-2017	-5110	Transfer	977512	1.59
				19-Jan-2018	-11651	Transfer	965861	1.57

				26-Jan-2018	-460912	Transfer	504949	0.82
				2-Feb-2018	-157089	Transfer	347860	0.57
				9-Feb-2018	-136987	Transfer	210873	0.34
				16-Feb-2018	-118167	Transfer	92706	0.15
				23-Feb-2018	-54873	Transfer	37833	0.06
				9-Mar-2018	-7102	Transfer	30731	0.05
		30731	0.05	31-Mar-2018	0		30731	0.05
6	AKM SYSTEMS PVT LTD	1070937	1.75	1-Apr-2017				
				14-Apr-2017	-8097	Transfer	1062840	1.73
		1062840	1.73	31-Mar-2018	-		1062840	1.73
7	FRANKLIN INDIA SMALLER COMPANIES FUND *	957917	1.56	1-Apr-2017				
				14-Jul-2017	-110441	Transfer	847476	1.38
				21-Jul-2017	-1933	Transfer	845543	1.38
				30-Sep-2017	-10145	Transfer	835398	1.36
				6-Oct-2017	-39855	Transfer	795543	1.29
				20-Oct-2017	-795543	Transfer	0	0.00
		0	0.00	31-Mar-2018	-		0	0.00
8	HDFC TRUSTEE COMPANY LIMITED A/C HDFC BALANCED FUND	824894	1.34	1-Apr-2017				
					Nil Movement during the year			
		824894	1.34	31-Mar-2018	-		824894	1.34
9	OCEAN DIAL GATEWAY TO INDIA MAURITIUS LIMITED	800000	1.30	1-Apr-2017				
					Nil Movement during the year			
		800000	1.30	31-Mar-2018	-		800000	1.30
10	DIMENSIONAL EMERGING MARKETS VALUE FUND *	691941	1.13	1-Apr-2017				
				7-Apr-2017	-7225	Transfer	684716	1.12
				5-May-2017	-3580	Transfer	681136	1.11
				12-May-2017	-3868	Transfer	677268	1.10
				19-May-2017	-20322	Transfer	656946	1.07
				26-May-2017	-5331	Transfer	651615	1.06
				2-Jun-2017	-19981	Transfer	631634	1.03
				16-Jun-2017	-9837	Transfer	621797	1.01
				30-Jun-2017	-22006	Transfer	599791	0.98
				7-Jul-2017	-12505	Transfer	587286	0.96
				18-Aug-2017	-5324	Transfer	581962	0.95
				25-Aug-2017	-6071	Transfer	575891	0.94
				30-Sep-2017	-19806	Transfer	556085	0.91
				6-Oct-2017	-17668	Transfer	538417	0.88
				13-Oct-2017	-1304	Transfer	537113	0.87
				20-Oct-2017	-5972	Transfer	531141	0.86
				5-Jan-2018	6207	Transfer	537348	0.87
		537348	0.87	31-Mar-2018		Transfer	537348	0.87
11	LIFE INSURANCE CORPORATION OF INDIA	662461	1.08	1-Apr-2017				
					Nil Movement during the year			
		662461	1.08	31-Mar-2018	-		662461	1.08
12	GOLDMAN SACHS (SINGAPORE) PTE #	362967	0.59	1-Apr-2017				
				7-Apr-2017	-79812	Transfer	283155	0.46
				14-Apr-2017	-64709	Transfer	218446	0.36
				21-Apr-2017	-28464	Transfer	189982	0.31
				28-Apr-2017	-21218	Transfer	168764	0.28
				5-May-2017	-29617	Transfer	139147	0.23
				12-May-2017	-10855	Transfer	128292	0.21
				19-May-2017	58543	Transfer	186835	0.30
				26-May-2017	30475	Transfer	217310	0.35
				2-Jun-2017	115666	Transfer	332976	0.54

				9-Jun-2017	38988	Transfer	371964	0.61
				16-Jun-2017	72220	Transfer	444184	0.72
				23-Jun-2017	77320	Transfer	521504	0.85
				30-Jun-2017	61978	Transfer	583482	0.95
				7-Jul-2017	83638	Transfer	667120	1.09
				14-Jul-2017	33754	Transfer	700874	1.14
				21-Jul-2017	-22233	Transfer	678641	1.11
				28-Jul-2017	-46039	Transfer	632602	1.03
				4-Aug-2017	-14720	Transfer	617882	1.01
				11-Aug-2017	-2891	Transfer	614991	1.00
				18-Aug-2017	978	Transfer	615969	1.00
				25-Aug-2017	-559	Transfer	615410	1.00
				1-Sep-2017	-45342	Transfer	570068	0.93
				8-Sep-2017	1397	Transfer	571465	0.93
				15-Sep-2017	6175	Transfer	577640	0.94
		1556843	2.53	22-Sep-2017	9192	Transfer	586832	0.96
				30-Sep-2017	30358	Transfer	617190	1.00
				6-Oct-2017	13993	Transfer	631183	1.03
				13-Oct-2017	16867	Transfer	648050	1.05
				20-Oct-2017	2338	Transfer	650388	1.06
				27-Oct-2017	26040	Transfer	676428	1.10
				31-Oct-2017	20754	Transfer	697182	1.13
				3-Nov-2017	4331	Transfer	701513	1.14
				10-Nov-2017	18201	Transfer	719714	1.17
				17-Nov-2017	31984	Transfer	751698	1.22
				24-Nov-2017	28750	Transfer	780448	1.27
				1-Dec-2017	1425	Transfer	781873	1.27
				8-Dec-2017	7767	Transfer	789640	1.29
				15-Dec-2017	27116	Transfer	816756	1.33
				22-Dec-2017	127818	Transfer	944574	1.54
				29-Dec-2017	26290	Transfer	970864	1.58
				5-Jan-2018	28309	Transfer	999173	1.63
				12-Jan-2018	52847	Transfer	1052020	1.71
				19-Jan-2018	39234	Transfer	1091254	1.78
				26-Jan-2018	99625	Transfer	1190879	1.94
				2-Feb-2018	109819	Transfer	1300698	2.12
				9-Feb-2018	87186	Transfer	1387884	2.26
				16-Feb-2018	19856	Transfer	1407740	2.29
				23-Feb-2018	35078	Transfer	1442818	2.35
				2-Mar-2018	67946	Transfer	1510764	2.46
				9-Mar-2018	31379	Transfer	1542143	2.51
				16-Mar-2018	12643	Transfer	1554786	2.53
				23-Mar-2018	293	Transfer	1555079	2.53
				30-Mar-2018	1764	Transfer	1556843	2.53
				31-Mar-2018	-		1556843	2.53
13	UTI-DIVIDEND YIELD FUND	657000	1.07	1-Apr-2017				
				8-Dec-2017	36000	Transfer	693000	1.13
				26-Jan-2018	90000	Transfer	783000	1.27
		783000	1.27	31-Mar-2018	-		783000	1.27
14	PEAR TREE POLARIS FOREIGN VALUE SMALL CAP FUND #	536475	0.87	1-Apr-2017				
				25-Aug-2017	171400	Transfer	707875	1.15
				20-Oct-2017	712200	Transfer	1420075	2.31
		1420075	2.31	31-Mar-2018	-		1420075	2.31

15	LSV EMERGING MARKETS EQUITY FUND LP #	553410	0.90	1-Apr-2017				
				7-Apr-2017	7025	Transfer	560435	0.91
				14-Apr-2017	19300	Transfer	579735	0.94
				21-Apr-2017	21200	Transfer	600935	0.98
				28-Apr-2017	16400	Transfer	617335	1.01
				5-May-2017	11400	Transfer	628735	1.02
				9-Jun-2017	33400	Transfer	662135	1.08
				16-Jun-2017	66365	Transfer	728500	1.19
		728500	1.19	31-Mar-2018	-		728500	1.19
16	DB INTERNATIONAL (ASIA) LTD #	168446	0.27	1-Apr-2017				
				21-Apr-2017	2570	Transfer	171016	0.28
				5-May-2017	-2570	Transfer	168446	0.27
				12-May-2017	39492	Transfer	207938	0.34
				19-May-2017	142165	Transfer	350103	0.57
				26-May-2017	119702	Transfer	469805	0.77
				2-Jun-2017	110406	Transfer	580211	0.95
				9-Jun-2017	17564	Transfer	597775	0.97
				16-Jun-2017	82137	Transfer	679912	1.11
				23-Jun-2017	53347	Transfer	733259	1.19
				30-Jun-2017	42919	Transfer	776178	1.26
				7-Jul-2017	25100	Transfer	801278	1.31
				14-Jul-2017	18977	Transfer	820255	1.34
				21-Jul-2017	1367	Transfer	821622	1.34
				4-Aug-2017	11188	Transfer	832810	1.36
				11-Aug-2017	11005	Transfer	843815	1.37
				18-Aug-2017	16791	Transfer	860606	1.40
				25-Aug-2017	11563	Transfer	872169	1.42
				1-Sep-2017	14477	Transfer	886646	1.44
				30-Sep-2017	8179	Transfer	894825	1.46
				6-Oct-2017	18508	Transfer	913333	1.49
				13-Oct-2017	9440	Transfer	922773	1.50
				27-Oct-2017	-20413	Transfer	902360	1.47
				3-Nov-2017	-46331	Transfer	856029	1.39
				10-Nov-2017	9322	Transfer	865351	1.41
				8-Dec-2017	12446	Transfer	877797	1.43
				15-Dec-2017	7812	Transfer	885609	1.44
				22-Dec-2017	17099	Transfer	902708	1.47
				29-Dec-2017	34	Transfer	902742	1.47
				5-Jan-2018	469	Transfer	903211	1.47
				12-Jan-2018	-19192	Transfer	884019	1.44
				19-Jan-2018	-57218	Transfer	826801	1.35
				26-Jan-2018	-49325	Transfer	777476	1.27
				2-Feb-2018	-49722	Transfer	727754	1.18
				9-Feb-2018	35048	Transfer	762802	1.24
				16-Feb-2018	10265	Transfer	773067	1.26
				23-Feb-2018	65	Transfer	773132	1.26
				9-Mar-2018	1491	Transfer	774623	1.26
				16-Mar-2018	-26719	Transfer	747904	1.22
				23-Mar-2018	-41844	Transfer	706060	1.15
		706060	1.15	31-Mar-2018	-		706060	1.15
17	AJO EMERGING MARKETS ALL-CAP MASTER FUND, LTD. #	0	0.00	1-Apr-2017				
				5-Jan-2018	73062	Transfer	73062	0.12
				12-Jan-2018	227510	Transfer	300572	0.49
				19-Jan-2018	75114	Transfer	375686	0.61
				2-Feb-2018	98838	Transfer	474524	0.77
				9-Feb-2018	233783	Transfer	708307	1.15
				16-Feb-2018	72154	Transfer	780461	1.27
				2-Mar-2018	93124	Transfer	873585	1.42
		873585	1.42	31-Mar-2018	-		873585	1.42

* Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2017

Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.

(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 (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17)/end of the year (31-03-18)	% 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-2017				
					Nil Movement during the year			
		100	0.00	31-Mar-2018	-		100	0.00
2	R.S.Pawar HUF	759	0.00	1-Apr-2017				
					Nil Movement during the year			
		759	0.00	31-Mar-2018	-		759	0.00
3	Mr. Arvind Thakur	612773	1.00	1-Apr-2017				
					Nil Movement during the year			
		612773	1.00	31-Mar-2017			612773	1.00
4	Mr. Vijay Kumar Thadani (Jointly with Renuka Vijay Thadani)	100	0.00	1-Apr-2017				
					Nil Movement during the year			
		100	0.00	31-Mar-2018	-		100	0.00
5	V.K.Thadani HUF	759	0.00	1-Apr-2017				
					Nil Movement during the year			
		759	0.00	31-Mar-2018	-		759	0.00
6	Mr. Amit Sharma (Jointly with Malavika Sharma)	55705	0.09	1-Apr-2017				
					Nil Movement during the year			
		55705	0.09	31-Mar-2018	-		55705	0.09
7	Mr. Lalit Kumar Sharma	0	0.00	1-Apr-2017				
					Nil Movement during the year			
		0	0.00	31-Mar-2018	-		0	0.00
8	Mr. Amit Kumar Garg	0	0.00	1-Apr-2017				
				30-Jun-2017	7000	ESOP	7000	0.01
		7000	0.01	31-Mar-2018	-		7000	0.01
9	Mr. Sudhir Singh	0	0.00	1-Apr-2017				
					Nil Movement during the year			
		0	0.00	31-Mar-2018	-		0	0.00

V. INDEBTEDNESS

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

INDEBTEDNESS **Indebtedness of the Company including interest outstanding/accrued but not due for payment**				
Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness As on 31.03.2018**
Indebtedness at the beginning of the financial year 01.04.2017				
i) Principal Amount	97,151,689		-	108,328,950
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not Due	-	-	-	-
Total (i+ii+iii)	**97,151,689**	**-**	**-**	**108,328,950**
Change in Indebtedness during the financial year				
· Addition	62,755,605	-	-	60,123,022
· Reduction	51,578,344	-	-	48,446,319
Net Change	**(+)11,177,261**	**-**	**-**	**(+)11,676,703**
Indebtedness at the end of the financial year				
i) Principal Amount	108,328,950	-	-	120,005,653
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	**108,328,950**	**-**	**-**	**120,005,653**

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**
		Mr. Rajendra S Pawar - Chairman	**Mr. Arvind Thakur – Vice Chairman & Managing Director**	
1.	Gross salary	24,068,556	29,974,022	54,042,578
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,294,228	1,987,197	3,281,425
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	**25,362,784**	**31,961,219**	**57,324,003**
	Ceiling as per the Act			312,871, 829

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors					
		Vijay K Thadani	Surendra Singh	Amit Sharma	Ashwani Puri	Holly Jane Morris	Total Amount
	Independent Directors						
	· Fee for attending board committee meetings	-	12,80,000	13,40,000	12,60,000	194,225	40,74,226
	· Commission	-	12,50,000	13,00,000	12,50,000	2,088,960	58,88,960
	· Others, please specify	-	-	-	-	-	-
	Total (1)	**-**	**25,30,000**	**26,40,000**	**25,10,000**	**22,83,186**	**99,63,186**
	Other Non-Executive Directors						
	· Fee for attending board committee meetings	13,20,000	-	-	-	-	13,20,000
	·Commission	12,00,000	-	-	-	-	12,00,000
	Others, please specify	-	-	-	-	-	-
	Total (2)	**25,20,000**	**-**	**-**	**-**	**-**	**25,20,000**
	Total (B)=(1+2)	**25,20,000**	**25,30,000**	**26,40,000**	**25,10,000**	**22,83,186**	**12,483,186**
	Total Managerial Remuneration						**12,483,186**
	Overall Ceiling as per the Act						28,442,894

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
1	Gross salary	**Chief Executive Officer**	**Company Secretary**	**Chief Financial Officer**	**Total**
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	56,86,936*	49,25,438	1,15,61,356	221,73,730
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	32,400	39,600	72,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-			-
2	Stock Option	-		39,18,250	39,18,250
3	Sweat Equity	-			-
4	Commission	-			-
	- as % of profit	-			-
	- others, specify	-			-
5	Others, please specify	-			-
	Total	**56,86,936**	**49,57,838**	**1,55,19,206**	**261,63,980**

***Note : During the year, Mr. Sudhir Singh has been appointed as CEO & designated as KMP w.e.f January 19, 2018.**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

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 assesment of projects, programmes 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. Surendra Singh (Independent Director)- Chairman 2. Mr. Amit Sharma (Independent Director)- Member 3. Mr. Ashwani Puri (Independent Director)- Member 4. Mr. Arvind Thakur (Executive Director)- Member
3. Average net profit of the company for last three financial years	**1663 Mn**
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	**33.25 Mn**
5. Details of CSR spent during the financial year.	
(a) Total amount to be spent for the financial year;	**47.34 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	**43,330,575**	**43,330,575**	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 and SHIKSHA, Madanpur Khadar, Delhi, providing IT and employability training to the unprivileged students in and around Dankaur Village. 2. Providing infrastructure support to government nearby schools eg. Jaganpura Primary Govt. School, Murshadpur Primary Govt. School, Garbara Govt. School, Welfare Centre for Persons with Speech and Hearing Impairment in Gurugram e. Oxus Valley School in Kaushambi 3. BFS Vertical sponsored a teaching drive at Murshidpur Primary Govt School and Jaganpur Primary Govt School near Greater Noida campus. 4. The Company also took step towards Donation drive, Teaching drive at Murshidpur Primary Govt School, Diwali and Christmas Celebration at nearby schools and orphanages, education trips 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	**4,017,335**	**4,017,335**	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				**-**		**47,347,910**	**47,347,910**	-

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

NIIT technologies
New Ideas, More Value.™

NIIT TECHNOLOGIES LIMITED

ANNEXURE - C

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

Remuneration paid to Executive Directors

Name	Title	Remuneration in FY18 (Rs. In Mn)	Remuneration in FY17 (Rs. In Mn)	% increase in Remuneration in FY18 over FY17	Ratio of Remuneration to Median Remuneration of NIITians
Mr. Rajendra S Pawar	Chairman	33.50	33.50	0.0%	40.56
Mr. Arvind Thakur	Vice Chairman & Managing Director*	42.04	40.04	5.0%	50.9
* Mr. Thakur has been designated as Vice Chairman & Managing Director wef January 19, 2018					

Remuneration paid to Non-Executive Directors

Name	Title	Remuneration in FY18 (Rs. In Mn)	Remuneration in FY17 (Rs. In Mn)	% increase in Remuneration in FY18 over FY17	Ratio of Remuneration to Median Remuneration of NIITians
Mr. Vijay Kumar Thadani	Non-Executive Director	2.52	1.40	80%	3.05
Mr. Surendra Singh	Independent Director	2.48	1.40	77.14%	3
Mr. Amit Sharma	Independent Director	2.64	1.44	83.33%	3.2
Mr. Ashwani Puri	Independent Director	2.51	1.41	78.01%	3.04
Ms. Holly Jane Morris**	Independent Director	2.28	2.40	Nil	2.76

**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 FY18 (Rs. In Mn)	Remuneration in FY17 (Rs. In Mn)	% increase in Remuneration in FY18 over FY17
Mr. Sudhir Singh#	Chief Executive Officer	55.37	NA	NA
Mr. Amit Kumar Garg	Chief Financial Officer	15.23	14.23	7.00%
Mr. Lalit Kumar Sharma	Company Secretary & Legal Counsel	6.09	5.8	5.00%

Mr. Sudhir Singh has been appointed as Chief Executive Officer wef January 19, 2018

The annualised compensation details of Non Director KMP as on March 31, 2018 and as on March 31, 2017 has been considered for the above disclosure.

The percentage increase in the median remuneration of employees in the financial year FY18 over FY17 : 1.02%

The number of permanent employees on the rolls of company as on March 31, 2018 : 5760

The total increase in the aggregate remuneration of the Executive Directors and the other KMPs (excluding Mr. Sudhir Singh who was appointed during the year) was 3.51%

At the same time, the increase in the aggregate salary of the other employees of the company was 6%. The Compensation committee of the company discused 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 2017-18.

The remuneration paid during the year FY18 was in line with the Remuneration Policy of the company.

ANNEXURE - D

DIVIDEND DISTRIBUTION POLICY

1.0 PREAMBLE:

1.1 This Policy (hereinafter referred to as "Policy") shall be called "The Dividend Distribution Policy" of 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.

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.

2.2 The factors 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.

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 utilisation 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 is also 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 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.

NIIT TECHNOLOGIES LIMITED

ANNEXURE - E

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 shareholding	Country
1	NIIT Technologies Limited, Thailand	THB	2.09	31,291,500	404,721,057	612,826,214	176,813,658		757,432,219	85,298,023	18,948,457	66,349,566		100%	Thailand
2	NIIT Technologies Pte Ltd, Singapore	SGD	49.68	825,430,394	246,673,913	1,263,016,325	190,912,018	814,797,467	576,587,031	45,734,390	9,379,905	36,354,485		100%	Singapore
3	NIIT Technologies Pty Limited, Australia	AUD	50.03	815,509,788	(530,224,378)	375,348,577	90,063,167		570,202,713	44,858,286	-	44,858,286		100%	Australia
4	NIIT Technologies FZ LLC, Dubai	AED	17.74	88,681,500	44,112,682	413,775,803	280,981,621		812,852,596	22,598,386		22,598,386		100%	Dubai
5	NIIT Technologies Phillipines Inc, Phillipines	PHP	1.25	1,247,895	42,839,802	42,628,575	(1,459,121)		41,168,549	4,073,478	3,697,156	376,321		100%	Phillipines
6	NIIT Technologies Brazil Ltda, Brazil	BRL	19.71	4,927,295	7,136,017	12,180,439	117,127		6,892,362	(3,113,145)	378,830	(3,491,975)		100%	Brazil
7	NIIT Technologies Inc., USA	USD	65.14	184,850,310	1,473,291,764	2,947,345,341	1,289,203,267	209,815,866	12,309,510,770	468,773,391	108,688,755	360,084,636		100%	USA
8	NIIT Media Technologies LLC, USA	USD	65.14	349,566,702	86,576,531	501,079,333	64,936,100	-	1,439,581,811	86,576,684	-	86,576,684	-	60%	USA
9	NIIT Technologies Ltd, UK	GBP	91.27	299,024,748	1,952,230,649	2,989,299,874	738,044,476	1,551,983,426	4,440,437,661	309,293,212	11,884,776	297,408,436		100%	U.K
10	NIIT Technologies BV, Netherlands	EUR	80.28	1,457,137	81,272,852	105,193,794	22,463,805	-	80,451,180	7,518,326	884,179	6,634,148		100%	Netherland
11	NIIT Technologies GmbH, Germany	EUR	80.28	43,181,375	82,644,386	239,876,672	114,050,911	-	479,258,420	42,394,573	14,526,118	27,868,455		100%	Germany
12	NIIT Insurance Technologies Limited, UK	GBP	91.27	1,146,021	538,357,114	1,229,847,241	690,344,107	-	1,792,452,321	293,030,978	45,571,055	247,459,923		100%	U.K
13	NIIT Airline Technologies GmbH, Germany	EUR	80.28	80,277,700	212,970,185	346,445,177	53,197,292	-	162,075,578	43,221,134	14,099,168	29,121,966		100%	Germany
14	NIIT Technologies S.A., Spain	EUR	80.28	15,967,235	77,966,291	240,093,554	146,160,028	-	720,701,743	(47,790,384)	(11,947,606)	(35,842,778)		100%	Spain
15	ESRI India Technologies Limited	INR	1.00	10,000,700	739,189,723	1,090,769,673	341,579,250	-	1,201,129,621	286,414,628	64,874,152	221,540,476	180,549,113	89%	India
16	NIIT Technologies Services Limited	INR	1.00	50,000,000	(20,853,364)	29,396,842	250,207	-	-	1,087,017	324,692	762,325	-	100%	India
17	NIIT SmartServe Limited	INR	1.00	500,000,000	100,880,141	675,598,948	74,718,808	383,127,231	539,952,761	56,618,541	18,855,571	37,762,970	-	100%	India
18	Incessant Technologies Private Limited	INR	1.00	8,095,262	748,097,632	1,026,255,471	270,062,577	724,744,582	805,298,970	171,423,405	52,760,568	103,597,687	-	100%	India
19	Incessant Technologies Australia Pty Ltd	AUD	50.03	5,003	337,581,038	544,927,666	207,341,625	-	1,224,208,564	219,234,178	49,291,935	169,942,243	-	100%	Australia
20	Incessant Technologies UK Ltd	GBP	91.27	91,266	399,379,106	628,109,614	228,639,243	-	1,042,705,052	188,047,999	35,847,446	152,200,554	-	100%	UK
21	Incessant Technologies NA Inc	USD	65.14	-	63,859,206	111,490,345	47,631,139	-	291,100,676	20,562,061	7,533,178	13,028,883	-	100%	US
22	Incessant Technologies Ireland Ltd.	EUR	80.28	-	(328,657)	-	328,657	-	-	-	-	-	-	100%	Ireland
23	Ruletek LLC	USD	65.14	6,514	213,709,276	236,495,166	22,779,387	-	585,277,233	245,447,866	87,197,324	158,250,542	-	55%	US

1. Indian Rupee equivalent of the figures given in the foreign currencies in the accounts of subsidiary companies, are based on exchange rates as on March 31, 2018
2. The reporting period of all subsidiaries is March 31, 2018

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

Form No. - MR - 3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2018

[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]

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, 2018 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, 2018, 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;

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 Director, 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 members and creditors for the scheme of amalgamation between PIPL Business Advisors and Investment Private Limited and GSPL Advisory and Investment Private Limited with the Company subject to the approval of National Company Law Tribunal.

FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES

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

Place: NEW DELHI

Management's Discussion and Analysis

Management's Discussion and Analysis of Performance: FY 2018

(of consolidated performance, unless otherwise stated)

Review of the macro-economic environment & Industry outlook

The macro-economic environment has been relatively stable during the financial year under review, with the IMF in its World Economic Outlook released during the year forecasting global economic growth of 3.6% in 2017 and 3.7% in 2018. In a report issued in January 2018, the World Bank too said it expects the global economy to grow much faster than anticipated earlier in view of the global economy experiencing a cyclical recovery, reflecting a rebound in investment, manufacturing activity and trade.

The US economy continues to do well, expanding at a healthy pace. The substantial tax cuts that were legislated there appear to have provided further impetus to the economy. The Eurozone too appears to be doing better now compared to the preceding year, with GDP growth picking up. In the UK, however, the Brexit negotiations have been weighing on sentiment and economic activity. The Asia-Pacific region has been a clear front-runner and that trend is likely to continue. In India a slew of structural reforms have had a transient impact on growth but it is still among the faster growing economies.

The Indian IT industry's sustained and profitable growth in the face of a challenging environment is, to a large extent, due to the talent, skills and delivery capabilities that industry players have been able to build over the years, as well as the willingness to embrace change and adapt to evolving industry and technology trends.

The outlook for the Indian IT Services sector remains positive, with NASSCOM expecting continued growth in IT-BPM exports during FY2019, in the range of about 7% to 9%.

NIIT Technologies: Engage with the emerging

NIIT Technologies has a clearly articulated strategy for growth - to "Focus and Differentiate", an approach that has yielded rich dividends over the years, with the Company emerging as the preferred choice for customers in its industry verticals of focus that include Travel & Transportation, Insurance and Banking & Financial Services. The Company's highly differentiated position in these industry verticals is driven by its domain specialization, established track-record, investments in intellectual property (IP) and strong capabilities. Building on this specialization the company is leveraging domain understanding using emerging technologies to innovate, and incubate digital solutions which are industrialised through intelligent automation.

Capitalising upon opportunities arising from disruptions and discontinuities

The financial year under review saw the Company effectively transform itself in order to capitalize upon the opportunities arising from disruptions and discontinuities in the technology and demand landscape. The Company has scaled up its Digital Services business, which has been a key growth driver during FY2018. It acquired controlling interest in RuleTek, a BPM architecture services company with a track record of successful implementations for Fortune 500 companies, during the year under review. This transaction further strengthened the Company's Digital Integration capabilities, expanded its footprint in the high-opportunity North American market and added near-shore capabilities to its existing delivery model.

The Company continues to leverage 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.

Restructured for growth with new leadership

During the year, the Company inducted new leaders drawn from Tier 1 organizations to lead major industry segments globally and further sharpen the focus on select industry segments.

With a view to ensure better connect with the marketplace, these leaders are based in the major markets they serve.

The company also inducted a new CEO Mr. Sudhir Singh who joined in May 2017 was appointed as Chief Executive Officer in January 2018. He is based in New Jersey, USA.

The fundamental principles underpinning this reorganization, effective from the start of the new financial year, were centered around further accelerating revenue growth, enhancing market impact, moving the center of gravity of the Company's leadership team to the markets and creating new growth vectors.

Cloud, Automation, and Data – the new growth vectors

While the Company already has a formidable presence and well-regarded position in industry verticals such as Travel & Transport, Insurance and Financial Services (particularly the Wealth and Asset Management sub-segments), it is focusing on buildouts along two dimensions on the capability front. This includes structuring of technologies that present an immediate

opportunity to scale and differentiate as Service Lines capable of replicating the success the Company has had in the fields of IMS and ADM. The Company expects to achieve this by building up two service lines around the following axes – Data/Automation and Cloud. In addition to that, the Company is also strengthening it Centres of Competence (CoCs) to advance and accelerate its capabilities in the areas of Blockchain and Artificial Intelligence.

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.)

During FY2018, NIIT Technologies registered a 6.8% growth in revenues to Rs 29,914 million from Rs 28,021 million in the preceding year. Operating (EBITDA) margins for the year stood at 16.8% and profits after taxes (PAT) grew 12.1% to Rs 2,802 million from Rs 2,501 million in the previous year.

The Company's growth performance during the year under review reflects its ability to mine existing accounts, receive fresh business from clients, secure large deals, and add new logos at an accelerated rate. This enabled the Company to report healthy growth for the year despite some headwinds from a decline in revenues from a couple of engagements – a Travel & Transport client account that has since stabilized and Morris Communications, which is a media company that divested a significant part of its business during the year.

Growth during the year has been broad-based, with the number of million-dollar clients rising to 80 from 73 at the end of the preceding year. Revenues from Digital Services grew 27% during FY2018, contributing 24% to overall revenues.

Geographies: contribution to consolidated revenues (in %)*	FY 2018	FY 2017
Americas	49%	48%
EMEA	31%	33%
Rest of World	20%	19%

Among verticals, the Insurance and BFS businesses registered growth, while the Travel & Transport declined as a result of sluggishness in some accounts.

Verticals: contribution to consolidated revenues (in %)*	FY 2018	FY2017
Travel & Transport	28%	32%
Insurance	26%	23%
Banking and Financial Services	17%	19%
Government	1%	3%
Manuf, Media and Others	28%	23%

*The FY2017 revenue mix excludes impact of the settlement.

Human Resources

The Company had a total of 9,423 NIITians, as its employees are often referred to, as on 31st March 2018. NIIT Technologies is a people centric organisation with a rewards and recognition philosophy that focuses on fostering a culture of appreciation, encouraging value creation and promoting innovation at the workplace. As a result it, it enjoys much lower attrition rates than many peers. Attrition rate for FY2018 was 10.47%, an improvement from 12.7% in the previous year.

Order intake and 12-month order book: Total fresh order intake during FY2018 was US$507 million and the order book executable over next 12 months stood at US$ 339 million as on March 31, 2018. This was led by multiple new engagements secured by the Company during the year, as well as 7 large multiyear deals. A total of 31 new clients were acquired during FY2018, which is more than twice the number of new customers added by the Company in the preceding year.

Outlook

NIIT Technologies has been quick to adapt to the shifts in customer expectations as well as technology-led discontinuities and disruptions, reflected in the manner in which the Company has transformed itself. The outlook for the Company remains strong, with improved revenue visibility on the back of robust order-booking during the financial year under review.

Order Intake (in US$ mn) by geography	FY2018	FY2017
Fresh Order Intake	507	457
USA	249	205
EMEA	149	173
ROW	109	78
Executable Order Book over Next 12 Months, US$ mn	339	320

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.

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/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.

Competition-related risk: The Company operates in the highly competitive global IT services and solutions market, against several Indian and foreign players 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 and long-standing relationships with several key clients has been enabling it to deliver growth in a highly competitive environment. The Company intends to stay the course in terms of following its strategy to Focus and Differentiate. It 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 has a relatively diversified geographic and client mix and the Company 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%, 31%, and 20% of revenues respectively, during FY2018. The Company's also has a broad based clientele, with the Top 10 customers contributing about 42% of FY2018 revenues.

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.

Environment risks: The Company serves clients globally across multiple countries, and its operations are subject to risks emanating from protectionist policies, restrictions on immigration/visas, or other restrictive legislations in any of those jurisdictions that may have an impact on its ability to deliver solutions and compete there. Among the measures to mitigate such risks, the Company has been making active efforts to enhance localization of operations with recruitment of local talent and increasingly building local capabilities within the countries that it operates in.

Additionally, given that 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 have an impact on the Company's performance. The functional currencies for the Company and its subsidiaries' operations are the respective currencies of the countries in which they operate. The Company actively books foreign exchange forward covers/derivative options to hedge against foreign currency fluctuations related to its bills receivables and anticipated realisations from projected revenues. In accordance with its risk management policies and procedures, the Company uses derivative instruments such as foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The derivatives that qualify for hedge accounting and designated as cash flow hedges are initially measured at fair value and are re-measured at a subsequent reporting date, with changes in the fair value of the derivatives (that is, gain or loss, net of tax impact) recognized directly in shareholders' funds under hedging reserve to the extent considered highly effective. Gain or loss on derivative instruments that either does not qualify for hedge accounting or not designated as cash flow hedges or designated cash flow hedges to the extent considered ineffective are recognized in the Profit and Loss account. Hedge accounting is discontinued when the hedging instrument expires, sold, terminated, or exercised, or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instrument recognized in shareholder's funds under hedging reserve is retained there until the forecasted transaction occurs, after which the same is adjusted against the

related transaction. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholder's fund is transferred to Profit and Loss account in the same period.

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 investment 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, software, 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, SMAC (Social Media, Mobility, Analytics, and Cloud), and Automation reflect its ability to be market-ready with regard to any shifts in the business landscape.

("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 2017-18 (FY2018)

Committed to conducting business and driving growth responsibly

NIIT Technologies sees itself as a responsible business, with sustainability and corporate social responsibility being among the key elements that it strives to incorporate into its efforts to achieve sustained growth over the long term. The Company 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.

The Company considers it important to focus not only on its economic bottom line that measures financial profitability but also on the benefits and impacts of its activities on the environment as well as society at large. It already has made significant progress in that direction 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).

NIIT Technologies has identified monitoring and mitigation of carbon footprint as key to its goals with regard to the Environment, which include the following elements:

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

The Company has been proactively adopting and initiating multiple environment-friendly measures aimed at ensuring consistent and sound environment-friendly behaviours and outcomes. These include the reduction its carbon footprint, conservation of resources including energy and water, recycling or efficient disposal of waste, as well as leveraging the use of renewable resources where possible.

Among the measures undertaken to reduce its energy consumption are initiatives to reduce its cooling and heating energy consumption and lighting energy requirement, bringing down its consumption over the past few years. 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, such as the 75 KW capacity Solar PV Power Plant at its campus in Greater Noida, which was commissioned in the preceding fiscal and had its capacity enhanced during the financial year under review. The Company now has plans to install a 25KW Solar PV power plant at its Gurugram facility during the next financial year (that is, FY2018-19).

The Company also engaged in several other initiatives such as paper reduction by doing away with the use of paper cups and reduction of plastic usage through a pilot effort aimed at replacing plastic bin liners with handmade newspaper bin liners. The Company already has ISO14001 & OHSAS 18001 certifications.

From an Economic perspective, during FY2018 the Company reported revenues of Rs.16459 mn, representing a growth of 3.2% over the previous year.

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, and dividends to shareholders 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 FY2018, the Company received multiple recognitions and awards, reflecting to 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, 2017 to March 31, 2018
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, 2018)	614,561,240
2.	Total Turnover (for financial year ended March 31, 2018)	29914 Mn (consolidated)
3.	Total profit after taxes (for financial year ended March 31, 2018	2802 Mn (consolidated)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	More than 2% of the average net profit of the past three years on standalone basis NIIT Technologies Ltd (refer to Annexure B of the Board Report)
5.	List of activities in which expenditure in 4 above has been incurred	Please refer to Annexure B of the Board Report

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 Yes, the Company maintains an "open door" the policy/policies to address stakeholders' grievances related to the policy with regard to the questions from customers, 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 FY2017-18, 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 2017-18.

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 has a Solar PV Power Plant, which was successfully commissioned in the preceding financial year, at its SEZ campus in Greater Noida. The capacity of this Solar PV Power Plant, which earlier was 50 KW, was further enhanced by the Company during the year under review to 75 KW.
- "Platinum" Green Building rating: The Company's single-largest facility, located in its sprawling SEZ campus at Greater Noida, adheres to environment-friendly practices. The first block (Phase 1 & phase 2) of this campus has been awarded the highest possible 'PLATINUM' Green Building rating by Indian Green Building Council (IGBC) under LEED® India Core & Shell system.
- Consolidated server farm: The Company has consolidated its data centre, enabling high availability and concurrent maintainability of infrastructure as well as leading to better energy efficiency. The improvement from this initiative is estimated at 30,000 electricity units per month in PUE (Power Utilization Effectiveness), which is the unit of measurement for data centre efficiency.

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, 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. With a view to support and encourage local suppliers, the Company has enrolled local vendors as suppliers in several areas such as office housekeeping, catering, maintenance, and local transportation.

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 enerated 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:

- Sent some of our Returning Mothers for 'Breakthrough – Career Resilience' , an external program spanning 8 months.
- Leaders were educated on unconscious biases through the Company's 'With Due Respect' program series.
- 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.
- 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 FY2018, the Company had a total of 9,423 NIITians, as its employees are called.

Manpower	As on March 31, 2018
Total number of employees	9,423
Permanent employees	8.343
Temporary/contractual/casual basis- employees	1,080
Permanent women employees	1,977
Employees with disabilities	Data not available

The Company seeks to maintain a challenging and fulfilling work environment. Its policies, such as its anti-harassment 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 3,705 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 FY2018 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. During the year under review, several of the Company's employees underwent training across multiple areas from skill upgradation to safety and diversity at the workplace, as detailed in the table below:

Training Imparted (FY2017-18)	Total	Female Staff	Male Staff
Total No. of Hours of Training	1353319	388654	964665

Category wise distribution

Technical Skills +Digital Skills	61%
Domain Skills	12%
Behavioral / Soft Skills	8%
Leadership & Management	4%
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 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 FY2018, 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.

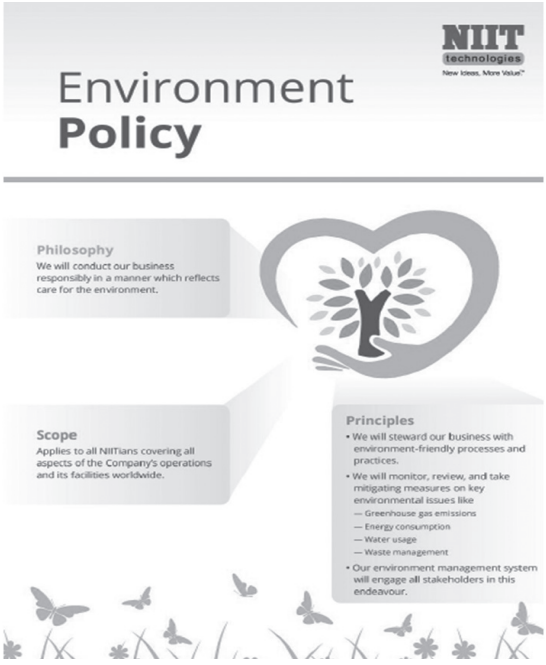
PRINCIPLE 5: RESPECT AND PROMOTE HUMAN RIGHTS

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 FY2018 Annual Report, for more details.

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

NIIT Technologies is an established and global IT solutions provider addressing the requirements of clients across the Americas, Europe, Asia, and Australia. Differentiated on the strength of its domain expertise, the Company serves clients in travel & transport, insurance, banking and financial services, and media verticals, offering a range of services including application development and maintenance, infrastructure management, and business process services. The Company has a strong and rapidly growing presence in the Digital Services space, where it is helping businesses design agile, scalable, and digital operating models. The Company has a clearly defined strategy of being a focused player. This strategy to "Focus and Differentiate" reflects the Company's intent to be the "first choice" in its chosen industry verticals and even for other stakeholders in growth, including employees. 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 Digital Services 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

At NIIT Technologies, it is imperative that the Company's affairs are managed in a fair and transparent manner. Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness by governing the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large. This framework is driven by the objective of enhancing long-term stakeholder value and association without compromising on ethical standards and corporate social responsibilities.

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. The Company believes in adopting and adhering to globally recognized corporate governance practices and continuously benchmarking itself against such practices. The Company ensures that it evolve and follow the corporate governance guidelines and best practices.

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 Obligations & Disclosure Requirements) 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 Securities and Exchange Board of India ('SEBI') Listing Obligations and Disclosure Requirements, 2015 (SEBI Listing Regulations) & the Companies Act, 2013. The present composition of the Board comprises of seven (7) members out of which four (4) members are Independent Directors, which constitutes more than 50 percent of the total strength of the Board. The Chairman of the Board is Mr. Rajendra S Pawar, who is an Executive Director 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 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 Board appointed Mr. Sudhir Singh as CEO Designate on the recommendation of Nomination and Remuneration Committee during the year. The Nomination & Remuneration Committee and Board of Directors at their meeting held on January 18 & 19, 2018 respectively, approved the matter related to elevation of Mr. Arvind Thakur as Vice Chairman & Managing Director of the Company and appointed Mr. Sudhir Singh as Chief Executive Officer (CEO) of the Company. The Nomination & Remuneration Committee and Board of Directors at their meeting held on March 26 & 27, 2018 respectively, re-designated Mr. Rajendra S Pawar as Chairman of the Company The composition of the Board as on March 31, 2018 is provided below:

Composition of the Board as on March 31, 2018

Independent Directors	4
Non-Executive Director	1
Chairman - Executive Director	1
Vice Chairman and Managing Director	1
Total	**7**

The composition of Board alongwith 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 2017-18		Dates of meetings held during the year	Whether attended last AGM (September 22, 2017)	No of Directorship/ Chairperson in other public companies		No of Membership/ Chairperson of Board Committee in other public companies	
		Held	Attended			Member	Chairperson	Member	Chairperson
Mr. Rajendra S Pawar (00042516)	Executive – Chairman (Promoter)	7	7	May 05, 2017	Y	3	1	1	-
Mr. Arvind Thakur (00042534)	Executive - Vice Chairman & Managing Director	7	7	July 20, 2017	Y	3	-	2	1
Mr. Vijay K Thadani (00042527)	Non Executive Non Independent Director (Promoter)	7	6	September 22, 2017	Y	5	2	4	-
Mr. Amit Sharma (00050254)	Non Executive-Independent Director	7	4	October 18, 2017	Y	2	-	2	0
Mr. Ashwani Puri (00160662)	Non Executive- Independent Director	7	7	December 14, 2017	Y	2	-	2	2
Mr. Surendra Singh (00003337)	Non Executive- Independent Director	7	6	January 19, 2018	Y	4	-	5	1
Ms. Holly Jane Morris (06968557)	Non Executive- Independent Director	7	3	March 27, 2018	N	-	-	-	-

Note :

* Directorships do not include private companies, foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013

** Board committee for this purpose includes Audit Committee and Stakeholders' Relationship Committee of public limited Companies

All the Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of the Independent Directors is in compliance with the Act. 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 the independence or judgment of the Directors.

The Board of Directors also review the Compliance Reports periodically pertaining to all laws applicable to the Company.

Board meetings and Directors' attendance

During the year April 1, 2017 to March 31, 2018 the Board met seven times, on May 05, 2017, July 20, 2017, September 22, 2017, October 18, 2017, December 14, 2017, January 19, 2018 & March 27, 2018 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/sites/default/files/Familiarization%20Programme-%20Independent%20Directors.pdf.

During the year, the shareholders approved the appointment of Ms. Holly Jane Morris for a second term, not exceeding five years in their Annual General Meeting held on September 22, 2017.

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 2017-18. This Code has been displayed on the Company's website.

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

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 FY2017-18 are as under:

Name of the Audit Committee member	Category	Designation	Number of meetings during the Financial Year 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Ashwani Puri	Non Executive-Independent Director	Chairman	7	7	May 04, 2017 July 19, 2017 September 22, 2017 October 17, 2017 January 18, 2018 February 23, 2018 March 26, 2018
Mr. Surendra Singh	Non Executive-Independent Director	Member	7	7	
Mr. Vijay K Thadani	Non Executive Director	Member	7	6	
Mr. Amit Sharma	Non Executive-Independent Director	Member	7	6	

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 CEO, Chief Financial Officer, Internal Audit Head, representatives of Statutory Auditors and such executives as it consider appropriate at its meetings. The 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. 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.

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 FY2017-18 are as under:

Name of the Nomination & Remuneration Committee member	Category	Designation	Number of meetings during the Financial Year 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Non Executive-Independent	Chairman	6	6	May 04, 2017 May 26, 2017 June 15, 2017 October 17, 2017 January 18, 2018 March 26, 2018
Mr. Surendra Singh	Non Executive-Independent	Member	6	6	
Mr. Vijay K Thadani	Non Executive	Member	6	5	

The Chairperson of the Committee is an Independent Director.

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.

The criteria for performance evaluation of Independent Directors cover preparation, participation, conduct and effectiveness of their functioning.

Details of Remuneration paid to Directors during the year April 1, 2017 to March 31, 2018

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

Name of Director	Mr. Rajendra S Pawar	Mr. Arvind Thakur
Salary and Allowances	13,908,556	17,698,829
Part – A	1,308,673	1,592,735
Perquisites		
Part – B	1,764,832	2,271,977
Contribution to Provident Fund, Superannuation Fund or Annuity Fund		
Performance - linked Bonus (paid)	10,160,000	12,144,000
Total	**27,142,061**	**33,707,541**

Service Contracts : The current term of Mr. Rajendra S Pawar and Mr. Arvind Thakur is for a period not exceeding five years w.e.f March 27, 2018 & January 19, 2018 respectively subject to shareholder's approval at the upcoming AGM.

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.

Note:

- There has been changes in the designations of Mr. Arvind Thakur & Mr. Rajendra S Pawar. Mr. Thakur has been elevated to the position of Vice Chairman and Managing Director of the Company w.e.f January 19, 2018, whereas, Mr. Rajendra S Pawar has been designated as Chairman of the Company w.e.f March 27, 2018 on the same terms and conditions as approved by the Shareholders in their meeting held on July 07, 2014.
- The Board now recommends the appointment of Mr. Rajendra S Pawar as Chairman of the Company and Mr. Arvind Thakur as Vice Chairman and Managing Director of the Company on revised terms and conditions individually for a period of five years and the resolutions seeking approval from the Shareholders of the Company at the ensuing Annual General Meeting of the Company have been duly incorporated in the Notice to the Annual General Meeting.

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 upto 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 alongwith the Board within the prescribed limits as stipulated under 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 for the FY 2017-18 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	32,000
Sitting Fees	13,20,000	12,80,000	13,40,000	12,60,000	3,000

* 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, 2018 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 during FY 2017-18.

Nomination & Remuneration Policy

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 constituted the Nomination and Remuneration Committee ("Committee") consisting of three or more Non-Executive Directors out of which not less than one-half are independent directors.

Further, the Committee has devised 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 executive director(s), including the functional / vertical heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Appointment and Removal of Director, KMP and Senior Management Personnel

1. Appointment criteria and qualifications

a) Subject to the applicable provisions of the Companies Act, 2013, the 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.

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 or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

c) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Whole-time Director in accordance with the provisions of the Companies Act, 2013 and if in variance with such provisions, then with the prior approval of the Central Government

2) Remuneration to Non- Executive/Independent Directors:

a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. The Committee, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

d) Any remuneration paid to Non- Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional;

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the Company's Policy.

b) The Committee shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

4) Other General Provisions:

a) The CEO/ CPO shall make Annual presentation of the performance and compensation for the other KMP and Senior Management Personnel. The proposed compensation policy for these executives for the forthcoming year will also be presented. The Committee shall discuss the details and give its inputs to help the CEO to finalise the policy for adoption by the Company.

b) The CEO along with CPO shall constitute an HR Steering Committee for reviewing the remuneration of all other employees.

c) Where any insurance is taken by the Company on behalf of its Whole-time Directors, Chief Executive Officer,

Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Amendments

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s) and circular(s) etc.

Policy on Board Diversity

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

Performance Evaluation

Pursuant to the provisions of the 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 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.

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 which inter-alia included contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, attendance and availability etc.

The Committee members carried out evaluation based on discussions and one to one interaction and assessments under an internal assessment process as per the decision of the members.

The Committee discussed and completed the performance evaluation and authorized the Chairperson to communicate the same to the Board.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 the Independent Directors. The Directors expressed their satisfaction with 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 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 Stakeholders' Relationship Committee member	Category	Designation	Number of meetings during the Financial Year 2017-18		Dates of meetings held during the year
			Held	Attended	
Mr. Amit Sharma	Non Executive-Independent	Chairman	4	3	May 04, 2017 July 19, 2017 October 17, 2017 January 18, 2018
Mr. Arvind Thakur	Executive	Member	4	4	
Mr. Vijay K Thadani	Non Executive	Member	4	4	

During the year April 1, 2017 to March 31, 2018 the Company received a total of 228 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 2017-18:

Nature of Request/queries	Request/ queries received	Com-plaints Received	Resolved	Unre-solved
	Nos.	Nos.	Nos.	Nos.
Change of address	16		16	-
Change of bank details	13		13	-
Correction in d/w & issue dd	110		110	-
Dividend not received		2	2	-
Miscellaneous	1	1	2	
Non receipt of annual report/notice		2	2	-
Request for annual report/notice	42		42	-
Request for bonus shares	14		14	-
Request for duplicate share certificates	8		8	-
Request for share-holding details	11		11	-
SEBI/Stock Exchange	1		1	
Share certificates lodged for transfer	7		7	-
Total	**223**	**5**	**228**	-

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 Committee (CSR) broadly comprises:

- Identification of the initiatives and specification of the projects and programs those are to be undertaken and recommending the same to the Board.
- Identification of CSR projects/programs, which focuses on integrating business models with social and environmental priorities and processes in order to create shared value.
- Preparation of the list of CSR programs which a Company plans to undertake during the implementation year.
- Prepare modalities of execution of the project/ programs undertaken and implementation of schedule thereof.
- Implementation and monitoring progress of these initiatives

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

Name of the member	Category	Designa-tion	Number of meeting during the Financial Year 2017-18		Date of meeting held during the year
			Held	Attended	
Mr. Surendra Singh	Non Executive-Independent	Chairman	1	1	May 04, 2017
Mr. Amit Sharma	Non Executive-Independent	Member	1	1	
Mr. Ashwani Puri	Non Executive-Independent	Member	1	1	
Mr. Arvind Thakur	Executive	Member	1	1	

Other Committees

The Company has following other Committees:-

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

GENERAL BODY MEETINGS

Particulars of the last three Annual General Meetings/ Postal Ballot

Annual General Meetings

Year	Location	Date	Day	Time	Special Resolution
2017	Ocean Pearl Retreat, Satbari, Chattarpur Road, New Delhi – 110 074	Sep-tember 22, 2017	Friday	09:00 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	09:00 A.M.	NIL
2015	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074	August 03, 2015	Monday	09:00 A.M.	NIL

NCLT convened General Meeting

Year	Location	Date	Day	Time	Special Resolution
2017	Ocean Pearl Retreat, Satbari, Chattarpur Road, New Delhi – 110 074	Octo-ber 28, 2017	Saturday	09:00 A.M.	To approve the Scheme of Ar-rangement for the amalgama-tion of promoter group Compa-nies as directed by the Hon'ble NCLT

Postal Ballot

The Company conducted a Postal Ballot during the year 2017-18, pursuant to Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 (erstwhile Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India ("SEBI Circular"), read with the provisions of Section 110 of the Companies Act, 2013 ("2013 Act") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment, re-enactment, substitution thereof).

The Postal Ballot Notice was sent to Public Shareholders of the Company either in physical or electronic form, for seeking their approval by passing ordinary resolution for approval of the scheme of amalgamation between PIPL Business Advisors And Investment Private Limited ("Amalgamating Company 1") and GSPL Advisory Services And Investment Private Limited ("Amalgamating Company 2") and NIIT Technologies Limited ("Company"/"Amalgamated Company") and their respective shareholders and creditors. The dispatch of the said notice was completed on August 11, 2017 and advertisement in this regard was published on August 12, 2017 in the newspapers. The voting period commenced on Thursday August 17, 2017 (10:00 a.m.) and ended on Friday, September 15, 2017 (5:00 p.m.).

Mr. Nityanand Singh, Practicing Company Secretary (Membership No. FCS – 2668) of M/s Nityanand Singh & Co., Company Secretaries, was appointed as scrutinizer by the Board of Directors for conducting the postal ballot and remote e-voting process in a fair and transparent manner. The Scrutinizer submitted his report on September 16, 2017 and a brief summary of which is presented below.

(A) Number of Votes cast through Postal Ballot forms and remote e-voting:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the public shareholders of the Company	68	9797
	Less: Postal Ballot Forms found invalid	10	1776
	Net valid Postal Ballot Forms	58	8021
2	Valid Votes cast by shareholders through remote e-voting	395	29938590
	Total valid votes cast through Postal Ballot and remote e-voting	**395**	**29938590**

(B) Results of votes cast through Postal Ballot forms and remote e-voting:

S. No.	Particulars	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	29943292	99.98
2	Total number of votes cast against the Resolution	3319	0.02
	Total	**29946611**	**100**

Mr. Rajendra Singh Pawar, Chairman and Managing Director of the Company after receiving the Scrutinizer's Report announced that the following resolution as set out in the Postal Ballot Notice dated July 20, 2017 was approved and passed by the public shareholders with requisite majority as ordinary resolution in terms of the Scrutinizer's Report dated September 16, 2017. The deemed date of passing the resolution is the last date specified for receipt of duly completed postal ballot forms/e-voting i.e. September 15, 2017

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 – www.niittech.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, 2017, July 20, 2017, October 18, 2017, January 18, 2018 and Press Conferences in the months of May 2017, July 2017, October 2017 and January 2018 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.

Financial Results	Newspapers	Date of publication
Audited financial results for the quarter ended March 31, 2017	Business Standard - English Business Standard- Hindi	May 6, 2017
Unaudited financial results for the quarter ended June 30, 2017	Business Standard - English Business Standard- Hindi	July 21, 2017
Unaudited financial results for the quarter ended September 30, 2017	Business Standard - English Business Standard- Hindi	October 19, 2017
Unaudited financial results for the quarter ended December 31, 2017	Business Standard - English Business Standard- Hindi	January 20, 2018

GENERAL SHAREHOLDERS' INFORMATION

a. Annual General Meeting

Date: September 28, 2018

Time: 09:00 A.M.

Venue: Ocean Pearl Retreat, Satbari, Chattarpur Road, New Delhi – 110 074

b. Financial Year

Year ending: March 31, 2018

Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending 30th June, 2018	By 2nd week of July
Financial reporting for the second quarter ending 30th September, 2018	By 2nd week of October
Financial reporting for the third quarter ending 31st December, 2018	By 2nd week of January
Financial reporting for the year ending 31st March, 2019	By the 2nd week of May
Annual General Meeting for the year ended 31st March, 2019	By the last week of September

c. Dividend

The Board of Directors have recommended a dividend of Rs.15/- per Equity Share of face value Rs.10/- each, subject to approval of the shareholders' at the ensuing Annual General Meeting. The dividend, if declared, shall be paid to the shareholders within 30 days from the date of AGM i.e. on or before 30 days from the Date of declaration, as per the provisions of the Companies Act, 2013. The Dividend, if declared, will be paid to those members whose names appear in the Register of Members or in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on September 14, 2018.

Book Closure

Date: September 15, 2018 to September 28, 2018 (both days inclusive)

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, 2018 to March 31, 2019 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, 2017 to March 31, 2018 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, 2017 to March 31, 2018:

	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-17	29918	475.00	419.80	28,039	9304	474.00	419.25	28,156
May-17	31146	544.00	455.00	31,982	9621	544.75	457.00	32,065
Jun-17	30922	595.00	520.00	35,432	9521	598.00	515.30	35,453
Jul-17	32515	601.00	510.90	31,567	10077	601.00	510.00	31,650
Aug-17	31730	520.00	462.95	30,569	9918	520.00	462.60	30,609
Sep-17	31284	567.85	487.85	33,274	9789	568.15	486.20	33,326
Oct-17	33213	696.90	539.55	41,642	10335	696.90	539.45	41,587
Nov-17	33149	680.00	620.00	39,278	10227	679.90	619.60	39,278
Dec-17	34057	659.50	606.00	39,704	10531	661.00	603.65	39,627
Jan-18	35965	927.40	637.50	52,583	11028	928.75	637.80	52,595
Feb-18	34184	862.60	741.15	51,274	10493	862.70	735.10	51,271
Mar-18	32969	1011.95	834.15	53,113	10114	1012.45	833.80	53,160

*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 March 31, 2017	As on March 31, 2018	% Increase/ (Decrease)
NIIT Technologies Ltd	435.6	865	99%
NIFTY IT	10703.3	12511.55	17%
NIFTY 50	9173.8	10113.7	10%
S&P BSE Sensex	29620.5	32968.68	11%

Stock Prices mentioned in the 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 details of Company's Registrar for dematerialisation and transfer of shares are given below:–

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

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

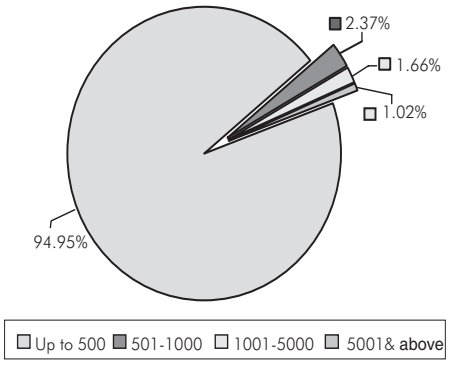
all amendments thereto. For this purpose, the Share Transfer Committee (a sub-committee of Stakeholders Relationship Committee of the Board) meets as often as required. During the review period, the Committee met 18 times. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Physical Shares requested for dematerialisation were confirmed mostly within a fortnight.

k. Distribution of shareholding

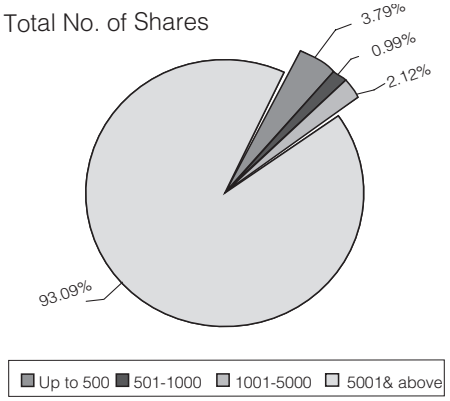
Shareholding Distribution Schedule as on March 31, 2018

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Range (No. of Shares)	Total No. of Shares	% to Total Shares
Up to -500	34,563	94.95	Up to -500	2,330,593	3.79
501-1000	861	2.37	501-1000	609,259	0.99
1001-5000	603	1.66	1001-5000	1,305,573	2.12
5001 & above	373	1.02	5001 & above	57,210,699	93.09
TOTAL	**36,400**	**100.00**	**TOTAL**	**61,456,124**	**100.00**

No. of Shareholders



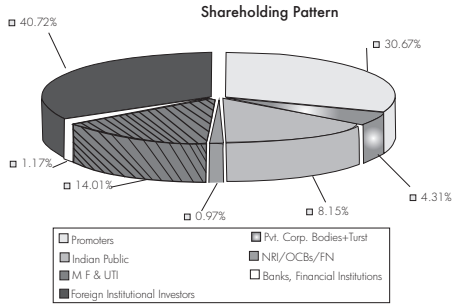
Total No. of Shares



Shareholding Pattern as on March 31, 2018

Category	No. of Shares held (face value of Rs. 10/- each	Percentage of total shareholding
Promoters' Shareholding		
Indian Promoters	18,848,118	30.67
Foreign Promoters	-	-
Total Promoters' Holding	**18,848,118**	**30.67**
Public Shareholding		
Mutual Fund and UTI	8,608,185	14.01
Banks, Financial Institutions & Insurance Companies	719,674	1.17
Foreign Portfolio Investors & Foreign Institutional Investors.	25,024,161	40.72
NRI/Foreign Nationals	599,021	0.97
Private Corporate Bodies & Trust	2,651,357	4.31
Individuals	5,005,608	8.15
Total Public Shareholding	**42,608,006**	**69.33**
Grand Total	**61,456,124**	**100.00**

Categories of Equity Shareholders as on March 31, 2018



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, 2018, 99.57% percent shares of the Company were held in dematerialised form.

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.

m. 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.

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

During the Financial Year 2017-18, 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.

o. 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.

p. 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

q. Address for correspondence

The shareholders may address their communication/ suggestions/ grievances /queries to:

The Compliance Officer
NIIT Technologies Limited
8, Balaji Estate, Guru Ravi Das Marg,
Kalkaji, New Delhi – 110 019 Tel No. : 91 11 41675000
Fax : 91 11 41407120
e-mail: – investors@niit-tech.com

r. 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, 2018 as per Regulation 39 of Listing Regulations, are as under:

Particulars	No. of share-holders	No. of shares
Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the beginning of the year	218	35188
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year	7	736
Number of shareholders whose shares were transferred to IEPF Account during the year	173	29096
Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the end of the year	38	5356

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

s. 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-tech.com/sites/default/files/nomination_form.pdf. In case of demat holdings, the request may be submitted to the Depository Participant.

t. 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, is annexed to this Report.

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.

u. (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. 1864401 which was due for the Financial Year ended up to March 31, 2010 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, 2018, nor shall any payment against any such claim.

Pursuant to procedure stipulated in the Rules, the shares can be claimed from IEPF authority by applying online at http://www.iepf.gov.in or http://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 were requested to apply for revalidation/issue of demand drafts for the dividend for the Financial Year ending March 31, 2011 on or before 28th July 2018 after which any unpaid dividend amount for the Financial Year 2010-2011 has been transferred to Investors Education and Protection Fund (IEPF) by the Company and any claim lying in the respective account thereafter can be applied to IEPF Authority by applying online at http://www.iepf.gov.in or http://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
2010-11	Final Dividend	01-07-2011	30-07-2018
2011-12	Final Dividend	02-07-2012	31-07-2019
2012-13	Final Dividend	01-07-2013	30-07-2020
2013-14	Final Dividend	07-07-2014	05-08-2021
2014-15	Final Dividend	03-08-2015	01-09-2022
2015-16	Final Dividend	01-08-2016	30-08-2023
2016-17	Final Dividend	03-08-2017	01-08-2024

(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 15, 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 http://www.niit-tech.com/Investors/Disclosures.

During the year, the Company has transferred 78,607 equity shares to the IEPF Account for the year pertaining to 2009-10.

v. 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.

w. Code for prevention of Insider -Trading Practices

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

& procedures for fair disclosure of unpublished price sensitive information. 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-of-Conduct-to-Regulate-Monitor-and-Report-Trading-by-Insiders-2.pdf.

x. 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.

Certificate 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.

y. Subsidiary Companies

In order to comply with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has formulated a policy on material subsidiaries and posted the same on the website of the Company.

At present, only NIIT Technologies Inc., USA, Wholly Owned Subsidiary of the Company is a material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year.

The 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.

z. 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 other relevant provisions of the Act. 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.

Financial Statements for the year ended 31 March 2017 were the first statement prepared under Ind AS

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.

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) of the Company in the ordinary course of business during the year April 1, 2017 to March 31, 2018 are reported under Note 28 & 29 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 arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. The same, as per the provisions of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, 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 of the Company.

Related Party Transactions Policy

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/NIIT%20Technologies%20Limited%20RPT%20policy%20-%20Summarized%20-%202909.pdf.

b) 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.

c) Vigil Mechanism/Whistle Blower Policy

In view of the requirement as stipulated by Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements), 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 https://www.niit-tech.com/sites/default/files/Whistle-Blower-Policy-upload.pdf.

d) Risk Management Framework

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.

e) 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.

f) Proceeds from the public issue/right issue/ preferential issues etc.

There was no fresh public issue/right issue/ preferential issues etc. during the Financial Year 2017-18 (except shares allotted under Employee Stock Option Scheme of the Company).

g) 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 'Remuneration Policy' of the report.

h) Management Discussion and Analysis

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

i) Inter-se relationship between directors

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

j) The Company is having the following policies as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

- Policy for Dividend Distribution. URL for the same is: https://www.niit-tech.com/sites/default/files/Dividend-Distribution-Policy.pdf
- Policy for determining `material' subsidiaries. URL for the same is: https://www.niit-tech.com/sites/default/files/PolicyonMaterial-subsidiary.pdf
- Archival Policy on Preservation of Documents of the Company. URL for the same is: http://www.niit-tech.com/sites/default/files/Archival%20policy%20-%20uploaded.pdf
- Policy on determination of material/price sensitive information. URL for the same is: http://www.niit-tech.com/sites/default/files/Policy%20on%20Materiality%20of%20events%20or%20information%20-%20uploaded%20version.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

b) 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.

c) 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, 2018.

d) Separate posts of Chairperson and CEO

During the year 2017-18, the Company continued to have separate persons in the post of Chairperson and CEO.

e) Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May 04, 2018 as a part of Annual Report.

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.
3. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2017-18.

Sd/-
Dated: May 04, 2018 **Sudhir Singh**
Place : Noida **Chief Executive Officer**

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 2017-18

1. We have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief:-
   (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2017-18 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 2017-18 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	**Amit Kumar Garg**
Chief Executive Officer	**Chief Financial Officer**

Dated: May 04, 2018
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 from time to time ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2018. 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, 2018 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 1, 2017 to March 31, 2018:
      (a) Board of Directors meeting;
      (b) Audit committee;
      (c) Annual General meeting;
      (d) Nomination and remuneration committee;
      (e) Stakeholders Relationship Committee;
      (f) Operations Committee;
      (g) ESOP Allotment Committee;
      (h) Share Transfer Committee;
      (i) Corporate Social Responsibility Committee; and
   v. Obtained and verified the attendance sheet of Independent director meeting held during calendar year 2017

vi. Obtained necessary representations and declarations from directors of the Company including the independent directors ; and

vii. 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 8 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, 2018, referred to in paragraph 2 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

Place of Signature: Gurgaon

Date: May 4, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Technologies Limited

Report on the Standalone Ind AS Financial Statements

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, 2018, 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 a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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 Companies Act, 2013 ("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 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 control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The Ind AS financial statements of the Company for the year ended March 31, 2017, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 5, 2017.

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 purpose 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, 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 written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

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

   (g) 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 30 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 26 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

per Yogender Seth
Partner
Membership Number: 094524

Place of Signature: Gurgaon
Date: May 4, 2018

Annexure 1 to the Auditor's Report referred to in paragraph [1] of "Report on Other Legal and Regulatory Requirements' in 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 a planned programme of verifying them 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 given 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 explanations 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 regularly deposited with the appropriate authorities though there has been a slight delay in a 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, sales-tax, duty of custom, value added tax, goods and service tax (as applicable) 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 the Statute	Nature of dues	Amount under dispute (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Interest	31,038,133 17,390,185	Assessment Year 2006-07	Income Tax Appellate Tribunal
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

Annexure 1 to the Auditor's Report referred to in paragraph [1] of "Report on Other Legal and Regulatory Requirements' in our report of even date
Re: NIIT Technologies Limited ("the Company")

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 way of initial public offer / further public offer / debt instruments hence, reporting under clause is not applicable to the Company and hence not commented upon. In our opinion and according to information and explanations 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 / material 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 paid / 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
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Yogender Seth
Partner
Membership Number: 094524

Place of Signature: Gurgaon
Date: May 4, 2018

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, 2018 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 system over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these standalone 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, 2018, 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: Gurgaon
Date: May 4, 2018

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Balance Sheet

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Notes	As at 31 March 2018	As at 31 March 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	4,240	4,501
Capital work-in-progress	3	7	-
Goodwill	4	21	21
Other intangible assets	4	379	419
Financial assets			
Trade Receivables	5 (iv)	53	78
Investments	5 (i)	4,455	3,458
Other financial assets	5 (iii)	151	128
Deferred tax assets (net)	6	935	687
Other non-current assets	7	122	113
Total non-current assets		**10,363**	**9,405**
Current assets			
Financial assets			
Investments	5 (ii)	2,982	2,383
Trade receivables	5 (iv)	2,506	2,079
Cash and cash equivalents	5 (v)	662	576
Bank balances other than above	5 (vi)	15	14
Other financial assets	5 (iii)	354	651
Current tax assets (net)	8	462	500
Other current assets	9	505	527
Total current assets		**7,486**	**6,730**
Total Assets		**17,849**	**16,135**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	615	614
Other equity			
Reserves and surplus	11	14,154	12,511
Other reserves	12	(30)	269
Total equity		**14,739**	**13,394**
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	13 (i)	174	210
Provisions	14 (i) & (ii)	707	660
Other non-current liabilities	15	31	-
Total non- current liabilities		**912**	**870**
Current liabilities			
Financial liabilities			
Borrowings	13 (ii)	-	28
Trade payables	13 (iii)	804	542
Other financial liabilities	13 (iv)	269	165
Provisions	14 (i) & (ii)	359	459
Other current liabilities	16	766	677
Total current liabilities		**2,198**	**1,871**
Total liabilities		**3,110**	**2,741**
Total Equity and Liabilities		**17,849**	**16,135**

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 : Gurgaon
Date : May 4, 2018

Rajendra S Pawar
Chairman
DIN 00042516

Amit Kumar Garg
Chief Financial Officer

Place : Noida
Date : May 4, 2018

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Statement of Profit and Loss

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Notes	Year ended 31 March 2018	Year ended 31 March 2017
Revenue from operations	17	16,459	15,951
Other income	18	1,157	338
Total income		**17,616**	**16,289**
Expenses			
Purchase of stock-in-trade		210	43
Employee benefit expense	19	9,946	9,365
Depreciation and amortization expense	20	825	909
Other expenses	21	3,804	3,747
Finance costs	22	70	36
Total expenses		**14,855**	**14,100**
Profit before exceptional items and tax		**2,761**	**2,189**
Exceptional items	23	-	221
Profit before tax		**2,761**	**1,968**
Income tax expense:	24		
- Current tax		631	531
- Deferred tax		(132)	(212)
Total tax expense		**499**	**319**
Profit for the year		**2,262**	**1,649**
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Deferred gains/(loss) on cash flow hedges		(368)	372
Income tax relating to these items		69	(103)
	12	**(299)**	**269**
Items that will not be reclassified to profit or loss			
Remeasurement of post - employment benefit obligations (expenses) / income		14	(10)
Income tax relating to these items		(5)	3
		9	**(7)**
Other comprehensive (income)/loss for the year, net of tax		**(290)**	**262**
Total comprehensive income for the year		**1,972**	**1,911**
Earnings per equity share (of Rs 10 each) for profit from operations attributable to owners of NIIT Technologies Limited:			
Basic earnings per share	33	36.83	26.90
Diluted earnings per share	33	36.60	26.84

The accompanying notes are an integral part of the financial statements

As per our report of even date

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NIIT technologies
New Ideas, More Value™

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 2016	**61,186,524**	**612**
Changes in equity share capital	175,650	2
As at 31 March 2017	**61,362,174**	**614**
Changes in equity share capital	93,950	1
As at 31 March 2018	**61,456,124**	**615**

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 2016	**5**	**17**	**345**	**73**	**1,863**	**9,179**	**137**	**11,619**
Profit for the year	-	-	-	-	-	1,649	-	1,649
Other Comprehensive Income	-	-	-	-	-	(7)	132	125
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**1,642**	**132**	**1,774**
Shares issued for exercised options	-	-	44	-	-	-	-	44
Impact on fair valuation of employee stock options	-	-	-	59	-	-	-	59
Transferred from stock options outstanding	-	-	19	(19)	-	-	-	-
Dividend paid	-	-	-	-	-	(613)	-	(613)
Corporate dividend tax	-	-	-	-	-	(103)	-	(103)
Balance at 31 March 2017	**5**	**17**	**408**	**113**	**1,863**	**10,105**	**269**	**12,780**

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 on exercised options	-	-	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**

* 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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NIIT Technologies Limited
(CIN: L65993DL1992PLC048753)
Statement of Cash Flows

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit before tax and exceptional items	2,761	2,189
Adjustments for:		
Depreciation and amortisation expense	825	909
Loss on disposal of property, plant and equipment (net)	3	4
Provision for doubtful security deposit	3	-
Dividend income from financial assets at amortised cost	(814)	(108)
Interest income from financial assets at amortised cost	(24)	(12)
Interest and finance charges	11	12
Gain on sale of investments	(61)	(57)
Unrealized gain on fair valuation of current investments	(71)	(43)
Employee share-based payment expense	96	53
Provision for doubtful debts and unbilled revenue (including written off) (net)	34	58
Provision for customer contracts	(126)	(12)
Provision for impairment of investment in subsidiary	39	-
Unwinding of discount - Finance Income	(14)	(8)
Unwinding of discount - Finance Cost	47	16
Net exchange (gains)/losses	1	(40)
	(51)	**772**
Changes in operating assets and liabilities		
Decrease/ (Increase) in trade receivables	(439)	79
Decrease/ (Increase) in other financial assets	(54)	85
Decrease/(Increase) in other assets	12	161
Decrease/(Increase) in other bank balances #	(1)	0
Increase/(Decrease) in Trade Payables	201	(4)
Increase/(Decrease) in provisions	73	29
Increase/(Decrease) in other current liabilities	120	(121)
Cash generated from operations	**(88)**	**229**
Income taxes paid	(599)	(573)
Exceptional items	-	(221)
Net cash inflow from operating activities	**2,023**	**2,396**
Cash flow from investing activities		
Purchase of Property, plant and equipment	(521)	(698)
Proceeds from sale of Property, plant and equipment	4	15
Payments for acquisition of a subsidiary	(1,036)	-
Payments for purchase of current investments in mutual funds	(4,793)	(5,547)
Proceeds from sale of current investments in mutual funds	4,326	3,897
Dividend received from financial assets at amortised cost	814	108
Interest received from financial assets at amortised cost	18	8
Net cash outflow from investing activities	**(1,188)**	**(2,217)**
Cash flow from financing activities		
Proceeds from issue of shares (including share premium)	17	70
Proceeds from borrowings	60	63
Repayment of borrowings	(48)	(53)
Interest paid	(11)	(12)
Dividends paid to Company's shareholders	(767)	(716)
Net cash outflow from financing activities	**(749)**	**(648)**
Net (decrease)/increase in cash and cash equivalents	**86**	**(469)**
Cash and cash equivalents at the beginning of the financial year	576	1,045
Cash and cash equivalents at the end of the financial year	**662**	**576**

Statement of Cash Flows

(All amounts in Rs Mn., unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
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)]		
Balances with banks	655	561
Cash on hand #	0	0
Cheques, drafts on hand	7	15
	662	**576**

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
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Yogender Seth
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Place : Gurgaon
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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, 2018.

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

(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 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 recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(i) Contracts involving provision of services

Revenue is recognized when persuasive evidence of an arrangement exists, services have been rendered, the fee is determinable and collectability is reasonably assured. Contracts can be primarily categorized as time and material or fixed price contracts. The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

(a) Time and material contracts

Revenue with respect to time-and-material contracts is recognized as the related services are performed.

(b) Fixed Price contracts

Revenue related to contracts providing maintenance and support services, is recognized over the term of the contract.

Revenue related to fixed price contracts is recognized in accordance with the proportionate completion method (PCM). The input (efforts expended) method is used to measure progress towards completion, as there is a direct relationship between input and productivity. Costs are recorded as incurred over the contract period. Any revision in cost to complete would result in increase or decrease in revenue and income and such changes are recorded in the period in which they are identified. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenues that will be generated by the contract and are included in Cost of services and classified in Provisions.

For services accounted for under the PCM method, cost and earnings in excess of billing are classified as unbilled revenue, while billing in excess of cost and earnings are classified as deferred revenue.

(ii) Contracts involving sale of products

Revenue from product sales are shown net of sales tax/goods and services tax (GST) as relevant and applicable discounts and allowances. Revenue related to product with installation services that are critical to the product is recognized when installation of product at customer site is completed and accepted by the customer. If the revenue for a delivered item is not recognized for non receipt of acceptance from the customer, the cost of the delivered item is also deferred. Revenue from maintenance services is recognized on a straight line basis over the period of the contract.

(iii) Multiple-element arrangements

Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 18 on Revenue. The Company allocates the arrangement consideration to separately identifiable components based on their relative fair values. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

When revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Company is a principal to the transaction and net of costs when the Company is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Company is a principal or an agent, most notably whether the Company is the primary obligor to the customer, has established its own pricing, and has inventory and credit risks. Revenue is recognized net of discounts and allowances, value-added tax and goods & service tax, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

(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

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

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 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 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.

(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 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.

(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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(j) Inventories

Inventories represent items of traded goods that are specific to execute composite contracts of software services and IT infrastructure management services. 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.

(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 (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 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.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

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

(I) 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/ loss are not subsequently transferred to Profit and loss. 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.

(iii) 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(iv) 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.

(v) Investment in subsidiaries

Investment in subsidiaries are accounted for at cost.

(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 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 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 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.

(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 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Transition to Ind AS

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
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 an 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,

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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(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.

(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 OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

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 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 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
- 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

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

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 ". Refer note 11 (v) & (vi).

(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

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) 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.

(z) Recently issued accounting pronouncements

(i) IND AS 115, Revenue from contract with customers

Ind AS 115 was issued on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is 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.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018. The Company plans to adopt the new standard on the required effective date using the modified retrospective method.

The Company has evaluated the potential impacts of the new standard on financial statements. Based on such evaluation, the Company expects that the adoption of Ind AS 115 will not have a material impact on it's financial statements.

(ii) Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which a company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the company must determine the transaction date for each payment or receipt of advance consideration.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

The Company may apply the Appendix requirements on a fully retrospective basis. Alternatively, the company may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognised on or after:

(i) The beginning of the reporting period in which the company first applies the Appendix, or

(ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the company first applies the Appendix.

The Appendix is effective for annual periods beginning on or after 1 April 2018. However, since the company's current practice is in line with the Interpretation, the comapany does not expect any effect on its financial statements.

(iii) Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments are effective for annual periods beginning on or after 1 April 2018.

These amendments are not expected to have any impact on the company as the company has no deductible temporary differences or assets that are in the scope of the amendments.

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 group 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 2017	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 1,2016	-	274	2,312	663	121	1,128	495	2	202	5,197	7
Additions #	-	-	-	124	13	9	3	3	69	221	165
Disposals #	-	-	-	1	-	3	1	-	23	28	-
Transfers #	-	-	49	87	-	27	9	-	-	172	(172)
Closing gross carrying amount	**-**	**274**	**2,361**	**873**	**134**	**1,161**	**506**	**5**	**248**	**5,562**	**-**
Accumulated depreciation											
Opening accumulated depreciation #	-	3	29	230	36	122	55	-	28	503	-
Depreciation charge during the year	-	3	40	257	25	138	68	1	35	567	-
Disposals #	-	-	-	1	-	2	-	-	6	9	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**-**	**6**	**69**	**486**	**61**	**258**	**123**	**1**	**57**	**1,061**	**0**
Net carrying amount	**-**	**268**	**2,292**	**387**	**73**	**903**	**383**	**4**	**191**	**4,501**	**-**

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 #	0	274	2,361	873	134	1,161	506	5	248	5,562	-
Additions	-	-	13	119	14	60	9	-	67	282	7
Disposals #	-	-	-	5	0	1	3	0	9	18	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	**0**	**274**	**2,374**	**987**	**148**	**1,220**	**512**	**5**	**306**	**5,826**	**7**
Accumulated depreciation											
Opening accumulated depreciation #	0	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	-	0	3	0	3	11	-
Transfers	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**0**	**9**	**110**	**701**	**83**	**398**	**188**	**3**	**94**	**1,586**	**-**
Net carrying amount	**0**	**265**	**2,264**	**286**	**65**	**822**	**324**	**2**	**212**	**4,240**	**7**

*Includes vehicles financed through loans Gross Block Rs. 212 Mn (31 March 2017 Rs 184 Mn), Net block Rs. 163 Mn (31 March 2017 Rs 152 Mn), hypothecated to financial institutions/banks against term loans (Refer Note No. 13)

** Plant and Machinery includes Rs. 237 Mn (31 March 2017 - Rs. 288 Mn) [net block]installed in the premises of the customer under the cancellable operating lease arrangement.

0 represents amount is below the rounding off norm adopted by the Company

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

4 Intangible Assets

	Other Intangible Assets	Goodwill
	Software-External	
Year ended 31 March 2017		
Opening gross carrying amount	833	21
Additions	237	-
Disposals	10	-
Transfers #	0	-
Closing gross carrying amount	**1,060**	**21**
Accumulated amortization and impairment		
Opening accumulated amortization	309	-
Amortization charge for the year	342	-
Disposals	10	-
Closing accumulated amortization	**641**	**-**
Closing net carrying amount	**419**	**21**
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	290	-
Disposals	5	-
Closing accumulated amortization	**926**	**-**
Closing net carrying amount	**379**	**21**

0 represents amount is below the rounding off norm adopted by the Company

(i) Impairment tests for Goodwill

a) Significant estimates: Key assumptions used for value-in-use calculations

The Company tests whether goodwill has suffered any impairment on an annual basis. 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

The following table sets out the key assumptions for the CGU that has significant goodwill allocated to it:

	Provision Tree
31 March 2018	
Revenue (% annual growth rate)	5%
Budgeted operating margin (%)	30%
Pre-tax discount rate (%)	17%
31 March 2017	
Revenue (% annual growth rate)	5%
Budgeted operating margin (%)	30%
Pre-tax discount rate (%)	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 Company has performed impairment testing for the above CGU and no impairment charge has been identified.

c) Significant estimate: Impact of possible changes in key assumptions

Goodwill is monitored by the management at the level of identified CGU to which the goodwill pertains to.

Provision Tree

If the budgeted gross margin used in the value-in-use calculation for the Provision Tree CGU had been 1% lower than management's estimates at 31 March 2018, the Company 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 (18% instead of 17%), the recoverable amount of the Company would still be higher than the carrying amount and no impairment against the carrying amount of goodwill would have to be recorded.

The Company 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

5 Financial Assets

5 (i) Non-current investments

	31 March 2018	31 March 2017
Investments in equity instruments (fully paid)		
Unquoted in Subsidiary Companies:		
2,837,887 (31 March 2017: 2,837,887) Shares having no par value in NIIT Technologies Inc. USA	156	156
16,614,375 (31 March 2017: 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 2017: 3,276,427) Shares of 1 UK Pound each fully paid-up in NIIT Technologies Ltd.,UK	204	204
890,000 (31 March 2017: 890,000) Equity Shares of Rs 10/- each fully paid-up in ESRI India Technologies Limited (formerly known as NIIT GIS Limited)	9	9
537,900 (31 March 2017: 537,900) Equity Shares of Euro 1 each fully paid-up in NIIT Technologies GmbH, Germany	185	185
50,000,000 (31 March 2017: 50,000,000) Equity Shares of Rs 10/- each fully paid-up in NIIT SmartServe Limited	500	500
1,000,000 (31 March 2017: 1,000,000) Equity Shares of Euro 1 each fully paid-up in NIIT Airline Technology GmbH Germany	224	224
5000 (31 March 2017: 5,000) Ordinary Shares of 1000 AED each fully paid in NIIT Technologies FZ LLC Dubai	63	63
5,000,000 (31 March 2017: 5,000,000) Equity Shares of Rs. 10 each in NIIT Technologies Services Limited	25	25
2,833,342 (31 March 2017: 2,064,292) Equity Shares of Rs. 2 each in Incessant Technologies Private Limited [Refer Note 36]	2,386	1,350
Nil (31 March 2017: 10,000) Shares of Peso 100 each in NIIT Technologies Philippines Inc*	-	39
Total equity instruments	**4,455**	**3,458**
Total non- current investments	**4,455**	**3,458**
Aggregate amount of unquoted investments	4,455	3,458
Aggregate amount of impairment in value of investment	39	-

* During the 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 2018		As on 31 March 2017	
Investment in Mutual Funds - Quoted	**Units**	**Value**	**Units**	**Value**
Tata Liquid Fund Regular Plan-Growth	-	-	30,191	90
SBI Magnum Insta Cash Fund-Regular Plan-Growth	-	-	27,939	100
Birla Sun Life Cash Plus-Growth-Direct Plan	-	-	195,115	51
Birla Sun Life Cash Plus-Growth-Regular Plan	338,443	94	461,891	120
Reliance Liquid Fund- Treasury Plan- Growth	-	-	40,675	161
Reliance Money Manager Fund-Growth Plan	83,805	201	83,805	188
IDFC Cash Fund Growth- Direct Plan	52,440	111	53,100	105
HDFC Liquid Fund-Regular Plan-Growth Option	-	-	46,984	150
HDFC Liquid Fund-Direct Plan-Growth Option	-	-	6,558	21
ICICI Prudential Liquid-Direct Plan-Growth	-	-	213,480	51
ICICI Prudential Liquid-Regular Plan-Growth	-	-	292,094	70
UTI Liquid Cash Plan Institutional -Direct Growth	-	-	49,287	131
Kotak Liquid Scheme Regular Plan -Growth	-	-	27,378	90
Baroda Pioneer Liquid Plan-Direct	-	-	39,299	73
Prudential ICICI Flexible Income-Direct Plan-Growth	-	-	632,653	198
Birla Short Term Fund-Growth	3,162,989	210	3,162,989	198
Reliance Short Term Fund-Growth	3,348,670	109	3,348,670	103
HDFC Medium term opportunity Fund-Growth	8,534,304	166	8,534,304	155
HDFC Short Term Opportunity Fund-Growth	9,601,494	184	9,601,494	173
Kotak Bond Short Term Fund-Growth	5,030,207	163	5,030,207	155
Relaince Arbitrage Advantage Fund Direct Monthly Dividend ReInvestment	18,319,971	199	-	-
ICICI Pru Equity Arbitrage Fund Direct, Dividend Monthlly Re investment	13,682,012	198	-	-
Kotak Equity Arbritage Fund Direct, Dividend Monthly Reinvestment	18,000,897	198	-	-
UTI -SPREAD FUND - DIRECT PLAN- DIVIDEND REINVESTMENT	12,285,671	205	-	-
HDFC Arbitrage Fund WP Growth Direct	15,462,196	204	-	-
IDFC Arbitrage Fund Growth Direct	9,014,063	203	-	-
ABSL Enchanced Arbitrage Fund Growth Dirrect	11,092,799	204	-	-
UTI -FIXED TERM INCOME FUND- SERIES XXVIII-VI (1190 DAYS) DIRECT GROWTH	5,000,000	51	-	-
ICICI Prudencial Fixed Maturity Plan Series 82-1223 days plan E Direct Plan	5,000,000	51	-	-
ICICI Prudencial Flexible Income -Direct Plan - Growth	632,653	211	-	-
SBI Magnum Insta Cash Fund Direct Plan- Growth	5,294	20	-	-
Total current investments		**2,982**		**2,383**
Aggregate amount of quoted investments and market value thereof		2,982		2,383
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 2018		31 March 2017	
	Current	Non- Current	Current	Non- Current
(i) Derivatives				
Foreign exchange forward contracts	39	-	372	-
(ii) Others				
Security deposits				
-Considered good	8	62	31	47
-Considered doubtful	-	4	-	1
	8	66	31	48
Less : Provision for doubtful security deposits	-	(4)	-	(1)
Net security deposits	8	62	31	47
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	-	65	-	65
Interest accrued on above deposits	-	14	8	-
Unbilled revenue	335	10	268	16
Less: Provision for doubtful unbilled revenue	(28)	-	(28)	-
Net unbilled revenue	307	10	240	16
Total other financial assets	**354**	**151**	**651**	**128**

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

5 (iv) Trade receivables	31 March 2018		31 March 2017	
	Current	Non- Current	Current	Non- Current
Trade receivables	1,485	53	1,223	78
Receivables from related parties [Refer note 29]	1,535	-	1,343	-
Less: Allowance for doubtful debts	514	-	487	-
Total receivables	**2,506**	**53**	**2,079**	**78**
Break-up of security details				
Secured, considered good				
Unsecured, considered good	2,506	53	2,079	78
Doubtful	514	-	487	-
Total	**3,020**	**53**	**2,566**	**78**
Allowance for doubtful debts	(514)	-	(487)	-
Total trade receivables	**2,506**	**53**	**2,079**	**78**

5 (v) Cash and cash equivalents	31 March 2018	31 March 2017
Balances with Banks		
- in current accounts	540	360
- in EEFC accounts	115	201
	655	**561**
Cash on hand #	0	0
Cheques, drafts on hand	7	15
	7	**15**
Total cash and cash equivalents	**662**	**576**

0 represents amount is below the rounding off norm adopted by the Company

5 (vi) Bank Balances other than above		
Deposits with maturity more than 3 months but less than 12 months	-	-
Unpaid dividend account	15	14
Total Bank Balances other than (v) above	**15**	**14**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2018	31 March 2017
6	**Deferred tax assets (Net)**	**935**	**687**
	Deferred tax assets		
	The balance comprise temporary differences attributable to:		
	Provisions	314	263
	Employee benefit obligations	245	252
	Minimum alternate tax credit entitlement	691	622
	Gross deferred tax assets (A)	**1,250**	**1,137**
	Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation	(260)	(298)
	Impact due to provisions and others	(59)	(41)
	Derivatives	12	(103)
	Others	(8)	(8)
	Gross deferred tax liabilities (B)	**(315)**	**(450)**
	Net Deferred tax assets (A-B)	**935**	**687**

Movement in deferred tax assets

	Fixed Assets	Derivatives	Employee benefits	Provisions	Minimum alternate tax credit entitlement	Other items	Total
At 1 April 2016	**(297)**	**(33)**	**179**	**215**	**520**	**(34)**	**550**
(charged)/credited:							
- to profit or loss - deferred tax	(1)	-	78	48	102	(15)	212
- to profit or loss - exchange gain / (loss) #	0	-	(2)	-	-	-	(2)
- to other comprehensive income	-	(70)	(3)	-	-	-	(73)
At 31 March 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) #	0	46	1	-	-	-	47
- to other comprehensive income	-	69	-	-	-	-	69
At 31 March 2018	**(260)**	**12**	**245**	**314**	**691**	**(67)**	**935**

0 represents amount is below the rounding off norm adopted by the Company

7	**Other non current assets**	**31 March 2018**	**31 March 2017**
	Capital Advances	2	3
	Advances other than capital advances #	-	0
	Deferred contract cost	16	16
	Prepayments	104	94
	Total other non-current assets	**122**	**113**

0 represents amount is below the rounding off norm adopted by the Company

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

8 Current tax assets	31 March 2018	31 March 2017
Advance Income Tax	4,344	3,829
Less: Provision for income tax	3,251	2,798
Less: Tax expense for the year	631	531
Advance Income Tax (Net of provision)	**462**	**500**
Advance fringe benefits tax	49	49
Less: Provision for fringe benefits tax	49	49
	-	**-**
Total current tax assets	**462**	**500**

9 Other current assets		
Prepayments	318	358
Value added tax recoverable	29	33
Goods and Services Tax (GST) - input credit	94	39
Other advances	64	97
Total other current assets	**505**	**527**

10 Equity share capital and other equity

(a) Equity share capital

Authorized equity share capital

	Number of shares	Amount
As at 01 April 2016	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2017	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2018	**75,000,000**	**750**

(i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
As at 01 April 2016	**61,186,524**	**612**
Exercise of options - proceeds received	175,650	2
As at 31 March 2017	**61,362,174**	**614**
Exercise of options - proceeds received	93,950	1
As at 31 March 2018	**61,456,124**	**615**

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 32.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(ii) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	Equity Shares			
	31 March 2018		31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
NIIT Limited	14,493,480	23.58	14,493,480	23.62
HDFC Mutual Fund	5,523,944	8.99	5,513,944	8.99

		31 March 2018	31 March 2017
11	**Reserves and Surplus**		
	Capital redemption reserve	17	17
	Capital reserve	5	5
	Securities premium reserve	443	408
	Share options outstanding account	191	113
	General reserve	1,873	1,863
	Retained earnings	11,625	10,105
	Total reserve and surplus	**14,154**	**12,511**
(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	-	-
	Closing Balance	**5**	**5**
(iii)	**Securities Premium Reserve**		
	Opening Balance	408	345
	Add: Transferred from share options outstanding account	19	19
	Add: Shares issued for exercised options	16	44
	Closing balance	**443**	**408**
(iv)	**Share options outstanding account**		
	Opening balance	113	73
	Transferred from share options outstanding account	(19)	(19)
	Impact on fair valuation of options	97	59
	Closing balance	**191**	**113**
(v)	**General Reserve**		
	Opening balance	1,863	1,863
	Add: Other adjustments #	10	-
	Closing balance	**1,873**	**1,863**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2018	31 March 2017
(vi)	**Retained earnings**		
	Opening balance	10,105	9,179
	Net profit for the period	2,262	1,649
	Add: Other adjustments #	17	-
	Items of other comprehensive income recognized directly in retained earnings		
	Remeasurement of post employment benefit obligation, net of tax	9	(7)
	Dividends paid	(768)	(613)
	Corporate Dividend Tax *	-	(103)
	Closing balance	**11,625**	**10,105**

* 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.
# 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 reserve
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.

Share options outstanding account
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	**Amount**
As at 31 March 2016	137
Change in fair value of hedging instruments	235
Deferred tax	(103)
As at 31 March 2017	269
Change in fair value of hedging instruments	(368)
Deferred tax	69
As at 31 March 2018	**(30)**

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 26. 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)

13	Financial liabilities	31 March 2018	31 March 2017
(i)	**Non - Current Borrowings**		
	Secured Loans		
	Term loans		
	From bank	3	5
	From Financial Institutions	117	103
	Deferred Payment Liabilities		
	Property, Plant & Equipments *	97	140
	Total borrowings	**217**	**248**
	Less: Current maturities of long term debt [included in note 14(iv)]	43	38
	Less: Interest accrued [included in note 14(iv)]	-	-
	Total Non - current borrowings	**174**	**210**

(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.

* In accordance with Guidance note on Division II Ind AS Schedule III to the Companies Act 2013, issued in July 2017, Deferred Payment Liabilities which were earlier grouped under Non Current Trade Payables, are now reclassified as Non Current Borrowings.

(ii)	**Current Borrowings**		
	Unsecured Loans		
	From related parties		
	Loans from subsidiaries	-	28
	Total Current borrowings	**-**	**28**
(iii)	**Current Trade Payables**		
	Current		
	Trade payables	780	518
	Acceptance	-	-
	Trade payables to related parties	24	24
	Total trade payables	**804**	**542**
(iv)	**Other financial liabilities**		
	Current		
	Capital creditors	130	113
	Current maturities of term loan [Refer Note 13 (i) above]		
	From Bank	2	2
	From Financial Institutions	41	36
	Interest accrued but not due [Refer Note 13 (i) above]	-	-
	Unclaimed dividend [Refer Note (a) below]	15	14
	(i) Derivatives		
	Foreign exchange forward contracts	81	-
	Total other current financial liabilities	**269**	**165**

(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.

14 Provisions

	31 March 2018		31 March 2017	
	Current	Non- Current	Current	Non- Current
Provision for customer contracts [Refer note i below]	192	210	308	206
Employee benefit obligations [Refer note ii below]	167	497	151	454
	359	**707**	**459**	**660**

		31 March 2018		31 March 2017	
		Current	Non- Current	Current	Non- Current
i	Provision for customer contracts [Refer note i below]	192	210	308	206
	Total provisions	**192**	**210**	**308**	**206**

(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 2018	Year ended 31 March 2017
Balance as at the beginning of the year	514	539
Charged/(credited) to profit or loss		
additional provisions recognized	9	192
unused amounts reversed / transferred	-	(128)
Amount used	(135)	(86)
unwinding of discount	14	(3)
Balance as at end of the year	**402**	**514**

ii Employee benefit obligations

	31 March 2018			31 March 2017		
	Current	Non- Current	Total	Current	Non- Current	Total
Leave obligations (i)	167	408	575	151	411	562
Gratuity (ii)	-	89	89	-	43	43
	167	**497**	**664**	**151**	**454**	**605**

(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 2018	31 March 2017
Current leave obligations expected to be settled within next 12 months	167	151

(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	(21)	3
Total amount recognized in profit or loss	**83**	**(21)**	**62**
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**	**(300)**	**90**

The net liability disclosed above relates to funded and unfunded plans as follows:

	31 March 2018	31 March 2017
Present value of funded obligations	390	341
Fair value of plan assets	(300)	(298)
(Deficit)/ Surplus of funded plan	**90**	**43**

(b) Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	31 March 2018	31 March 2017
Discount rate	7.30% p.a.	7.35% p.a.
Salary growth rate	7% for first 3 years and 6% thereafter	7% for first 3 years and 6% thereafter
Life expectancy	10 years	11 years
Expected rate of return on plan assets	7.30% p.a.	7.35% 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 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Discount rate	50 Basis Points	50 Basis Points	(17)	(15)	19	17
Salary growth rate	50 Basis Points	50 Basis Points	17	17	(19)	(15)

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 2018			31 March 2017		
	Quoted	Total	in %	Quoted	Total	in %
Insurance Company Products	301	301	100%	298	298	100%

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.

(e) 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.

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 2018	38	27	139	291	**495**
31 March 2017	31	26	119	258	**434**

(iii) 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 2018	31 March 2017
Superannuation fund paid to the Trust	19	19
Contribution plans (branches outside India)*	85	63
Employees state insurance fund paid to the authorities	5	5
Pension fund paid to the authorities	63	63
	172	**150**

(iv) 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. 89 Mn (31 March 2017 Rs.85 Mn) during the year to the Trust, which has been charged to Statement of Profit and Loss.

(i) Amount of obligation as at the year end is determined as under

Description	31 March 2018	31 March 2017
Present value of obligation as at the beginning of the year	2,018	1,674
Interest cost	131	127
Current service cost	121	104
Benefits paid	(122)	(115)
Plan Participant's Contributions	181	176
Transfer In	7	25
Actuarial (gain) / loss on obligation	82	27
Present value of obligation as at the end of the year*	2,418	2,018

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(ii) Change in Plan Assets :	**31 March 2018**	**31 March 2017**
Description		
Plan assets at beginning at fair value	2,050	1,717
Expected return on plan assets	157	141
Employer contributions	98	93
Plan Participant's Contributions	181	176
Benefits paid	(122)	(115)
Transfers In	7	25
Actuarial gain / (loss) on plan assets	47	13
Plan assets at year end at fair value	**2,418**	**2,050**

(iii) Amount of the obligation recognised in Balance Sheet :		
Description		
Present value of the defined benefit obligation as at the end of the year	2,418	2,018
Fair value of plan assets at the end of the year	2,418	2,050
(Assets) recognized in the Balance Sheet	-	(32)

*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 2017 Nil)

(iv) Principal actuarial assumptions at the Balance Sheet date		
Discount Rate	7.30%	7.35%
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%

(v) 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%	-
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%
2018 and there after	8.55%	-

Description		
Experience Gain/(Loss) adjustments on Plan Liabilities	(82)	(27)
Experience Gain/(Loss) adjustments on Plan assets	47	13

(vi) Expected Contribution to the fund in the next year	85	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 March 2018	31 March 2017
15	**Other non-current liabilities**		
	Deferred revenue	31	-
	Total other non- current liabilities	**31**	**-**
16	**Other current liabilities**		
	Advances from customers	-	3
	Payroll taxes	60	55
	Statutory dues including provident fund and tax deducted at source	98	94
	Deferred revenue	27	73
	Employee benefits payable	581	452
	Total other current liabilities	**766**	**677**
17	**Revenue from operations**		
	Sales of products		
	Traded goods	263	76
	Sale of services	16,196	15,875
	Total revenue from continuing operations	**16,459**	**15,951**
18	**Other income**		
	Dividend Income from investment in subsidiaries	814	108
	Interest income from financial assets at amortized cost	38	20
	Income on Financial Investments at fair value through profit and loss		
	Mutual funds	132	100
	Net foreign exchange gains	42	-
	Other items -		
	Recovery from subsidiaries for common corporate expenses	83	64
	Miscellaneous income*	48	46
	Total other income	**1,157**	**338**

* Includes Rs. 4 Mn (31 March 2017 Rs. 6 Mn) on account of recovery of bank guarantee charges from subsidiaries.

19	**Employee benefits expense**		
	Salaries, wages and bonus*	9,344	8,852
	Contribution to provident and other funds (Refer note 14)	261	235
	Employee share-based payment expense (Refer note 32)	96	53
	Gratuity (Refer note 14)	48	53
	Staff welfare expenses	197	172
	Total employee benefit expense	**9,946**	**9,365**

* Net off Rs. Nil (31 March 2017 - Rs. 15 Mn) capitalized as part of capital work-in-progress / tangible assets.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
20	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Refer Note 3]	536	567
	Amortization of intangible assets [Refer Note 4]	289	342
	Total depreciation and amortization expense	**825**	**909**
21	**Other expenses**		
	Rental charges [Refer note 31]	126	139
	Rates and taxes	1	1
	Electricity and water charges	141	139
	Telephone and communication charges	105	111
	Legal and professional fees	407	337
	Travelling and conveyance	588	631
	Recruitment	57	44
	Insurance	23	21
	Repairs and maintenance		
	Plant and machinery	131	104
	Buildings	13	3
	Others	100	123
	Net foreign exchange losses	-	111
	Allowance for doubtful debts and unbilled revenue [Refer note 26]	1	58
	Payment to auditors [Refer note 21(a) below]	8	9
	Advertisement and publicity	81	90
	Business promotion	26	22
	Professional charges	1,766	1,582
	Equipment hiring	5	6
	Consumables	14	25
	Other production expenses	25	43
	Loss on sales of tangible / intangible assets (net)	3	4
	Corporate social responsibility expenditure [Refer note 21 (b) below]	47	46
	Impairment in investment in subsidiary [Refer note 5(i)]	39	-
	Miscellaneous expenses	97	98
	Total other expenses	**3,804**	**3,747**
21 (a)	**Details of payments to auditors**		
	Payments to auditors (excluding taxes)		
	As auditor:		
	Audit Fee	7	7
	Tax audit Fee	-	-
	In other capacities:		
	Certification fees	1	1
	Re-imbursement of expenses	-	1
	Total payments to auditors	**8**	**9**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
21 (b)	**Corporate social responsibility expenditure**		
	Contribution to NIIT University	45	44
	Contribution to NIIT Foundation	2	2
	Contribution to Government Schools #	0	0
	Total	**47**	**46**
	# 0 represents amount is below the rounding off norm adopted by the Company		
	Amount required to be spent as per Section 135 of the Companies Act, 2013	33	38
	Amount spent during the year on:		
	On purpose other than Construction/ acquisition of an asset	47	46

21 (c) Expenses recognized during the year are net of recoveries towards common services at cost from domestic subsidiaries amounting to Rs 23 Mn (31 March 2017 - Rs. 21 Mn).

21 (d) Expenses capitalized as a part of Capital Work-in-progress/tangible assets :

Electricity and water #	-	0
Legal and professional	-	3
Miscellaneous expenses	-	2
Total	**-**	**5**

0 represents amount is below the rounding off norm adopted by the Company.

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	11	12
on loans from a related party	-	-
Bank and financial charges	12	8
Unwinding of discounts	47	16
Finance costs expensed in profit or loss	**70**	**36**

23 Details of exceptional Items charged to the Statement of Profit and Loss

During December, 2016, the Group signed a settlement agreement with a government customer in respect of a contract that was put on hold by the customer during the quarter ended June 30, 2016 to resolve certain project related issues. The provisions/write offs amounting to Rs. 362 mn in respect of all amounts outstanding relating to this project were reported as “Exceptional Items” during the quarter ended June 30,2016. Consequent to the partial receipt of the settlement amount before the year end, Rs. 221 mn (net of the partial settlement amount received) continue to be reported as “Exceptional Items”. Revenue amounting to Rs. 270 mn for services contracted, has been recognized as a result of settlement, in the Statement of Profit and Loss during the year ended March 31, 2017.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
24	**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.		
(a)	**Income tax expense**		
	Current tax		
	Current tax on operating profits of the year	581	556
	Adjustments for current tax of prior periods	50	(25)
	Total current tax expense	**631**	**531**
	Deferred tax		
	Decrease (increase) in deferred tax assets	(44)	(123)
	(Decrease) increase in deferred tax liabilities	(38)	1
	Decrease (increase) in Minimum Alternate Tax Credit	(69)	(102)
	Exchange fluctuations	1	(2)
	Tax on income/(expense) during the period recognized on Ind AS adjustments	18	14
	Total deferred tax expense/(benefit)	**(132)**	**(212)**
	Income tax expense	**499**	**319**
	Refer note 6 for Deferred tax movement		
(b)	**Amount recognised directly in equity**		
	Deferred tax Asset/(liability) on other comprehensive income	64	(100)
(c)	**Tax Losses**		
	Unused tax losses for which no deferred tax asset has been recognised	13	13
	Potential tax benefit @ 23.0720%	3	3

(d) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	31 March 2018	31 March 2017
Profit from continuing operations before income tax expense	2,761	1,968
Tax at the Indian tax rate of 34.608% (for FY 2016-17: 34.608%)	**956**	**681**
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	9	9
Difference in Tax (lower rate) on Dividend received from overseas subsidiaries	(99)	-
Adjustments for taxes of prior periods incl. overseas branches	(2)	(13)
Impairment of investments in Phillipines Subsidiary	13	-
Decrease/(Increase) on Other Comprehensive (Income)/Expense	(5)	4
Disallowance of expenses related to exempted income - under section 14A	1	1
Impact of deductions/exemptions		
Deduction under section 10AA	(385)	(384)
Deduction under section 80IAB	(31)	(14)
Dividend Income exempted under section 10	(84)	(37)
Increase/(Decrease) in Deferred Tax Liability on Fixed Assets, pertaining to tax holiday period	25	(6)
Taxes paid branches at overseas - net of relief under section 90	99	78
Others #	2	0
Income tax expense	**499**	**319**

0 represents amount is below the rounding off norm adopted by the Company

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. 691 Mn (Previous Year Rs.622 Mn) has been shown under "Deferred tax assets". Further, during the year, the Company has created MAT credit of Rs. 69 Mn (Previous Year Rs. 102 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)

25 Fair value measurements

Financial instruments by category

	31 March 2018			31 March 2017		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial assets						
Investments in Mutual funds	2,982	-	-	2,383	-	-
Trade and other receivables	-	-	2,559	-	-	2,157
Cash and cash equivalents	-	-	662	-	-	576
Other Bank Balances	-	-	15	-	-	14
Long term deposits with bank with maturity period more than 12 months	-	-	65	-	-	65
Foreign Exchange Forward Contracts	-	39	-	-	372	-
Security deposits	-	-	70	-	-	78
Unbilled revenue	-	-	317	-	-	256
Interest accrued on deposits with Banks	-	-	14	-	-	8
Total Financial assets	**2,982**	**39**	**3,702**	**2,383**	**372**	**3,154**
Financial liabilities						
Borrowings	-	-	217	-	-	276
Trade and other payables	-	-	804	-	-	542
Capital creditors	-	-	130	-	-	113
Unclaimed dividend	-	-	15	-	-	14
Derivative instruments	-	81	-	-	-	-
Total Financial liabilities	**-**	**81**	**1,166**	**-**	**-**	**945**

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 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)**

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2017	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Financial Investments at FVTPL				
Mutual funds	2,383	-	-	2,383
Financial Investments at FVOCI				
Foreign exchange forward contracts	-	372	-	372
Total financial assets	**2,383**	**372**	**-**	**2,755**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

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 liabilites 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

26 Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. 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 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:

(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, 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.

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 2018, the Company hedged 75% (31 March 2017: 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.

Unhedged foreign currency exposure

Non-derivative foreign currency exposure as of 31 March, 2018 and 31 March 2017 in major currencies is as below:

Currencies	Net financial Assets		Net financial Liabilities	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017
USD/INR	1,243	1,117	196	193
GBP/INR	198	258	-	-
EURO/INR	118	97	-	1

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 March 2018	31 March 2017	31 March 2018	31 March 2017
USD Sensitivity				
INR/USD - Increase by 1% (31 March 2017 - 1%)*#	9	5	0	2
INR/USD - Decrease by 1% (31 March 2017 - 1%)*#	(9)	(5)	0	(2)
EUR Sensitivity				
INR/EUR - Increase by 1% (31 March 2017 - 1%)*#	2	(8)	0	0
INR/EUR - Decrease by 1% (31 March 2017 - 1%)*#	(2)	8	0	0
GBP Sensitivity				
INR/GBP - Increase by 1% (31 March 2017 - 1%)*	2	3	1	1
INR/GBP - Decrease by 1% (31 March 2017 - 1%)*	(2)	(3)	(1)	(1)

*Holding all other variables constant

0 represents amount is below the rounding off norm adopted by the Company

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

31 March 2018

Type of hedge and risks	Carrying amount of hedging instrument		Maturity date
	Assets	Liabilities	
Cash flow hedge Foreign exchange risk Foreign exchange forward contracts	39	81	April 2018 to March 2019

31 March 2017

Type of hedge and risks	Carrying amount of hedging instrument		Maturity date
	Assets	Liabilities	
Cash flow hedge Foreign exchange risk Foreign exchange forward contracts	372	-	April 2017 to March 2018

(b) Disclosure of effects of hedge accounting on financial performance

31 March 2018

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	(299)	448	Revenue from sale of services

31 March 2017

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	132	463	Revenue from sale of services

*The resultant impact on the cash flow hedge reserve for the year ended March 31, 2018 and March 31, 2017; 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.

(ii) 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, 2018:

	31 March 2018	31 March 2017
Balance at the beginning	515	134
Impairment loss recognized/(reversed)	35	58
Expenses recognised in exceptional item [Refer Note 23]	-	218
Transfer from provision for expenses	-	117
Amounts written off	(8)	(12)
Balance at the end	**542**	**515**

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.

(III) 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.

(IV) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2018: Balances due within and after 12 months equal their carrying balances as the impact of discounting is not significant.

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**

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2017:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Borrowings	66	77	118	15	276
Trade Payables	542	-	-	-	542
Other Financial Liabilities (excluding Borrowings)	127	-	-	-	127
	735	**77**	**118**	**15**	**945**

27 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 2018 and 31 March 2017.

b) Dividends

	31 March 2018	31 March 2017
(i) Equity Shares		
Final dividend paid for the year ended 31 March 2017 of Rs. 12.5 (31 March 2016 - Rs. 10) per share	768	612
(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 Rs. 15 per fully paid up equity share (31 March 2017 - Rs. 12.50). This proposed dividend is subject to the approval of the shareholders in the ensuing annual general meeting.	922	768

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

28A Related parties where control exists

(i) Interest in Subsidiaries

The Company's subsidiaries at 31 March 2018 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.

S. 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 March 2018	31 March 2017	31 March 2018	31 March 2017	
	Direct subsidiaries						
1	ESRI India Technologies Limited	India	88.99	88.99	11.01	11.01	Software development
2	NIIT Smart Serve Ltd	India	100	100	-	-	Software development
3	NIIT Technologies Services Limited	India	100	100	-	-	Software development
4	NIIT Technologies Ltd	United Kingdom	100	100	-	-	Software development
5	NIIT Technologies Pte Limited	Singapore	100	100	-	-	Software development
6	Incessant Technologies Private Limited	India	70	51	30	49	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 NV, (Wholly owned by NIIT Technologies BV, Netherlands) (liquidated with effect from December 1, 2016)	Belgium	-	-	-	-	Software development
14	NIIT Technologies Ltd, (Wholly owned by NIIT Technologies, Singapore)	Thailand	100	100	-	-	Software development
15	NIIT Technologies Pty Ltd, (Wholly owned by NIIT Technologies, Singapore)	Australia	100	100	-	-	Software development
16	NIIT Technologies K.K, (Wholly owned by NIIT Technologies Inc, USA) liquidated with effect from 17 November 2016.	Japan	-	-	-	-	Software development
17	NIIT Technologies AG, (Wholly owned by NIIT Technologies GmbH, Germany) (Operation closed during the year ended March 31, 2016 and under liquidation as at March 31,2017)	Switzerland	-	100	-	-	Software development
18	NIIT Insurance Technologies Limited, (Wholly owned by NIIT Technologies Limited, UK)	United Kingdom	100	100	-	-	Software development
19	NIIT Technologies S.A., (Wholly owned by NIIT Technologies Limited, UK)	Spain	100	100	-	-	Software development
20	NIIT Media Technologies LLC (Majorly owned and controlled subsidiary of NIIT Technologies Inc, USA)	USA	60	60	40	40	Software development
21	NIIT Technologies Brazil Ltd (Wholly owned by NIIT Technologies Limited, UK and NIIT Technologies Inc, USA)	Brazil	100	100	-	-	Software development
22	Incessant Technologies. (UK) Limited (Wholly owned by Incessant Technologies Private Limited)	United Kingdom	70	51	30	49	Software development
23	Incessant Technologies Ltd., (Ireland) (Wholly owned by Incessant Technologies Private Limited)	Ireland	70	51	30	49	Software development
24	Incessant Technologies (Australia) Pty Ltd. (Wholly owned by Incessant Technologies Private Limited)	Australia	70	51	30	49	Software development
25	Incessant Technologies NA Inc., (Wholly owned by Incessant Technologies Private Limited)	USA	70	51	30	49	Software development
26	RuleTek LLC (Partially owned by Incessant Technologies Private Limited)	USA	55	-	45	-	Software development

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

29 B 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-29 A 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 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 2018	Year ended 31 March 2017
Short term employee benefit expenses	99	70
Sitting fees	3	1
Post employment benefit expenses*	5	5
Remuneration paid	**107**	**76**
Employee share based expenses **	33	43
Total compensation	**140**	**119**

*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 is not paid to key management personnel.

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	13,918	24	-	13,942
	(13,588)	(21)	-	(13,609)
Receiving of services	65	3	-	68
	(15)	(2)	-	(17)
Recovery of expenses by the Company (Including those from overseas subsidiaries)	149	-	1	150
	(121)	-	-	(121)
Recovery of expenses from the Company	47	11	-	58
	(58)	(4)	-	(62)
Donation	-	-	45	45
	-	-	(45)	(45)
Investments made	1,036	-	-	1,036
	-	-	-	-
Recovery for common corporate expenses	83	-	-	83
	(64)	-	-	(64)
Other Income	33		-	33
	(24)	-	-	(24)
Recovery of bank guarantee charges from subsidiaries	-	-	-	-
	(6)			(6)
Other expenses #	-	-	0	-
	-	-	0	-
Dividend paid to NIIT Limited	-	181	-	181
	-	(145)	-	(145)
Dividend received	210	-	-	210
	(108)	-	-	(108)
Sale of fixed assets	-	-	-	-
	(4)	-	-	(4)
Guarantees given to the banks expired durig the year against lines of credit sanctioned to the wholly owned overseas subsidiaries	645	-	-	645
	(98)	-	-	(98)
Guarantees expired during the year, which were earlier given to the customers on behalf of wholly owned overseas subsidiaries	47	-	-	47
	(35)	-	-	(35)

#0 represents amount is below the rounding off norm adopted by the Company.
Figures in parenthesis represent Previous Year's figure.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

e. Details of balances with related parties:

Particulars	Receivables as at March 31, 2018	Payables as at March 31, 2018	Receivables as at March 31, 2017	Payables as at March 31, 2017
Subsidiaries				
Amount receivable / payable	1,535	18	1,343	19
Outstanding guarantees to banks against lines of credit sanctioned to wholly owned overseas subsidiaries	-	782	-	1,427
Outstanding guarantees to customers on behalf of wholly owned overseas subsidiaries	-	710	-	663
Parties of whom the Company is an associate #	10	0	0	0
Key Managerial Personnel	-	6	-	5
Parties in which Key Managerial Personnel are interested #	0	-	1	0

#0 represents amount is below the rounding off norm adopted by the Company.

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

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 2018, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2017: 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.

30 Contingent liabilities and contingent assets

(a) Contingent liabilities

The Company had contingent liabilities in respect of:

		31 March 2018	31 March 2017
i)	Claims against the Company not acknowledged as debts:		
	Income tax matters pending disposal by the tax authorities	326	334
	Claims made by customer pending under arbitration	1	-
	Counter claim made by a vendor in response to amount claimed by the Company as per the terms of contract, pending resolution by the High Court	**-**	**-**
	Andhra Pradesh Value Added Tax matter pending disposal by the tax authorities	-	-
		327	**334**

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.

iv) Income tax

Claims against the Company not acknowledged as debts as on March 31,2018 include demand from the Indian Income tax authorities for payment of tax of Rs. 326 Mn (31 March 2017 - Rs. 334 Mn), upon completion of their tax assessment for the financial years starting from financial year 2005-06 to financial year 2012-13.

Demand for financial year starting from financial year 2005-06 to financial year 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 disallowance arose mainly due the fact that tax authority considered all units as one for computation of tax deduction/exemption instead of calculating each unit's eligibility separately. Demand for financial year starting from financial year 2006-07 to financial year 2012-13 also includes disallowance on account of brought forward unabsorbed depreciation on demerger, Section 14A read with Rule 8D and towards transfer pricing. The matters for financial year starting from financial year 2005-06 to financial year 2010-11 & financial year 2012-13 are pending before Hon'ble Income Tax Appellate Tribunal (ITAT), Delhi. The matters for financial year 2011-12 was

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

duly accepted by the Commissioner of Income Tax (Appeals) Delhi. 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 2018 and 31 March 2017.

31 Commitments

(a) Capital expenditure contracted for at the end of the reporting period but not recognized as liabilities is as follows:

	31 March 2018	31 March 2017
Property, plant and equipment *	28	51
Intangible assets	201	142

* Amount of estimated value of contracts in capital account remaining to be executed are net of capital advance of Rs. Nil (31 March 2017: Rs. 3 Mn)

(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:

	31 March 2018	31 March 2017
Within one year	61	43
Later than one year but not later than 5 years	-	48
Later than 5 years	-	-
Total	**61**	**91**

Aggregate rental expense during the period under operating leases amount to Rs. 126 Mn (March 31, 2017 Rs. 139 Mn)

32 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.

i) Set out below is a summary of options granted under the plan:

	31 March 2018		31 March 2017	
	Average exercise price per share	Number of options	Average exercise price per share	Number of options
Opening balance	387.18	1,091,580	330.93	898,500
Granted during the year	187.65	303,550	420.68	465,730
Exercised during the year *	172.13	93,950	260.35	175,650
Forfeited/ lapsed during the year	385.35	98,760	256.56	97,000
Closing balance	**353.84**	**1,202,420**	**387.18**	**1,091,580**
Vested and exercisable		400,890		276,300

* The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2018 was INR 638 Mn (31 March 2017 - INR 449 Mn)

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 March 2018	31 March 2017
Grant X							
Tranche III	09/Jun/11	09/Jun/14	09/Jun/17	10.00	160.58	-	15,000
Grant XV							
Tranche I	02/Jul/12	02/Jul/13	02/Jul/16	285.80	76.26	-	-
Tranche II	02/Jul/12	02/Jul/14	02/Jul/17	285.80	76.26	-	4,500
Grant XXIII							
Tranche I	15/Oct/13	15/Oct/14	15/Oct/17	296.60	67.13	-	2000
Tranche II	15/Oct/13	15/Oct/15	15/Oct/18	296.60	67.13	8,200	9000
Grant XXIV							
Tranche I	14/Jan/14	14/Jan/15	14/Jan/18	372.10	101.33	-	7,500
Tranche II	14/Jan/14	14/Jan/16	14/Jan/19	372.10	101.33	-	7,500
Grant XXV							
Tranche I	09/May/14	09/May/15	09/May/18	409.75	108.83	6,000	6,000
Tranche II	09/May/14	09/May/16	09/May/19	409.75	108.83	6,000	6,000
Grant XXVI							
Tranche III	09/May/14	09/May/17	09/May/20	409.75	135.48	20,000	20,000
Tranche IV	09/May/14	09/May/18	09/May/21	409.75	135.48	20,000	20,000
Tranche V	09/May/14	09/May/19	09/May/22	409.75	135.48	20,000	20,000
Grant XXVII							
Tranche I	15/Jul/14	15/Jul/15	15/Jul/18	10.00	349.61	-	7,000
Tranche II	15/Jul/14	15/Jul/16	15/Jul/19	10.00	349.61	11,000	11,000
Tranche III	15/Jul/14	15/Jul/17	15/Jul/20	10.00	349.61	11,000	11,000
Grant XXVIII							
Tranche I	05/Aug/14	05/Aug/15	05/Aug/18	374.05	102.45	25,000	30,000
Tranche II	05/Aug/14	05/Aug/16	05/Aug/19	374.05	102.45	30,000	39,000
Grant XXIX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	109.95	-	7,000
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	109.95	-	7,000
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	109.95	-	7,000
Grant XXX							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	10.00	337.13	-	5,000
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	10.00	337.13	-	5,000
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	10.00	337.13	-	5,000
Grant XXXII							
Tranche I	15/Oct/14	15/Oct/15	15/Oct/18	393.70	124.66	20,000	20,000
Tranche II	15/Oct/14	15/Oct/16	15/Oct/19	393.70	124.66	20,000	20,000
Tranche III	15/Oct/14	15/Oct/17	15/Oct/20	393.70	124.66	20,000	20,000
Tranche IV	15/Oct/14	15/Oct/18	15/Oct/21	393.70	124.66	20,000	20,000
Tranche V	15/Oct/14	15/Oct/19	15/Oct/22	393.70	124.66	20,000	20,000
Grant XXXIII							
Tranche I	05/May/15	05/May/16	05/May/19	356.50	85.12	-	3,850
Tranche II	05/May/15	05/May/17	05/May/20	356.50	100.82	7,500	7,500
Grant XXXIV							
Tranche I	13/Jul/15	13/Jul/16	13/Jul/19	10.00	350.29	3,000	8,000
Tranche II	13/Jul/15	13/Jul/17	13/Jul/20	10.00	339.46	8,000	8,000
Tranche III	13/Jul/15	13/Jul/18	13/Jul/21	10.00	328.95	8,000	8,000
Grant XXXV							
Tranche I	19/Oct/15	19/Oct/16	19/Oct/19	493.60	125.33	40,000	40,000
Tranche II	19/Oct/15	19/Oct/17	19/Oct/20	493.60	142.15	40,000	40,000
Tranche III	19/Oct/15	19/Oct/18	19/Oct/21	493.60	159.61	40,000	40,000
Tranche IV	19/Oct/15	19/Oct/19	19/Oct/22	493.60	169.77	40,000	40,000
Tranche V	19/Oct/15	19/Oct/20	19/Oct/23	493.60	186.89	40,000	40,000
Grant XXXVI							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	546.40	142.01	9,000	9,000
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	546.40	157.47	9,000	9,000
Grant XXXVII							
Tranche I	14/Jan/16	14/Jan/17	14/Jan/20	10.00	495.37	-	7,000
Tranche II	14/Jan/16	14/Jan/18	14/Jan/21	10.00	479.87	7,000	7,000
Tranche III	14/Jan/16	14/Jan/19	14/Jan/22	10.00	464.85	7,000	7,000
Grant XXXVIII							
Tranche I	05/May/16	05/May/17	05/May/20	459.65	124.79	6,500	7,500
Tranche II	05/May/16	05/May/18	05/May/21	459.65	135.57	7,500	7,500

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 2018	31 March 2017
Grant XXXIX							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.30	147.23	19,570	34,990
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.30	160.41	19,570	34,990
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.30	176.49	19,570	34,990
Grant XL							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	10.00	486.55	10,000	10,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	10.00	472.24	10,000	10,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	10.00	458.34	10,000	10,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	10.00	444.80	10,000	10,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	10.00	431.69	10,000	10,000
Grant XLI							
Tranche I	20/Jun/16	20/Jun/17	20/Jun/20	534.30	147.23	40,000	40,000
Tranche II	20/Jun/16	20/Jun/18	20/Jun/21	534.30	160.41	40,000	40,000
Tranche III	20/Jun/16	20/Jun/19	20/Jun/22	534.30	176.49	40,000	40,000
Tranche IV	20/Jun/16	20/Jun/20	20/Jun/23	534.30	191.30	40,000	40,000
Tranche V	20/Jun/16	20/Jun/21	20/Jun/24	534.30	200.28	40,000	40,000
Grant XLII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136.04	4,700	7,500
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	148.67	7,500	7,500
Grant XLIII							
Tranche I	14/Jul/16	14/Jul/17	14/Jul/20	503.65	136.04	7,420	7,420
Tranche II	14/Jul/16	14/Jul/18	14/Jul/21	503.65	148.67	7,420	7,420
Tranche III	14/Jul/16	14/Jul/19	14/Jul/22	503.65	164.23	7,420	7,420
Grant XLIV							
Tranche I	25/Oct/16	25/Oct/17	25/Oct/20	10.00	388.00	7,000	7,000
Tranche II	25/Oct/16	25/Oct/18	25/Oct/21	10.00	376.61	7,000	7,000
Tranche III	25/Oct/16	25/Oct/19	25/Oct/22	10.00	365.55	7,000	7,000
Grant XLV							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	10.00	385.80	-	7,500
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	10.00	374.18	-	7,500
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	10.00	363.19	-	7,500
Grant XLVI							
Tranche I	16/Jan/17	16/Jan/18	16/Jan/21	425.40	106.58	5,000	5,000
Tranche II	16/Jan/17	16/Jan/19	16/Jan/22	425.40	123.84	-	5,000
Tranche III	16/Jan/17	16/Jan/20	16/Jan/23	425.40	132.71	-	5,000
Grant XLVII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	524.60	58,000	-
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510.03	58,000	-
Grant XLVIII							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	524.60	20,000	-
Tranche II	23/Jun/17	23/Jun/21	23/Jun/24	10.00	482.09	40,000	-
Grant XLIX							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	572.90	175.54	25,750	-
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	572.90	196.27	25,750	-
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	572.90	192.85	25,750	-
Grant L							
Tranche I	23/Jun/17	23/Jun/18	23/Jun/21	10.00	524.60	6,100	-
Tranche II	23/Jun/17	23/Jun/19	23/Jun/22	10.00	510.10	6,100	-
Tranche III	23/Jun/17	23/Jun/20	23/Jun/23	10.00	495.86	6,100	-
Grant LI							
Tranche I	17/Oct/17	17/Oct/18	17/Oct/21	10.00	573.83	5,000	-
Grant LII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	10.00	667.05	4,000	-
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	10.00	655.82	4,000	-
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	10.00	644.77	4,000	-
Grant LIII							
Tranche I	18/Jan/18	18/Jan/19	18/Jan/22	706.05	188.56	5,000	-
Tranche II	18/Jan/18	18/Jan/20	18/Jan/23	706.05	223.39	5,000	-
Tranche III	18/Jan/18	18/Jan/21	18/Jan/24	706.05	255.77	5,000	-
Total						**1,202,420**	**1,091,580**

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

iiii) 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 XLVII	I	572.90	10.00	48.48%	2.5	6.34%	2.88%
	II	572.90	10.00	46.59%	3.5	6.44%	2.88%
Grant XLVIII	I	572.90	10.00	48.48%	2.5	6.34%	2.88%
	II	572.90	10.00	36.22%	5.5	6.61%	2.88%
Grant XLIX	I	572.90	572.90	48.48%	2.5	6.34%	2.88%
	II	572.90	572.90	46.59%	3.5	6.44%	2.88%
	III	572.90	572.90	39.76%	4.5	6.53%	2.88%
Grant L	I	572.90	10.00	48.48%	2.5	6.34%	2.88%
	II	572.90	10.00	46.59%	3.5	6.44%	2.88%
	III	572.90	10.00	39.76%	4.5	6.53%	2.88%
Grant LI	I	625.80	10.00	37.72%	2.5	6.34%	2.88%
Grant LII	I	706.50	10.00	36.75%	2.5	6.81%	1.77%
	II	706.50	10.00	36.39%	3.5	7.03%	1.77%
	III	706.50	10.00	36.88%	4.5	7.21%	1.77%
Grant LIII	I	706.50	706.05	36.75%	2.5	6.81%	1.77%
	II	706.50	706.05	36.39%	3.5	7.03%	1.77%
	III	706.50	706.05	36.88%	4.5	7.21%	1.77%

* 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.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

(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:

Grant #	31 March 2018	31 March 2017
	Expenses accounted for during the year based on Fair value of options	
	96	53
Grant XVIII		
Tranche II	-	-
Tranche III	-	0
Grant XXV		
Tranche I	-	-
Tranche II	-	0
Grant XXVI		
Tranche I	-	-
Tranche II	-	0
Tranche III	0	1
Tranche IV	1	1
Tranche V	1	1
Grant XXVII		
Tranche I	-	-
Tranche II	0	0
Tranche III	0	1
Tranche IV	-	-
Grant XXVIII		
Tranche I	-	0
Tranche II	-	(1)
Grant XXXI		
Tranche I	-	(1)
Tranche II	-	(1)
Grant XXXII		
Tranche I	-	-
Tranche II	-	1
Tranche III	0	1
Tranche IV	1	1
Tranche V	0	0
Grant XXXIII		
Tranche I	-	0
Tranche II	0	0
Grant XXXIV		
Tranche I	-	1
Tranche II	0	1
Tranche III	1	1
Grant XXXV		
Tranche I	-	2
Tranche II	2	3
Tranche III	2	2
Tranche IV	2	2
Tranche V	1	1
Grant XXXVI		
Tranche I		1
Tranche II	1	1
Grant XXXVII		
Tranche I	-	3
Tranche II	1	2
Tranche III	1	1
Grant XXXIX		
Tranche I	(2)	1
Tranche II	1	1
Tranche III	1	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 March 2018	31 March 2017
Grant XL		
Tranche I	1	4
Tranche II	2	2
Tranche III	2	1
Tranche IV	1	1
Tranche V	1	1
Grant XLI		
Tranche I	1	5
Tranche II	3	3
Tranche III	2	2
Tranche IV	2	1
Tranche V	2	1
Grant XLII		
Tranche I	0	1
Tranche II	1	0
Grant XLIII		
Tranche I	0	1
Tranche II	1	0
Tranche III	0	0
Grant XLIV		
Tranche I	2	1
Tranche II	1	1
Tranche III	1	0
Grant XLV		
Tranche I	(2)	-
Tranche II	1	-
Tranche III	1	-
Grant XLVI		
Tranche I	-	-
Tranche II	-	-
Tranche III	-	-
Grant XLVII		
Tranche I	24	-
Tranche II	11	-
Grant XLVIII		
Tranche I	8	-
Tranche II	4	-
Grant XLIX		
Tranche I	3	-
Tranche II	2	-
Tranche III	1	-
Grant L		
Tranche I	2	-
Tranche II	1	-
Tranche III	1	-
Grant LI		
Tranche I	1	-
Grant LII		
Tranche I	1	-
Tranche II	0	-
Tranche III	0	-
Grant LIII		
Tranche I	0	-
Tranche II	0	-
Tranche III	0	-
Total employee share-based payment expense	**96**	**53**

#0 represents amount is below the rounding off norm adopted by the Company.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

		31 March 2018	31 March 2017
33	**Earnings per Share**		
	(a) Basic earnings per equity share of Rs 10 each		
	From continuing operations attributable to the equity holders of the company	36.83	26.90
	From discontinued operation	-	-
	Total basic earnings per share attributable to the equity holders of the company	**36.83**	**26.90**
	(b) Diluted earnings per equity share of Rs 10 each		
	From continuing operations attributable to the equity holders of the company	36.60	26.84
	From discontinued operation	-	-
	Total diluted earnings per share attributable to the equity holders of the company	**36.60**	**26.84**
	(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:	2,262	1,649
	Diluted earnings per share		
	Profit from continuing operations attributable to the equity holders of the Company:	2,262	1,649
	(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	61,412,559	61,302,995
	Adjustments for calculation of diluted earnings per share:		
	Stock Options	390,583	129,671
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	**61,803,142**	**61,432,666**

(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 32.

34 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.

35 Events Occurring after the reporting period

Refer to Note 27(b) for the final dividend recommended by the director which is subject to the approval of the shareholders in the ensuing annual general meeting.

36 Acquisition of second tranche in Incessant

As per the terms of share purchase agreement dated May 05,2015 signed between the Company and Shareholders of Incessant, the Company acquired 19% shareholding of Incessant in May 2017 for cash consideration of Rs 1,036 Mn. Pending acquisition of 30% 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 31,2018 the Company holds 70% shareholding in Incessant Technologies Private Limited (Incessant). The Company has entered into an amendment agreement dated March 23,2018 with the shareholders of Incessant, whereby instead of acquiring balance 30% shareholding next year it will acquire the same in two tranches of 20% and 10% over next two years.

37 Scheme of amalgamation

The Board of Directors of the Company has, 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 holds 3.55% each of share capital of NIIT Technologies Limited and form part of promoter/ promoter group of NIIT Technologies Limited. From the effective date, pursuant to the Scheme, the entire shareholding of PBIPL and GAIPL in the Company shall stand cancelled and the equivalent shares of the Company shall be re-issued to the shareholders of PBIPL and GAIPL as on the record date to be fixed for the purpose.

Pursuant to the proposed amalgamation of PBIPL and GAIPL with the Company, there will be no change in the promoter's shareholding in the Company. All cost and charges arising out of this proposed scheme of amalgamation shall be borne by the promoter. The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench.

Notes to the financial statements

(All amounts in Rs Mn., unless otherwise stated)

38 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

Amit Kumar Garg
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurgaon
Date : May 4, 2018

Place : Noida
Date : May 4, 2018

INDEPENDENT AUDITORS' REPORT

To the Members of NIIT Technologies Limited

Report on the Consolidated Ind AS Financial Statements

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, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) 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; the 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

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 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, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of 18 subsidiaries, whose Ind AS financial statements include total assets of Rs 7,604 million and net assets of Rs 4,986 million as at March 31, 2018, and total revenues of Rs 8,294 million and net cash inflows of Rs 352 million for the year ended on that date. These 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) The consolidated Ind AS financial statements of the Company for the year ended March 31, 2017, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 5, 2017.

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 and other financial information certified by the Management.

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, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We / the other auditors whose reports 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 purpose 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, 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 Standard) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 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, incorporated in India, none of the directors of the Group's companies, is disqualified as on March 31, 2018 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) 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, – 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 (a) Note 29 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, 2018.

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 4, 2018

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, 2018, 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 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,

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIIT TECHNOLOGIES LIMITED

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 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, an 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, 2018, 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 these two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary.

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 4, 2018

Consolidated Balance Sheet

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Notes	As at 31 March 2018	As at 31 March 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	4,500	4,802
Capital work-in-progress	3	7	-
Goodwill	4	2,430	1,848
Other Intangible assets	4	1,863	1,826
Financial assets			
Investments #	5 (i)	0	0
Trade receivables	5 (iv)	53	78
Other financial assets	5 (iii)	301	205
Deferred tax assets (net)	6	1,231	971
Other non-current assets	7	134	120
Total non-current assets		**10,519**	**9,850**
Current assets			
Inventories	8	3	3
Financial assets			
Investments	5 (ii)	3,652	3,158
Trade receivables	5 (iv)	5,858	4,680
Cash and cash equivalents	5 (v)	4,102	3,502
Bank balances other than above	5 (vi)	81	573
Other financial assets	5 (iii)	828	1,155
Current tax assets (net)	9	650	624
Other current assets	10	1,005	911
Total current assets		**16,179**	**14,606**
TOTAL ASSETS		**26,698**	**24,456**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	615	614
Other equity			
Reserves and surplus	12	16,992	16,248
Other reserves	13	133	3
Equity attributable to owners of NIIT Technologies Limited		**17,740**	**16,865**
Non-controlling interests	14	222	237
Total equity		**17,962**	**17,102**
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	15 (i)	179	214
Other financial liabilities	15(ii)	1,483	1,416
Provisions	16(i&ii)	741	858
Deferred tax liabilities	34	455	387
Other non-current liabilities	17	31	-
Total non- current liabilities		**2,889**	**2,875**
Current liabilities			
Financial liabilities			
Trade payables	15 (iii)	1,453	1,194
Other financial liabilities	15 (iv)	1,733	1,034
Provisions	16 (i & ii)	709	642
Other current liabilities	18	1,952	1,609
Total current liabilities		**5,847**	**4,479**
Total Liabilities		**8,736**	**7,354**
TOTAL EQUITY AND LIABILITIES		**26,698**	**24,456**

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

Amit Kumar Garg
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2018

Place : Noida
Date : May 4, 2018

Consolidated Statement of Profit and Loss

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Notes	Year ended 31 March 2018	Year ended 31 March 2017
Revenue from operations	19	29,914	28,021
Other income	20	391	269
Total income		**30,305**	**28,290**
Expenses			
Purchases of stock-in-trade		317	141
Changes in inventories of stock-in-trade	21	-	(1)
Employee benefits expense	22	17,601	16,513
Depreciation and amortisation expense	23	1,274	1,277
Other expenses	24	6,983	6,573
Finance costs	25	94	60
Total expenses		**26,269**	**24,563**
Profit before exceptional items and tax		**4,036**	**3,727**
Exceptional Items	26	-	221
Profit before tax from continuing operations		**4,036**	**3,506**
Income Tax expense:	27		
Current tax		1,084	922
Deferred tax		(135)	(137)
Total tax expense		**949**	**785**
Profit for the year		**3,087**	**2,721**
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Deferred gains/(loss) on cash flow hedges	13	(368)	372
Income tax relating to these items		69	(103)
		(299)	**269**
Items that will not be reclassified to profit or loss			
Remeasurement of post - employment benefit obligations (expenses) / income		1	(14)
Income tax relating to these items		-	5
		1	**(9)**
Other comprehensive income/(loss) for the year, net of tax		**(298)**	**260**
Total comprehensive income for the year		**2,789**	**2,981**
Profit is attributable to:			
Owners of NIIT Technologies Limited		2,802	2,501
Non-controlling interests	14	285	220
		3,087	**2,721**
Other comprehensive income is attributable to:			
Owners of NIIT Technologies Limited		(298)	260
Non-controlling interests		-	-
		(298)	**260**
Total comprehensive income is attributable to:			
Owners of NIIT Technologies Limited		2,504	2,761
Non-controlling interests	14	285	220
		2,789	**2,981**
Earnings per equity share (of Rs 10 each) attributable to owners of NIIT Technologies Limited			
Basic earnings per share	40	45.63	40.80
Diluted earnings per share	40	45.34	40.71

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, 2018

Rajendra S Pawar
Chairman
DIN 00042516

Amit Kumar Garg
Chief Financial Officer

Place : Noida
Date : May 4, 2018

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 2016	61,186,524	612
Changes in equity share capital	175,650	2
At 31 March 2017	**61,362,174**	**614**
Changes in equity share capital	93,950	1
At 31 March 2018	**61,456,124**	**615**

b. Other Equity

Description	Reserves and Surplus						Other Reserves		Total other equity	Non-controlling interest	Total
	Capital Reserve	Capital Redemption Reserve	Security Premium Reserve	Employee stock option	General Reserves	Retained Earnings	Cash Flow Hedging Reserve	Foreign Currency Translation Reserve			
Balance at 1 April 2016	**11**	**17**	**345**	**73**	**2,306**	**12,006**	**137**	**219**	**15,114**	**193**	**15,307**
Profit for the year	-	-	-	-	-	2,501	-	-	2,501	220	2,721
Other Comprehensive Income	-	-	-	-	-	(9)	132	(485)	(362)	-	(362)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**2,492**	**132**	**(485)**	**2,139**	**220**	**2,359**
Transferred from stock options outstanding	-	-	19	(19)	-	-	-	-	-	-	-
Shares issued for exercised options	-	-	44	-	-	-	-	-	44	-	44
Impact of fair valuation on Employee Stock Options	-	-	-	59	-	-	-	-	59	-	59
Dividend paid	-	-	-	-	-	(613)	-	-	(613)	-	(613)
Corporate dividend tax	-	-	-	-	-	(125)	-	-	(125)	-	(125)
Fair valuation impact on future acquisition liability	-	-	-	-	-	(367)	-	-	(367)	(170)	(537)
Non Controlling Interest on dividend paid by a subsidiary	-	-	-	-	-	-	-	-	-	(6)	(6)
Balance at 31 March 2017	**11**	**17**	**408**	**113**	**2,306**	**13,393**	**269**	**(266)**	**16,251**	**237**	**16,488**

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	Security Premium Reserve	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 as at 31 March 2018	**11**	**17**	**443**	**191**	**2,306**	**14,024**	**(30)**	**163**	**17,125**	**222**	**17,347**

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, 2018

Rajendra S Pawar
Chairman
DIN 00042516

Amit Kumar Garg
Chief Financial Officer

Place : Noida
Date : May 4, 2018

Arvind Thakur
Vice Chairman & Managing Director
DIN 00042534

Sudhir Singh
Chief Executive Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Statement of Cash Flows

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit before tax and exceptional items	4,036	3,727
Adjustments for		
Depreciation and amortisation expense	1,274	1,277
Loss on disposal of property, plant and equipment (net)	7	5
Interest and finance charges	13	12
Provision for customer contracts	(126)	(12)
Employee share-based payment expense	97	59
Provision for doubtful debts & unbilled revenue (including written off) (net)	18	84
Provision for Security Deposits	3	-
Dividend and interest income classified as investing cash flows	(40)	(3)
Interest income from financial assets at amortised cost	(47)	(71)
Gain on sale of Investments in equity instruments (fully paid)	(41)	-
Gain on sale of investments	(85)	(69)
Unrealized gain on fair valuation of current investments	(78)	(58)
Unwinding of discount - Finance Income	(17)	(11)
Unwinding of discount - Finance Cost	49	19
	1,027	**1,232**
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(832)	885
(Increase)/Decrease in inventories	-	(1)
(Increase)/Decrease in other financial assets	409	89
(Increase)/Decrease in other assets	(84)	292
Increase/(Decrease) in provisions	(205)	21
Increase/(Decrease) in trade payables	217	(57)
Increase/(Decrease) in other liabilities	367	(193)
Cash generated from operations	**(128)**	**1,036**
Income taxes paid	(1,111)	(1,051)
Net cash inflow from operating activities before exceptional Items	3,824	4,944
Exceptional Item	-	(221)
Net cash inflow from operating activities	**3,824**	**4,723**
Cash flow from investing activities		
Purchase of fixed assets	(888)	(873)
Proceeds from sale of fixed assets	9	18
Investment in Subsidiary	(1,639)	-
Purchase of current investments	(5,608)	(6,519)
Proceeds from sale of current investments	5,277	4,235
Proceeds from sale of Investments in equity instruments	41	-
Dividend Income	40	3
Interest received on banks & Income Tax Refund	64	73
Net cash outflow from investing activities	**(2,704)**	**(3,063)**

Statement of Cash Flows

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from financing activities		
Proceeds from issue of shares (including share premium and share application)	66	70
Term Loans		
- Received	63	64
- Repaid	(50)	(53)
Interest paid	(13)	(12)
Dividends paid to Company's shareholders	(810)	(738)
Net cash inflow (outflow) from financing activities	**(744)**	**(669)**
Cash acquired on acquisition of ruletek	52	-
Net increase (decrease) in cash and cash equivalents	**428**	**991**
Cash and cash equivalents at the beginning of the financial year	3,502	2,879
Effects of exchange rate changes on cash and cash equivalents	172	(368)
Cash and cash equivalents at the end of the financial year	**4,102**	**3,502**
Cash and Cash Equivalents comprise of:		
Cash on hand #	0	1
Cheques, drafts on hand	120	184
Current accounts	3,974	3,317
Fixed deposit accounts (less than 3 months maturity)	8	-
	4,102	**3,502**

O 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

Amit Kumar Garg
Chief Financial Officer

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Place : Gurugram
Date : May 4, 2018

Place : Noida
Date : May 4, 2018

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Background

NIIT Technologies Limited ("the Group") is a Group limited by shares, incorporated and domiciled in India. The Group 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 Group is a public listed Group 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 04,2018.

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

(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 acquisition method of accounting is used to account for business combinations by the group.

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. Inter Group 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 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, joint control or significant influence, 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 Grouping 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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

the functional currency and the foreign currency at the monthly 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 recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The group recognizes revenue when the amount of revenue can be reliably measured , it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities as described below. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Contracts involving provision of services

Revenue is recognized when persuasive evidence of an arrangement exists, services have been rendered, the fee is determinable and collectability is reasonably assured. Contracts can be primarily categorized as time –and- material or fixed price contracts. The Group accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

(a) Time-and-material contracts

Revenue with respect to time-and-material contracts is recognized as the related services are performed.

(b) Fixed Price contracts

Revenue related to contracts providing maintenance and support services, is recognized over the term of the contract.

Revenue related to fixed price contracts is recognized in accordance with the proportionate completion method (PCM). The input (efforts expended) method is used to measure progress towards completion, as there is a direct relationship between input and productivity. Costs are recorded as incurred over the contract period. Any revision in cost to complete would result in increase or decrease in revenue and income and such changes are recorded in the period in which they are identified. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenues that will be generated by the contract and are included in Cost of services and classified in Short Term Provisions. For services accounted for under the PCM method, cost and earnings in excess of billing are classified as unbilled revenue, while billing in excess of cost and earnings are classified as deferred revenue.

(ii) *Contracts involving sale of products*

Revenue from product sales are shown net of sales tax/ Goods and Services tax (GST) as relevant and applicable discounts and allowances. Revenue related to product with installation services that are critical to the product is recognized when installation of product at customer site is completed and accepted by the customer. If the revenue for a delivered item is not recognized for non receipt of acceptance from the customer, the cost of the delivered item is also deferred. Revenue from maintenance services is recognized ratably over the period of the contract.

(iii) *Multiple-element arrangements*

Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 18 on Revenue. The Group allocates the arrangement consideration to separately identifiable components based on their relative fair values. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

When revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Group is a principal to the transaction and net of costs when the Group is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Group is a principal or an agent, most notably whether the Group is the primary obligor to the customer, has established its own pricing, and has inventory and credit risks.

(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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

the reporting period in the countries where the Group 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.

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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

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 finished 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 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 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 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 Profit and loss

(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 Profit and loss, 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 Profit and loss.

(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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

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:

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

(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 Profit and loss. 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.

(iii) 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.

(iv) 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.

(n) 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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

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.

Transition to Ind AS

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

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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(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	50 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.

(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.

(iii) **Borrowings**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income/expenses.

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.

(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.

(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 OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

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:

► 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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

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 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.

(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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

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) 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

(i) IND AS 115, Revenue from contract with customers

Ind AS 115 was issued on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is 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.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018. The Company plans to adopt the new standard on the required effective date using the modified retrospective method. The Company has evaluated the potential impacts of the new standard on financial statements. Based on such evaluation, the Company expects that the adoption of Ind AS 115 will not have a material impact on it's financial statements.

(ii) Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which a company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the company must determine the transaction date for each payment or receipt of advance consideration. The Company may apply the Appendix requirements on a fully retrospective basis. Alternatively, the company may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognised on or after:

(i) The beginning of the reporting period in which the company first applies the Appendix, or

(ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the company first applies the Appendix.

The Appendix is effective for annual periods beginning on or after 1 April 2018. However, since the company's current practice is in line with the Interpretation, the company does not expect any effect on its financial statements.

(iii) Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments are effective for annual periods beginning on or after 1 April 2018. These amendments are not expected to have any impact on the company as the company has no deductible temporary differences or assets that are in the scope of the amendments.

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)

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.

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

3 Property, plant and equipment

(All amounts in Rs Mn unless otherwise stated)

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 2016	-	274	2,312	1,042	3	172	1,167	523	18	240	5,751	7
Additions	-	-	1	180	1	15	14	6	8	78	303	165
Disposals	-	-	-	2	-	1	3	1	-	28	35	-
Translation Adjustment	-	-	-	(23)	-	(6)	(4)	(6)	(5)	-	(44)	-
Transfers/Adjustment	-	-	49	87	-	-	27	9	-	-	172	(172)
As at 31 March 2017	**-**	**274**	**2,362**	**1,284**	**4**	**180**	**1,201**	**531**	**21**	**290**	**6,147**	**-**
Accumulated depreciation												
As at 1 April 2016	-	3	30	348	1	57	140	65	7	30	681	-
Depreciation charge for the year	-	3	40	365	1	41	146	72	6	41	715	-
Disposals	-	-	-	1	-	-	2	-	-	7	10	-
Translation Adjustment	-	-	-	(22)	-	(5)	(3)	(6)	(5)	-	(41)	-
Transfers/Adjustment #	-	-	0	-	-	0	0	0	-	-	0	-
As at 31 March 2017	**-**	**6**	**70**	**690**	**2**	**93**	**281**	**131**	**8**	**64**	**1,345**	**-**
Net carrying amount as at 31 March 2017	**-**	**268**	**2,292**	**594**	**2**	**87**	**920**	**400**	**13**	**226**	**4,802**	**-**

(All amounts in Rs Mn unless otherwise stated)

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 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	1,345	-
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**

*Includes vehicles financed through loans Gross Block Rs. 219 Mn, Net block Rs. 169 Mn; hypothecated to financial institutions/banks against term loans (Refer Note No. 15)

** Plant and Machinery includes Rs. 237 Mn (31 March 2017 - Rs. 288 Mn) [net block]installed in the premises of the customer under the cancellable operating lease arrangement.

Consolidated Notes to the financial statements

(All amounts in Rs.Mn unless otherwise stated)

4 Intangible assets

(All amounts in Rs Mn unless otherwise stated)

Particulars	Other Intangible assets								
	Acquired software	Internally developed software	Patents	Brand	Customer relationships	Non-compete fee	Total	Goodwill	Intangibe assets under development
Gross carrying amount									
As at 1 April 2016	966	179	6	237	777	316	2,481	2,025	160
Additions	270	-	-	-	-	-	270	-	50
Disposals	8	-	-	-	-	-	8	-	-
Translation Adjustment	(29)	(38)	(1)	-	-	-	(68)	(177)	-
Transfers	-	210	-	-	-	-	210		(210)
As at March 31, 2017	**1,199**	**351**	**5**	**237**	**777**	**316**	**2,885**	**1,848**	**-**
Accumulated amortization and impairment									
As at 1 April 2016	384	41	-	4	72	48	549	-	-
Amortization charge for the year	390	37	-	5	78	52	562	-	-
Disposals	7	-	-	-	-	-	7	-	-
Translation Adjustment	(27)	(18)	-	-	-	-	(45)	-	-
As at 31 March 2017	**740**	**60**	**-**	**9**	**150**	**100**	**1,059**	**-**	**-**
Net carrying amount as at 31 March 2017	**459**	**291**	**5**	**228**	**627**	**216**	**1,826**	**1,848**	**-**

Particulars	Other Intangible assets								
	Acquired software	Internally developed software	Patents	Brand*	Customer relationships*	Non-compete fee*	Total	Goodwill	Intangibe assets under development
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 31 March 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 31 March 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**	**-**

* Subsequent to the fair valuation of assets and liabilities, 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.

** The carrying amount of a CGU in Americas has been reduced to its recoverable amount by recognition of an impairment loss. This loss has been disclosed as a separate line item in the statement of profit and loss.

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

Goodwill acquired through business combination is allocated to Cash Generating Unit (CGU) below, which are also reporting segments for impairment testing. The Group tests whether goodwill has suffered any impairment on an annual basis. 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-18	1,168	786	476	**2,430**
March-17	1,038	808	2	**1,848**

There are no intangible assets with indefinite useful life allocated to CGU

The following table sets out the key assumptions for determining the recoverable amount for the above CGUs:

	Europe, Middle East and Africa (EMEA)	India	Americas
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%
31 March 2017			
Revenue (% annual growth rate)	5%	25%	-
Budgeted operating margin (%)	7% - 30%	30%	-
Pre-tax discount rate (%)	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 Company has performed impairment testing for the above CGUs and no impairment charge has been identified.

c) Significant estimate: Impact of possible changes in key assumptions

The recoverable amount as determined, exceeds the carrying value by 37% to 58%. No reasonably possible change in assumptions would cause the carrying amount to exceed the recoverable amount.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

5	Financial Assets	31 March 2018	31 March 2017
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
	Nil (Previous year 1,064,655) Common shares in Co Kinetic systems Inc, USA #	-	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 Company.

5(ii)	Current investments	31 March 2018		31 March 2017	
	Investment in Mutual Funds - Quoted	**Units**	**Value**	**Units**	**Value**
	Tata Liquid Fund Regular Plan-Growth	-	-	30,192	90
	SBI Magnum Insta Cash Fund-Regular Plan-Growth	-	-	27,937	100
	SBI Magnum Insta Cash Fund-Direct Plan- Growth	5,294	20		
	Birla Sun Life Cash Plus-Growth-Direct Plan	-	-	195,115	51
	Birla Sun Life Cash Plus-Growth-Regular Plan	338,443	94	461,891	120
	Reliance Liquid Fund- Treasury Plan- Growth	-	-	49,787	197
	Reliance Money Manager Fund-Growth Plan	83,805	201	83,805	188
	IDFC Cash Fund Growth- Direct Plan	52,440	111	53,100	105
	HDFC Liquid Fund-Regular Plan-Growth Option	5,574	19	46,985	150
	HDFC Liquid Fund-Direct Plan-Growth Option	5,905	20	62,799	201
	IDFC Liquid Fund Regular plan	13,143	28		
	ICICI Prudential Liquid-Direct Plan-Growth	78,394	20	793,499	191
	ICICI Prudential Liquid-Regular Plan-Growth	107,855	28	292,094	70
	UTI Liquid Cash Plan Institutional -Direct Growth	-	-	49,287	131
	Kotak Liquid Scheme Regular Plan -Growth	-	-	27,378	90
	Baroda Pioneer Liquid Plan-Direct	-	-	39,299	73
	Prudential ICICI Flexible Income-Direct Plan-Growth	632,653	212	632,653	198
	Birla Short Term Fund-Growth	3,980,606	264	3,980,606	248
	Reliance Short Term Fund-Growth	3,348,670	109	3,348,670	103
	HDFC Medium term opportunity Fund-Growth	8,534,304	166	8,534,304	155
	HDFC Short Term Opportunity Fund-Growth	16,744,654	321	21,441,027	386
	Kotak Bond Short Term Fund-Growth	6,014,220	195	6,670,229	205
	Relaince Arbitrage Advantage Fund Direct Monthly Dividend ReInvestment	24,130,849	260	-	-
	ICICI Pru Equity Arbitrage Fund Direct, Dividend Monthlly Re investment	18,293,501	262	-	-
	Kotak Equity Arbritage Fund Direct, Dividend Monthly Reinvestment	24,704,563	270	-	-
	UTI -Spread Fund - Direct Plan- Dividend Reinvestment	12,285,671	205	-	-
	HDFC Arbitrage Fund WP Dividend Monthly reinvestment Direct	2,878,670	30	-	-
	HDFC Arbitrage Fund WP Growth Direct	15,462,196	204	-	-
	IDFC Arbitrage Fund Growth Direct	10,223,173	219	-	-
	ABSL Enchanced Arbitrage Fund Growth Dirrect	11,092,799	204	-	-
	UTI -Fixed Term Income Fund- Series Xxviii-Vi (1190 Days) Direct Growth	5,000,000	50	-	-
	ICICI Prudencial Fixed Maturity Plan Series 82-1223 days plan E Direct Plan	5,000,000	51	-	-
	ICICI Flexible Income Plan Dir. Growth	-	-	65,255	20
	ICICI PRU Banking & PSU debt Fund G	2,304,935	46	2,304,935	44
	IDFC Corporation Bond	3,647,804	43	3,647,804	42
	Total mutual funds		**3,652**		**3,158**
	Total Current Investments		**3,652**		**3,158**
	Aggregate amount of quoted investments and market value thereof		3,652		3,158
	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 2018		31 March 2017	
	Current	Non- Current	Current	Non- Current
5(iii) Other Financial Assets				
(i) Derivatives				
Foreign exchange forward contracts	39	-	372	-
(ii) Others				
Security deposits				
-Considered Good	80	55	101	36
-Considered doubtful	-	4	-	1
	80	59	101	37
Less -Provision for doubtful security deposits	-	4	-	1
	80	55	101	36
Interest accrued on deposits with banks	-	16	33	-
Long term deposits with bank with maturity period more than 12 months [Refer Note (a) below]	-	221	-	153
Unbilled revenue	739	9	711	16
Less: Provision for doubtful unbilled revenue	30	-	62	-
Net unbilled revenue	709	9	649	16
Total other financial assets	**828**	**301**	**1,155**	**205**

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

5(iv) Trade Receivables				
Trade receivables	6,425	53	5,239	78
Receivables from related parties [Refer note 32]	10	-	6	-
Less: Allowance for doubtful debts#	577	-	565	-
Total receivables	**5,858**	**53**	**4,680**	**78**
Break-up of security details				
Secured, considered good	-		-	
Unsecured, considered good	5,858	53	4,680	78
Doubtful	577	-	565	-
Total	**6,435**	**53**	**5,245**	**78**
Allowance for doubtful debts #	(577)	-	(565)	-
Total trade receivables	**5,858**	**53**	**4,680**	**78**

#During the year Rs.Nil (31 March 2017 - Rs. 117Mn) has been transferred from Provision for customer contracts. [Refer note 16]

	31 March 2018	31 March 2017
5(v) Cash and cash equivalents		
Balances with Banks		
- in Current Accounts	3,974	3,317
- in EEFC account	-	-
Deposits with maturity less than three months	8	-
Cash on Hand #	0	1
Cheques, drafts on hand	120	184
Total Cash and cash equivalents	**4,102**	**3,502**

0 represents amount is below the rounding off norm adopted by the Company.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

5(vi) Bank Balances other than above		
Deposits with maturity more than 3 months but less than 12 months	66	559
Unpaid dividend account	15	14
	81	**573**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

		31 March 2018	31 March 2017
6	**Deferred tax assets**	**1,231**	**971**
	The balance comprises temporary differences attributable to:		
	Provisions	270	281
	Defined benefit obligations	362	354
	Other items		
	Allowance for doubtful debts and advances	59	72
	Minimum alternate tax credit entitlement	772	708
	Gross deferred tax assets (A)	**1,463**	**1,415**
	Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation.	(244)	(294)
	DTL on discounting on non current provisions and others	-	(46)
	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	12	(104)
	Gross deferred tax liabilities (B)	**(232)**	**(444)**
	Net Deferred tax assets (A-B)	**1,231**	**971**

Movement in deferred tax assets

	Fixed Assets	Derivatives	Employee benefits	Provisions	Minimum Alternate Tax	Other items	Total
At 1 April 2016	(298)	(31)	210	279	615	96	**871**
(charged)/credited:							
- to profit or loss- deferred tax	4	-	144	2	93	(133)	**110**
- to other comprehensive income	-	(98)	-	-	-	-	**(98)**
- Translation adjustment	-	25	-	-	-	63	**88**
At 31 March 2017	**(294)**	**(104)**	**354**	**281**	**708**	**26**	**971**
(charged)/credited:							
- to profit or loss- deferred tax	50	-	8	(11)	64	24	**135**
- to other comprehensive income	-	-	-	-	-	-	**-**
Income tax on deferred gain on cash flow hedges	-	116	-	-	-	-	**116**
- Translation adjustment	-	-	-	-	-	9	**9**
At 31 March 2018	**(244)**	**12**	**362**	**270**	**772**	**59**	**1,231**

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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

	31 March 2018	31 March 2017
7 Other non-current assets		
Capital advances	2	3
Advances other than capital advances	1	1
Prepayments	131	116
Total other non-current assets	**134**	**120**
8 Inventories		
Traded Goods [Refer note below]	3	3
Total inventories	**3**	**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.

9 Current tax assets		
Advance Income Tax	5,903	5,029
Less: Provision for income tax	5,254	4,406
	649	**623**
Advance fringe benefits tax	58	58
Less: Provision for fringe benefits tax	57	57
	1	**1**
Total current tax assets	**650**	**624**
10 Other current assets		
Unsecured, considered good, unless otherwise stated		
Prepayments	691	710
Advances other than capital advances	314	201
Total other current assets	**1,005**	**911**

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 31 March 2017	**75,000,000**	**750**
Increase during the year	-	-
As at 31 March 2018	**75,000,000**	**750**

(i) Movements in equity share capital

	Number of shares	Amount
As at 31 March 2017	**61,362,174**	**614**
Increase during the year	93,950	1
As at 31 March 2018	**61,456,124**	**615**

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 37.

(ii) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	Equity Shares			
	31 March 2018		31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
NIIT Limited	14,493,480	23.58	14,493,480	23.62
HDFC Mutual Fund	5,523,944	8.99	5,513,944	8.99

		31 March 2018	31 March 2017
12	**Reserves and Surplus**		
	Capital reserves	11	11
	Capital redemption reserve	17	17
	Securities premium reserve	443	408
	Share options outstanding account	191	113
	General reserve	2,306	2,306
	Retained earnings	14,024	13,393
	Total reserves and surplus	**16,992**	**16,248**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2018	31 March 2017
(i) Capital Reserve		
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 reserve		
Opening Balance	408	345
Add: Transferred from share options outstanding account	19	19
Add: Shares issued for exercised options	16	44
Closing Balance	**443**	**408**
(iv) Employee stock option		
Options granted till date	113	73
Less: Transferred from share options outstanding account	(19)	(19)
Add: Impact of fair valuation on employee stock options	97	59
Closing Balance	**191**	**113**
(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	13,393	12,006
Net profit for the period	2,802	2,501
Other comprehensive income	1	(9)
Loss on closer of Subsidary	(2)	-
Less: Appropriations		
Dividend paid	(768)	(613)
Corporate dividend tax on above	(43)	(125)
Fair valuation impact on future acquisition liability	(1,359)	(367)
Transferred to general reserve	-	-
Closing Balance	**14,024**	**13,393**

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.

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 2016	**137**	**219**	**356**
Fair Value changes on Cash Flow Hedges, net of tax	132	-	132
Increase/(decrease) during the year		(485)	(485)
At 31 March 2017	**269**	**(266)**	**3**
Fair Value changes on Cash Flow Hedges, net of tax			
Increase/(decrease) during the year	(299)	429	130
As at 31 March 2018	**(30)**	**163**	**133**

Nature and purpose of other reserves

Securities premium reserve

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.

Share options outstanding account

The share options outsanding account 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 30. 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, i.e., 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 2016	193
Add : Non-controlling share in the results for the year	220
Less: 40% Non-controlling share in dividend declared by NIIT Media Technologies LLC	-
Less : 11% Non-controlling share in dividend declared by ESRI India Technologies Limited	(5)
Less : 11% Non-controlling share of corporate dividend tax on dividend declared by ESRI India Technologies Limited	(1)
Less: 49% Non-controlling share of Incessant Technologies Private Limited transfer to other equity	(170)
At 31 March 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 Incessant Technologies Private Limited transfer to other equity	(288)
Less: 45% Non-controlling share of Rule Tek transfer to other equity	62
At 31 March 2018	**222**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

		31 March 2018	31 March 2017
15	**Financial liabilities**		
15(i)	**Non - Current Borrowings**		
	Secured Loans		
	Term loans		
	From Banks	3	5
	From Financial Institutions	122	108
	Deferred Payment Liabilities *		
	Property Plant & Equipments	97	140
	Unsecured Loans		
	Long term maturities of finance lease obligations		
	Obligations under finance leases	1	1
	Total non-current borrowings	**223**	**254**
	Less: Current maturities of long term debt [included in Note 15(v)]	44	39
	Less: Current maturities of finance lease obligations [included in Note 15(v)]		1
		-	-
	Non-current borrowings (as per balance sheet)	**179**	**214**

(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.
* In accordance with Guidance note on Division II Ind AS Schedule III to the Companies Act 2013, issued in July 2017,Deferred Payment Liabilities which were earlier grouped under Non Current Trade Payables, are now reclassified as Non Current Borrowings.

15(ii)	**Other non current financial liabilities**		
	Financial liability for future acquisition	1,483	1,416
	Total other non current financial liabilities	**1,483**	**1,416**
15(iii)	**Trade Payables**		
	Current		
	Trade Payables	1,451	1,193
	Acceptance	-	-
	Trade Payables to related parties	2	1
	Total trade payables	**1,453**	**1,194**

There are no micro enterprises and small enterprises to which the Company owes dues as at March 31, 2018, March 31, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

15(iv)	**Other Financial liabilities**		
	Current		
	Capital creditors	130	114
	Current maturities of term loan [Refer Note 15 i (a) above]		
	From Bank	2	2
	From Financial Institutions	42	37
	Finance lease obligations	2	1
	Unclaimed dividend [Refer Note (a) below]	15	14
	Financial liability for future acquisition	1,461	866
	Derivatives		
	Foreign exchange forward contracts	81	-
	Total other current financial liabilities	**1,733**	**1,034**

(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 2018			31 March 2017		
	Current	Non- Current	Total	Current	Non- Current	Total
Provisions [Refer note (i) below]	302	240	542	401	267	668
Employee benefit obligations [Refer note (ii) below]	407	501	908	241	591	832
Total	**709**	**741**	**1,450**	**642**	**858**	**1,500**

i Provisions

	31 March 2018			31 March 2017		
	Current	Non- Current	Total	Current	Non- Current	Total
Provision for Customer Contract	193	210	403	308	206	514
Provision for restoration of building	-	30	30	-	39	39
Top Talent Reward Program	43	-	43	26	22	48
Payroll Tax Liability	-	-	-	1	-	1
Royalty Tax Liability	58	-	58	58	-	58
Tax on Exit of Shareholders	8	-	8	8	-	8
Total	**302**	**240**	**542**	**401**	**267**	**668**

(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.

Top Talent Reward Program

The Board of Directors of Incessant Technologies Private Limited has formulated and approved a Top Talent Reward Program ["TTRP"] on 30 April, 2015, an incentive based bonus plan to the identified employees of the Company over a period of 4 years in the manner detailed in the TTRP. The outstanding liability as at March 31, 2018 (Rs 43 Mn) will be paid in next year hence accounted for on an undiscounted basis. The Group during the previous year had determined the liability through an independent actuary using the Projected Unit Credit method

Payroll tax/ Royalty Tax/ Tax on Exit of Shareholders/ Tax - Franking Credits Liabilites

These liabilities are pertaining to acquisition of controlling stake of 51% in Incessant Technologies India Private Limited during the Financial Year 2015-16. As at the date of acquisition these amounts were appearing as a Contingent Liability in the financial statements of Incessant Technologies India Private Limited and are recorded in these financial statements based on fair valuation carried out by an Independent Valuer.

(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	Payroll Tax Liability	Royalty Tax Liability	Tax on Exit of Shareholders	Total
As at 01 April 2017	514	39	48	1	58	8	668
Charged/ (Credited) to profit or loss:							-
additional provisions recognized	10	-	-	-	-	-	10
unused amounts reversed / transferred	-	-	-	-	-	-	-
amount used during the year	(135)	(9)	(5)	(1)	-	-	(150)
unwinding of discount	14	-	-	-	-	-	14
As at 31 March 2018	**403**	**30**	**43**	**-**	**58**	**8**	**542**

· 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 2018			31 March 2017		
	Current	Non Current	Total	Current	Non Current	Total
Leave Obligations (i)	247	453	700	228	462	690
Gratuity (ii)	160	48	208	13	129	142
Total	**407**	**501**	**908**	**241**	**591**	**832**

(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.

Based on past experience, the Company 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 2018	31 March 2017
Current leave obligations expected to be settled within next 12 months	247	228

(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.

(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 Company has charged the following amount in the Statement of Profit and Loss:

Amount recognized in the Statement of Profit and Loss	31 March 2018	31 March 2017
Superannuation fund paid to the Trust	20	20
Contribution plans (branches outside India)*	597	523
Employees state insurance fund paid to the authorities	9	7
Pension fund paid to the authorities	76	73
Provident Fund - RPFC	12	11
Total	**714**	**634**

(iv) 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 expense recognized during the period towards defined contribution plan is as follows:

The Company contributed Rs.99 Mn (Previous year Rs.93 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 2018	31 March 2017
Present value of obligation as at the beginning of the year	2,018	1,674
Interest cost	131	127
Current service cost	121	104
Benefits paid	(122)	(115)
Plan Participant's Contributions	181	176
Transfer In	7	25
Actuarial (gain) / loss on obligation	82	27
Present value of obligation as at the end of the year*	2,418	2,018

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2018	31 March 2017
(b) Change in Plan Assets :		
Description		
Plan assets at beginning at fair value	2,050	1,717
Expected return on plan assets	157	141
Employer contributions	98	93
Plan Participant's Contributions	181	176
Benefits paid	(122)	(115)
Transfers In	7	25
Actuarial gain / (loss) on plan assets	47	13
Plan assets at year end at fair value	2,418	2,050
(c) Amount of the obligation recognised in Balance Sheet :		
Description		
Present value of the defined benefit obligation as at the end of the year	2,418	2,018
Fair value of plan assets at the end of the year	2,418	2,050
Liability/(Assets) recognized in the Balance Sheet	-	(32)
*As the funded status is in surpls there is no need for any specific provision as at 31st March 2018 towards the Provident Fund by the Company. Hence the net liability to be recognised in the balance sheet is INR Nil		
(d) Principal actuarial assumptions at the Balance Sheet date		
Discount Rate	7.30%	7.35%
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		
2012-13	0.00%	0.00%
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	0.00%	0.00%
2013-14	8.75%	8.75%
2014-15	8.75%	8.75%
2015-16	8.80%	8.80%
2016-17	8.65%	8.65%
2018 and there after	8.55%	8.55%
Description		
Experience Gain/(Loss) adjustments on Plan Liabilities	(82)	(27)
Experience Gain/(Loss) adjustments on Plan assets	47	13
Expected Contribution to the fund in the next year	85	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**
Reclassification	-	-	-
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 indemographic 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**
Translation adjustment	-	-	-
Employer's Contributions	-	(16)	(16)
Benefit payments	(42)	23	(19)
31 March 2018	**542**	**(334)**	**208**

The net liability disclosed above relates to funded and unfunded plans as follows:

	31 March 2018			31 March 2017		
	India	Outside India	Total	India	Outside India	Total
Present value of funded obligations	462	-	462	380	-	380
Fair value of plan assets	(335)	-	(335)	(318)	-	(318)
(Surplus)/ Deficit of funded plan	127	-	127	62	-	62
Unfunded plans	-	80	80	-	80	80
Surplus/ (Deficit) of gratuity plan	**127**	**80**	**207**	**62**	**80**	**142**

(v) Post employment benefits (Gratuity)

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows

	31 March 2018		31 March 2017	
	India	Others	India	Others
Discount rate	7.35% - 7.40%	4.15%	7.35% - 7.40%	3.75%
Salary growth rate	7% for first 3 years and 6% thereafter	4.00%	7% for first 3 years and 6% thereafter	4.00%
Life expectancy	11 Years	13 Years	11 Years	12 Years
Expected rate of return on plan assets	7.35% - 7.40%	-	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 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Discount rate	50 Basis Points	50 Basis Points	(21)	(32)	27	12
Salary growth rate	50 Basis Points	50 Basis Points	22	11	(24)	(31)

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 2018			31 March 2017		
	Quoted	Total	%	Quoted	Total	%
Insurance policies and cash	335	335	100%	318	318	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 longetivity, 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-18	46	38	186	393	663
31-Mar-17	36	32	144	314	526

		31 March 2018	31 March 2017
17	**Other non-current liabilities**		
	Deferred Revenue	31	-
	Total other non-current liabilities	**31**	**-**
18	**Other current liabilities**		
	Advances from customers	2	21
	Payroll taxes	6	6
	Statutory dues including provident fund and tax deducted at source	676	497
	Employee benefits payable	883	831
	Deferred revenue	385	254
	Total other current liabilities	**1,952**	**1,609**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
19	**Revenue from operations**		
	Sales of products	642	459
	Sale of services	29,249	27,562
	Other operating revenue	23	-
	Total revenue from continuing operations	**29,914**	**28,021**
20	**Other Income**		
	Net gain on sale of investments		
	Dividend income	40	3
	Interest Income from financial assets at amortised cost	64	82
	Gain on exchange fluctuations (net)	-	-
	Gain on sale of Investments in equity instruments	41	-
	Income on Financial Investments at fair value through profit and loss		
	Mutual funds	163	128
	Miscellaneous income	83	56
	Total other income	**391**	**269**
21	**Changes in inventories of stock-in-trade**		
	Opening balance	3	2
	Total opening balance	**3**	**2**
	Closing balance	3	3
	Total closing balance	**3**	**3**
	Total changes in inventories of stock-in-trade	**-**	**(1)**
22	**Employee benefits expense**		
	Salaries, wages and bonus [Refer note (a) below]	16,299	15,370
	Contribution to provident (and other) funds [Refer note 16]	806	727
	Employee share-based payment expense [Refer note 37]	97	59
	Gratuity [Refer note 16]	101	83
	Staff welfare expenses	298	274
	Total employee benefit expense	**17,601**	**16,513**

(a) Net off Rs. Nil (31 March 2017 - Rs. 56Mn) capitalized as part of capital work-in-progress/ tangible assets/ intangible assets.

23	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Refer note 3]	667	716
	Amortisation of intangible assets [Refer note 4]	607	561
	Total depreciation and amortization expense	**1,274**	**1,277**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
24	**Other expenses**		
	Rent	438	448
	Rates and taxes	44	50
	Electricity and water	185	185
	Communication expenses	305	313
	Legal and professional	748	609
	Payment to auditors [Refer note (a) below]	41	36
	Travelling and conveyance	995	1,026
	Recruitment expenses	125	108
	Insurance premium	72	62
	Repairs and maintenance		
	- Plant and machinery	289	304
	- Buildings	17	4
	- Others	246	334
	Loss on exchange fluctuations (net)	32	79
	Allowance for doubtful debts - trade receivables and unbilled revenue	18	84
	Lease rentals	10	11
	Loss on sales of assets (net)	7	5
	Expenditure towards Corporate Social Responsibilities activities	58	54
	Advertisement and publicity expenses	181	155
	Business promotion expenses	176	149
	Professional charges	2,117	1,539
	Provision for customer contracts (net)	-	106
	Equipment hiring	10	13
	Consumables	303	324
	Other production expenses	344	371
	Miscellaneous expenses	222	204
	Total other expenses	**6,983**	**6,573**
24(a)	**Details of payments to auditors**		
	Payment to auditors (excluding tax)		
	As Auditor:		
	Audit fee	14	14
	Tax audit fee	0	-
	In other capacities:		
	Reimbursement of actual out of pocket expenses	1	2
	Certification fees	1	1
	Payment to other auditors	25	19
	Total	**41**	**36**
24(b)	**Corporate social responsibility expenditure**		
	Contribution to NIIT Institute of Information Technology	52	51
	Contribution to NIIT Foundation	2	2
	Contribution to Government Schools	4	1
	Total	**58**	**54**
	Amount required to be spent as per Section 135 of the Act	42	45
	Amount spent during the year other then Construction/ acquisition of an asset	58	54
24(c)	**Expenses capitalized as a part of Capital Work-in-progress/tangible assets / intangible assets :**		
	Electricity and water	-	-
	Legal and professional	-	3
	Production overheads	-	30
	Miscellaneous expenses	-	3
		-	**36**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
25 Finance costs		
Interest on borrowings not at fair value through profit or loss	12	12
Other borrowing costs	1	1
Bank and financial charges	32	28
Unwinding of discounts	49	19
Finance costs expensed in profit or loss	**94**	**60**

26 Details of Exceptional items charged to Consolidated Statement of Profit and Loss:

(a) During December, 2016, the Group signed a settlement agreement with a government customer in respect of a contract that was put on hold by the customer during the quarter ended June 30, 2016 to resolve certain project related issues. The provisions/write offs amounting to Rs. 362 mn in respect of all amounts outstanding relating to this project were reported as "Exceptional Items" during the quarter ended June 30,2016. Consequent to the partial receipt of the settlement amount before the year end, Rs. 221 mn (net of the partial settlement amount received) continue to be reported as "Exceptional Items". Revenue amounting to Rs. 270 mn for services contracted, has been recognized as a result of settlement, in the Statement of Profit and Loss during the year ended March 31, 2017.

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.

(a) Income tax expense

Current tax		
Current tax on operating profits of the year	**1,176**	**947**
Adjustments for current tax of prior periods	(92)	(25)
Total current tax expense	**1,084**	**922**
Deferred tax		
Decrease (increase) in deferred tax assets	(47)	(167)
Goodwill impairment impact	(34)	
(Decrease) increase in deferred tax liabilities	(64)	87
Impact of exchange fluctuations	10	(4)
Decrease (increase) in MAT Credit	(64)	(93)
Deferred tax on additional depreciation on fair value of assets	-	(29)
Others	64	69
Total deferred tax benefit	**(135)**	**(137)**
Income tax expense	**949**	**785**
(b) Amount recognised directly in equity		
Deferred tax (liability) on other comprehensive income	69	(98)
(c) Tax Losses		
Unused tax losses for which no deferred tax asset has been recognised	13	13
Potential tax benefit @ 23.0720%	3	3

(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 2018	31 March 2017
Profit from continuing operations before income tax expense	4,036	3,506

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

	31 March 2018	31 March 2017
Tax at the Indian tax rate of 34.608% (for FY 2017-18: 34.608%)	**1,397**	**1,213**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Impact of deductions		
Deduction under section 10AA	(385)	(384)
Deduction under section 80IAB	(31)	(14)
Deduction under section 80IC	(31)	(27)
Taxes paid by branches - net of relief u/s 90	99	95
Increase/(Decrease)in Deferred Tax Liability on Fixed Assets, pertaining to tax holiday period	25	(6)
Research and Development Expenditure Credit/Others	(3)	(6)
Impact of permanent differences		
Expenses on corporate social responsibility to the extent disallowable	10	12
Adjustments for current tax of prior periods	(60)	(25)
Claim of investment write off of prior periods	(74)	-
Tax on Dividend received from overseas subsidiaries	99	-
Others	1	1
Others		
Effect due to differences in tax rates	(58)	(74)
Effect due to change in statutory tax rate during the year	(40)	
Income tax expense	**949**	**785**

28. Fair value measurements

Financial instruments by category:

	31 March 2018			31 March 2017		
	FVPL	FVTOCI	Amortized Cost	FVPL	FVTOCI	Amortized Cost
Financial assets						
Investments in Mutual funds	3,652	-		3,158	-	
Investments in unquoted equity instruments	-	-	-	-	-	-
Trade and other receivables	-	-	5,911	-	-	4,758
Cash and cash equivalents	-	-	4,102	-	-	3,502
Deposits with maturity more than 3 months but less than 12 months	-	-	66	-	-	559
Unpaid dividend account			15			14
Long term deposits with bank with maturity period more than 12 months	-	-	221	-	-	153
Foreign Exchange Forward Contracts	-	39		-	372	-
Security deposits	-	-	135	-	-	137
Interest accrued on deposits with Banks	-	-	16	-	-	33
Unbilled revenue	-	-	718	-	-	665
Total Financial assets	**3,652**	**39**	**11,184**	**3,158**	**372**	**9,821**
Financial liabilities						
Borrowings	-	-	222	-	-	253
Obligations under finance lease	-	-	3	-	-	1
Trade and other payables	-	-	1,453	-	-	1,194
Capital creditors	-	-	130	-	-	114
Unclaimed Dividend	-	-	15	-	-	14
Financial liability for future acquisition	-	-	2,944	-	-	2,282
Foreign Exchange Forward Contracts	-	81		-	-	-
Total Financial liabilities	**-**	**81**	**4,767**	**-**	**-**	**3,858**

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, capital creditors, 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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

An explanation of each level follows underneath the table.

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 FVPL				
Mutual funds	3,652	-	-	3,652
Financial Investments at OCI				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	39	-	39
Unquoted equity investment				
Total financial assets	**3,652**	**39**	**-**	**3,691**
Financial Liability				
Financial Investments at OCI				
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	(81)		(81)
Total financial Liability	**-**	**(81)**	**-**	**(81)**
Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31 March 2017	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Financial Investments at FVPL				
Mutual funds	3,158	-	-	3,158
Derivatives designated as hedges				
Foreign Exchange Forward Contracts	-	372	-	372
Unquoted equity investment				
Financial Investments at OCI			-	-
Total financial assets	**3,158**	**372**	**-**	**3,530**

There is also a financial liability for future acquisition measured at fair value using level 3 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 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 liabilites 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) EBITDA Inputs- The EBITDA values used to simulate strike and spot were taken from the business valuation.

ii) Volatility- Volatilities were calculated for the respective tenors by taking the average of volatilities of comparable companies for Incessant.

iii) Drift- The drift for EBITDA was taken to be the WACC for each of the valuation dates

(b) Forward Contracts

Derivative financial instruments are valued based on quoted prices for similar assets and liabilites in active markets or inputs that are directly or indirectly observable in the marketplace.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

29 Financial risk management

The Group's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables. 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 FVTPL 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, FVTPL 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.

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 2018, the Group hedged 75% (31 March 2017: 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.

Unhedged foreign currency exposure

Non-derivative foreign currency exposure as of 31 March, 2018 and 31 March 2017 in major currencies is as below:

Currencies	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
USD/INR	1,243	1,117	196	193
GBP/INR	198	258	-	-
EURO/INR	118	97	-	1

a) Sensitivity

The senstivity 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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

	Impact on CTR		Impact on other components of equity	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017
USD Sensitivity				
INR/USD - Increase by 1% (31 March 2017 - 1%)*	22	26	-	2
INR/USD - Decrease by 1% (31 March 2017 - 1%)*	(22)	(26)	-	(2)
EUR Sensitivity				
INR/EUR - Increase by 1% (31 March 2017 - 1%)*	6	5	-	-
INR/EUR - Decrease by 1% (31 March 2017 - 1%)*	(6)	(5)	-	-
GBP Sensitivity				
INR/GBP - Increase by 1% (31 March 2017 - 1%)*	27	25	1	(1)
INR/GBP - Decrease by 1% (31 March 2017 - 1%)*	(27)	(25)	(1)	1

*Holding all other variables constant

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

Type of hedge and risks	31 March 2018			31 March 2017		
	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	39	81	April 2018 to March 2019	372	-	April 2017 to March 2018

(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 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Cash flow hedge						
Foreign exchange risk	(299)	132	448	463	Revenue	Revenue

*The resultant impact on the cash flow hedge reserve for the year ended March 31, 2018 and March 31, 2017; 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.

(iii) 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 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, 2018:

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

	31 March 2018	31 March 2017
Balance at the beginning	626	284
Impairment loss recognized (net)	59	84
Expenses Recognised in Exceptional Item	-	218
Transfer from provision for expenses	-	117
Amounts written off	78	77
Balance at the end	**607**	**626**

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.

(iii) 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.

(iv) Maturities of financial liabilities

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**

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2017:

Particulars	Less than 1 Year	1-2 Years	2-4 Years	4-7 Years	Total
Trade Payables	1,194				1,194
Borrowings	39	81	119	15	254
Other Financial Liabilities (excluding Borrowings)	995	1,416	-	-	2,411
	2,228	**1,497**	**119**	**15**	**3,859**

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 safegaurd 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 2018 and 31 March 2017.

b) Dividends

	31 March 2018	31 March 2017
(i) Equity Shares		
Final dividend paid for the year ended 31 March 2017 of Rs. 12.50 (31 March 2016 - Rs. 10) per fully paid up equity share	768	612
(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 Rs.15 per fully paid up equity share (31 March 2017 - Rs. 12.50). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	922	768

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 2018 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-18	31-Mar-17	31-Mar-18	31-Mar-17	
	Direct subsidaries						
1	ESRI India Technologies Limited , India (*Formerly known NIIT GIS Limited)	India	88.99	88.99	11.01	11.01	Software development
2	NIIT SmartServe Ltd, India	India	100	100	-	-	Software development
3	NIIT Technologies Services Limited, India	India	100	100	-	-	Software development
4	NIIT Technologies Ltd, United Kingdom	United Kingdom	100	100	-	-	Software development
5	NIIT Technologies Pacific Pte Limited, Singapore	Singapore	100	100	-	-	Software development
6	Incessant Technologies Private Limited	India	70	51	30	49	Software development
7	NIIT Technologies GmbH, Germany	Germany	100	100	-	-	Software development
8	NIIT Technologies Inc, USA	USA	100	100	-	-	Software development
9	NIIT Airline Technologies GmbH, Germany	Germany	100	100	-	-	Software development
10	NIIT Technologies FZ LLC, Dubai	Dubai	100	100	-	-	Software development
11	NIIT Technologies Philippines Inc	Philippines	100	100	-	-	Software development
	Stepdown Subsidaries						
12	NIIT Technologies BV, Netherlands (Wholly owned by NIIT Technologies, UK)	Netherlands	100	100	-	-	Software development
13	NIIT Technologies NV, Belgium (Wholly owned by NIIT Technologies BV, Netherlands) (liquidated with effect from December 1, 2016)	Belgium	-	-	-	-	Software development
14	NIIT Technologies Ltd, Thailand (Wholly owned by NIIT Technologies, Singapore)	Thailand	100	100	-	-	Software development
15	NIIT Technologies Pty Ltd, Australia (Wholly owned by NIIT Technologies, Singapore)	Australia	100	100	-	-	Software development
16	NIIT Technologies K.K ,Japan (Wholly owned by NIIT Technologies Inc, USA) liquidated with effect from 17 Novemeber 2016.	Japan	-	-	-	-	Software development
17	NIIT Technologies AG, Switzerland (Wholly owned by NIIT Technologies GmbH, Germany) (Operation closed during the year ended March 31, 2016 and under liquidation as at March 31,2017)	Switzerland	-	100	-	-	Software development
18	NIIT Insurance Technologies Limited, United Kingdom (Wholly owned by NIIT Technologies Limited, UK)	United Kingdom	100	100	-	-	Software development
19	NIIT Technologies S.A., Spain (Wholly owned by NIIT Technologies Limited, UK)	Spain	100	100	-	-	Software development
20	NIIT Media Technologies LLC (Majorly owned and controlled subsidiary of NIIT Technologies Inc, USA)	USA	60	60	40	40	Software development
21	NIIT Technologies Brazil Ltd (Wholly owned by NIIT Technologies Limited, UK and NIIT Technologies Inc, USA)	Brazil	100	100	-	-	Software development
22	RuleTek LLC (Partially owned by Incessant Technologies Private Limited)	USA	55	-	45	-	Software development
23	Incessant Technologies. (UK) Limited (Wholly owned by Incessant Technologies Private Limited)	United Kingdom	70	51	30	49	Software development
24	Incessant Technologies Ltd., (Ireland) (Wholly owned by Incessant Technologies Private Limited)	Ireland	70	51	30	49	Software development
25	Incessant Technologies (Australia) Pty Ltd. (Wholly owned by Incessant Technologies Private Limited)	Australia	70	51	30	49	Software development
26	Incessant Technologies NA Inc., USA (Wholly owned by Incessant Technologies Private Limited)	USA	70	51	30	49	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) Subsidiaries

Interests in subsidiaries as are set out in Note 31

b) 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, Malaysiya
Scantech Evaluation Services Limited
NIIT Limited, UK
Evolve Services Limited
NIIT Institute of Finance Banking and Insurance Training Ltd
NIIT China (Shanghai) Ltd

c) 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
Lalit Kumar Sharma, Company Secretary & Legal Counsel

d) Parties in which the key managerial personnel or the relatives of the key managerial personnel are interested.

Naya Bazar 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	Parties in which Key Managerial Personnel of the Group are interested	Total
Recovery from NIIT Limited	30	-	30
	(6)	-	(6)
Recovery by NIIT Limited	1	-	1
	(7)	-	(7)
Receiving of Services	3	-	3
	(2)	-	(2)
Rendering of Services	24	-	24
	(23)	-	(23)
Other Income		-	-
	(10)	-	(10)
Other Expenses	-	-	-
	-	-	-
Dividend Paid to NIIT Limited	181	-	181
	(145)	-	(145)
Donations paid	-	52	52
	-	(53)	(53)
Advances received for services	-	-	-
	(6)	-	(6)

Figures in parenthesis represent Previous Year's figures

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

D. Key management personnel compensation

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Short term employee benefit expenses	99	70
Sitting fees	3	1
Post employment benefit expenses*	5	5
Remuneration paid	**107**	**76**
Employee share based expenses **	33	43
Total of compensation	**140**	**119**

*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 is not paid to key management personnel.

E. Outstanding balances with related parties:

	Receivables as at March 31, 2018	Payables as at March 31, 2018	Receivables as at March 31, 2017	Payables as at March 31, 2017
Parties of whom the group is an associate and their subsidiaries/associates	10	2	5	6
Parties in which Key Managerial Personnel are interested	-		1	-
Key Managerial Personnel	-	1	-	5

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

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 are repayable 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 Company 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 (CODM) 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. For this purpose Earnings before Interest, Tax, Depreciation and Amortisation is adjusted with other income and foreign exchange differences. 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.

(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, 2018	Year ended March 31, 2017
Revenue from Operations		
Europe, Middle East and Africa	9,274	9,177
Asia Pacific	3,103	2,922
India	2,804	2,587
Americas	14,733	13,335
Total	**29,914**	**28,021**

Consolidated Notes to the financial statements

(All amounts in Rs. Mn unless otherwise stated)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Adjusted Earning before Interest, Tax, Depreciation and Amortization (Adjusted EBITDA)		
Europe, Middle East and Africa	1,531	1,731
Asia Pacific	459	335
India	(51)	3
Americas	3,073	2,775
Total	**5,012**	**4,844**
Depreciation and Amortization	1,274	1,277
Other Income (net)	298	160
Profit Before Tax (before exceptional items)	**4,036**	**3,727**
Exceptional items	-	221
Profit Before Tax	**4,036**	**3,506**
Provision for Tax	949	785
Profit after Tax	**3,087**	**2,721**

c Revenues of approximately INR 3,685 Mn (31 March 2017 INR 3,442 Mn) are derived from a single external customer. These revenues are attributed to Americas segment.

34 Business combinations

(a) Summary of acquisition

Incessant Technologies Private Limited (Incessant), a subsidiary of NIIT Technologies Limited, signed a membership Interest Purchase Agreement on May 31,2017 with members of RuleTek LLC (RuleTek) for acquisition of 55% interest in RuleTek LLC , a service provider of enterprise iBPM solutions to assist companies in achieving digital integration.

Incessant will acquire the remaining 45% in interest of RuleTek in three tranches, subject to certain conditions as specified in the agreement signed between the aforesaid parties. The obligation to acquire remaining 45% interest of RuleTek has been recorded as financial liability for future acquisition. The Company recorded transferred identifiable assets (tangible and intangible) basis a fair valuation. Consequent to this business acquisition, RuleTek results were consolidated effective June 1, 2017. Pending acquisition of 45% interest the group has attributed the profit and each component of OCI (if any) to Non Controlling Interest, which is included in future acquisition liability.

Details of initial purchase consideration (for 55% interest acquired), the net assets acquired and goodwill are as follows:

Purchase consideration	Amount
Purchase of interest from existing members of RuleTek LLC	603
Total purchase consideration	**603**

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value
Identified tangible assets	
Property, plant and equipment	3
Net working capital (including cash)	52
Deferred tax assets/ (liabilities)*	(130)
Identified intangible assets	
Brand	57
Customer contracts/ relationships	217
Non-compete fees	41
Net identifiable assets acquired	**240**

Calculation of goodwill	Fair value
Net identified Tangible and Intangible Assets acquired	240
Adjusted net assets	**240**
Consideration transferred	603
Non-controlling interest in the acquired entity	108
Goodwill	**471**

The goodwill is attributable to the workforce and the high profitability of the acquired business.

Deferred tax liability	
Deferred tax liability as at April 1,2017 on acquisition of Incessant Technologies private limited	387
Addition on account of acquisition of RuleTek during the current year *	130
Reversal of Deferred tax liability	(64)
Impact on account of exchange fluctuations	2
Closing Deferred tax liability as at March 31,2018	**455**

*On account of additional depreciation for Intangible Assets based on fair valuation

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

Significant judgements

(i) Acquired receivables

No adjustments have been made to acquired trade receivables and cash and bank balances.

(ii) Accounting policy choice for non-controlling interests

The group recognises non-controlling interests in an acquired entity at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. In case of Step acquistion, the Group attributes the profit and each component of other comprehensive income ("OCI") to non- controlling interest, which is included in the financial liability for future acquisition, basis the partial recognition of NCI method whereby Goodwill is computed considering NCI exists (valuation may be based on proportionate share of net assets or fair value), NCI continues to receive allocation of profit or loss , NCI is reclassified as liability at the end of each reporting period as if the acquisition took place at that date , Changes in amount reclassified are recognised in equity.

(iii) Revenue and profit contribution

The acquired business contributed revenues and profits to the group for the period 31 March 2018 as follows:
(a) Revenue of Rs. 579 Mn and profit of Rs. 86 Mn (after NCI) for the period 1 June 2017 to 31 March 2018.

(b) If the acquisitions had occurred on 1 April 2017, consolidated pro-forma revenue and profit for the year ended 31 March 2018 would have been increased/(decreased) by Rs. 87 Mn and Rs.20 Mn respectively. These amounts have been calculated using the subsidiary's results and adjusting them for:

- differences in the accounting policies between the group and the subsidiary, and
- the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from 1 April 2017, together with the consequential tax effects.

(b) Future acquisition liability

During the year ended 31 March 2018, Incessant Technologies Private Limited (Incessant), a subsidiary of NIIT Technologies Limited, signed a Membership Interest Purchase Agreement on May 31,2017 with members of RuleTek LLC (RuleTek) for acquisition of 55% interest in RuleTek for upfront cash consideration of Rs 538 Mn. Incessant will acquire the remaining 45% in interest of RuleTek in three tranches, subject to certain conditions as specified in the agreement signed between the aforesaid parties.

The obligation to acquire remaining 45% interest of RuleTek has been recorded as financial liability for future acquisition. The Company recorded transferred identifiable assets (tangible and intangible) basis a fair valuation. Consequent to this business acquisition, RuleTek results were consolidated effective June 1, 2017. Pending acquisition of 45% interest the group has attributed the profit and each component of OCI (if any) to Non Controlling Interest, which is included in future acquisition liability. 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.986 Mn as at 31 March 2018. 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. 800 Mn in the year ended 31 March 2018.

(c) Purchase consideration - cash outflow

	Amount
*Outflow of cash to acquire subsidiary, net of cash acquired**	
Cash consideration	603
Less: balances acquired	
Cash and Bank	52
Net outflow of cash – investing activities	**551**

**Acquisition related costs*

Acquisition related costs of Rs 31 Mn. that were not directly attributable to the issue of shares are included in other expenses in the Statement of Profit or Loss.

35 Contingent liabilities and contingent assets

(a) Contingent liabilities

The Group had contingent liabilities in respect of:

		31 March 2018	31 March 2017
i)	Claims against the Group not acknowledged as debts		
	Income tax matters pending disposal by the tax authorities	645	612
	Claims made by customer pending under arbitration	1	-
	Excise matters pending with Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh.	284	284
	Total	**930**	**896**

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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

iii) **Income tax**

Claims against the company not acknowledged as debts as on March31,2018 include demand from the Indian Income tax authorities for payment of tax of Rs. 645Mn(31 March 2017 Rs.612Mn), upon completion of their tax assessment for Financial Year (FY) 2005-06 to FY 2014-15.

Demand for from FY 2005-06 to 2010-11 includes disallowance of apportion of the deduction claimed by the company under Section10A of the income Tax Act as determined by the ratio of export turnover to total turnover. The disallowance arose mainly due 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 FY 2005-06 to FY 2014-15 also includes disallowance on account of Substantial Expansion u/s 80 IC denied on account of non-compliance to 50% addition to Plant and Machinery, B/F Unabsorbed Depreciation on Demerger, Sec 14A/Rule 8D and towards Transfer Pricing. The matters for financial year starting from FY 2005-06 to financial year 2010-11 & financial year 2012-13 are pending before Hon'ble Income Tax Appellate Tribunal (ITAT), Delhi. The matters for financial year 2011-12 was duly accepted by the Commissioner of Income Tax (Appeals) Delhi.

iv) **Excise**

Demand for FY 2005-06 to FY 2012-13 includes disallowance of Rs. 283Mn (31 March 2017 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 are being heard before Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh.

iv) The Group is contesting the demand and the management including its tax advisors believe 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 Group does not have any contingent assets as at 31 March 2018, and 31 March 2017 .

36 Commitments

(a) Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	31 March 2018	31 March 2017
Property, plant and equipment *	65	51
Intangible assets	209	142
Total	**274**	**193**

(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:

a) In respect of Premises*

Particulars	31 March 2018	31 March 2017
Within one year	314	251
Later than one year but not later than five years	349	385
Total	**663**	**636**

b) In respect of Equipment*

Particulars	31 March 2018	31 March 2017
Within one year	8	16
Later than one year but not later than five years	7	18
Total	**15**	**34**

*Aggregate rental expense during the period under operating leases amount to Rs. 438 Mn (March 31, 2017 Rs.448 Mn)

37 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 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 two years.

Set out below is a summary of options granted under the plan:

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

	31 March 2018		31 March 2017	
	Average exercise price per share	Number of options	Average exercise price per share	Number of options
Opening balance	387.18	1,091,580	330.93	898,500
Granted during the year	187.65	303,550	420.68	465,730
Exercised during the year *	172.13	93,950	260.35	175,650
Forfeited/ lapsed during the year	385.35	98,760	256.56	97,000
Closing balance	**353.84**	**1,202,420**	**387.18**	**1,091,580**
Vested and exercisable		400,890		276,350

* The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2018 was INR 638 (31 March 2017-INR 449)

No options expired during the periods covered in the above tables.

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 March 2018	31 March 2017
Grant X							
Tranche III	9-Jun-11	9-Jun-14	9-Jun-17	10.00	160.58	-	15,000
Grant XV							
Tranche I	2-Jul-12	2-Jul-13	2-Jul-16	285.80	76.26	-	-
Tranche II	2-Jul-12	2-Jul-14	2-Jul-17	285.80	76.26	-	4500
Grant XXIII							
Tranche I	15-Oct-13	15-Oct-14	15-Oct-17	296.60	67.13		2,000
Tranche II	15-Oct-13	15-Oct-15	15-Oct-18	296.60	67.13	8,200	9,000
Grant XXIV							
Tranche I	14-Jan-14	14-Jan-15	14-Jan-18	372.10	101.33	-	7,500
Tranche II	14-Jan-14	14-Jan-16	14-Jan-19	372.10	101.33	-	7,500
Grant XXV							
Tranche I	9-May-14	9-May-15	9-May-18	409.75	108.83	6,000	6,000
Tranche II	9-May-14	9-May-16	9-May-19	409.75	108.83	6,000	6,000
Grant XXVI							
Tranche III	9-May-14	9-May-17	9-May-20	409.75	135.48	20,000	20,000
Tranche IV	9-May-14	9-May-18	9-May-21	409.75	135.48	20,000	20,000
Tranche V	9-May-14	9-May-19	9-May-22	409.75	135.48	20,000	20,000
Grant XXVII							
Tranche I	15-Jul-14	15-Jul-15	15-Jul-18	10.00	349.61	-	7,000
Tranche II	15-Jul-14	15-Jul-16	15-Jul-19	10.00	349.61	11,000	11,000
Tranche III	15-Jul-14	15-Jul-17	15-Jul-20	10.00	349.61	11,000	11,000
Grant XXVIII							
Tranche I	5-Aug-14	5-Aug-15	5-Aug-18	374.05	102.45	25,000	30,000
Tranche II	5-Aug-14	5-Aug-16	5-Aug-19	374.05	102.45	30,000	39,000
Grant XXIX							
Tranche I	15-Oct-14	15-Oct-15	15-Oct-18	393.70	109.95	-	7,000
Tranche II	15-Oct-14	15-Oct-16	15-Oct-19	393.70	109.95	-	7,000
Tranche III	15-Oct-14	15-Oct-17	15-Oct-20	393.70	109.95	-	7,000
Grant XXX							
Tranche I	15-Oct-14	15-Oct-15	15-Oct-18	10.00	337.13	-	5,000
Tranche II	15-Oct-14	15-Oct-16	15-Oct-19	10.00	337.13	-	5,000
Tranche III	15-Oct-14	15-Oct-17	15-Oct-20	10.00	337.13	-	5,000
Grant XXXII							
Tranche I	15-Oct-14	15-Oct-15	15-Oct-18	393.70	124.66	20,000	20,000
Tranche II	15-Oct-14	15-Oct-16	15-Oct-19	393.70	124.66	20,000	20,000
Tranche III	15-Oct-14	15-Oct-17	15-Oct-20	393.70	124.66	20,000	20,000
Tranche IV	15-Oct-14	15-Oct-18	15-Oct-21	393.70	124.66	20,000	20,000
Tranche V	15-Oct-14	15-Oct-19	15-Oct-22	393.70	124.66	20,000	20,000
Grant XXXIII							
Tranche I	5-May-15	5-May-16	5-May-19	356.50	85.12	-	3,850
Tranche II	5-May-15	5-May-17	5-May-20	356.50	100.82	7,500	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 2018	31 March 2017
Grant XXXIV							
Tranche I	13-Jul-15	13-Jul-16	13-Jul-19	10.00	350.29	3,000	8,000
Tranche II	13-Jul-15	13-Jul-17	13-Jul-20	10.00	339.46	8,000	8,000
Tranche III	13-Jul-15	13-Jul-18	13-Jul-21	10.00	328.95	8,000	8,000
Grant XXXV							
Tranche I	19-Oct-15	19-Oct-16	19-Oct-19	493.60	125.33	40,000	40,000
Tranche II	19-Oct-15	19-Oct-17	19-Oct-20	493.60	142.15	40,000	40,000
Tranche III	19-Oct-15	19-Oct-18	19-Oct-21	493.60	159.61	40,000	40,000
Tranche IV	19-Oct-15	19-Oct-19	19-Oct-22	493.60	169.77	40,000	40,000
Tranche V	19-Oct-15	19-Oct-20	19-Oct-23	493.60	186.89	40,000	40,000
Grant XXXVI							
Tranche I	14-Jan-16	14-Jan-17	14-Jan-20	546.40	142.01	9,000	9,000
Tranche II	14-Jan-16	14-Jan-18	14-Jan-21	546.40	157.47	9,000	9,000
Grant XXXVII							
Tranche I	14-Jan-16	14-Jan-17	14-Jan-20	10.00	495.37	-	7,000
Tranche II	14-Jan-16	14-Jan-18	14-Jan-21	10.00	479.87	7,000	7,000
Tranche III	14-Jan-16	14-Jan-19	14-Jan-22	10.00	464.85	7,000	7,000
Grant XXXVIII							
Tranche I	5-May-16	5-May-17	5-May-20	459.65	124.79	6,500	7,500
Tranche II	5-May-16	5-May-18	5-May-21	459.65	135.57	7,500	7,500
Grant XXXIX							
Tranche I	20-Jun-16	20-Jun-17	20-Jun-20	534.30	147.23	19,570	34,990
Tranche II	20-Jun-16	20-Jun-18	20-Jun-21	534.30	160.41	19,570	34,990
Tranche III	20-Jun-16	20-Jun-19	20-Jun-22	534.30	176.49	19,570	34,990
Grant XL							
Tranche I	20-Jun-16	20-Jun-17	20-Jun-20	10.00	486.55	10,000	10,000
Tranche II	20-Jun-16	20-Jun-18	20-Jun-21	10.00	472.24	10,000	10,000
Tranche III	20-Jun-16	20-Jun-19	20-Jun-22	10.00	458.34	10,000	10,000
Tranche IV	20-Jun-16	20-Jun-20	20-Jun-23	10.00	444.80	10,000	10,000
Tranche V	20-Jun-16	20-Jun-21	20-Jun-24	10.00	431.69	10,000	10,000
Grant XLI							
Tranche I	20-Jun-16	20-Jun-17	20-Jun-20	534.30	147.23	40,000	40,000
Tranche II	20-Jun-16	20-Jun-18	20-Jun-21	534.30	160.41	40,000	40,000
Tranche III	20-Jun-16	20-Jun-19	20-Jun-22	534.30	176.49	40,000	40,000
Tranche IV	20-Jun-16	20-Jun-20	20-Jun-23	534.30	191.30	40,000	40,000
Tranche V	20-Jun-16	20-Jun-21	20-Jun-24	534.30	200.28	40,000	40,000
Grant XLII							
Tranche I	14-Jul-16	14-Jul-17	14-Jul-20	503.65	136.04	4,700	7,500
Tranche II	14-Jul-16	14-Jul-18	14-Jul-21	503.65	148.67	7,500	7,500
Grant XLIII							
Tranche I	14-Jul-16	14-Jul-17	14-Jul-20	503.65	136.04	7,420	7,420
Tranche II	14-Jul-16	14-Jul-18	14-Jul-21	503.65	148.67	7,420	7,420
Tranche III	14-Jul-16	14-Jul-19	14-Jul-22	503.65	164.23	7,420	7,420
Grant XXXXIV							
Tranche I	25-Oct-16	25-Oct-17	25-Oct-20	10.00	388.00	7,000	7,000
Tranche II	25-Oct-16	25-Oct-18	25-Oct-21	10.00	376.61	7,000	7,000
Tranche III	25-Oct-16	25-Oct-19	25-Oct-22	10.00	365.55	7,000	7,000
Grant XLV							
Tranche I	16-Jan-17	16-Jan-18	16-Jan-21	10.00	385.80	-	7,500
Tranche II	16-Jan-17	16-Jan-19	16-Jan-22	10.00	374.18	-	7,500
Tranche III	16-Jan-17	16-Jan-20	16-Jan-23	10.00	363.19	-	7,500
Grant XLVI							
Tranche I	16-Jan-17	16-Jan-18	16-Jan-21	425.40	106.58	5,000	5,000
Tranche II	16-Jan-17	16-Jan-19	16-Jan-22	425.40	123.84	-	5,000
Tranche III	16-Jan-17	16-Jan-20	16-Jan-23	425.40	132.71	-	5,000

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 2018	31 March 2017
Grant XLVII							
Tranche I	23-Jun-17	23-Jun-18	23-Jun-21	10.00	524.60	58,000	-
Tranche II	23-Jun-17	23-Jun-19	23-Jun-22	10.00	510.03	58,000	-
Grant XLVIII							
Tranche I	23-Jun-17	23-Jun-18	23-Jun-21	10.00	524.60	20,000	-
Tranche II	23-Jun-17	23-Jun-21	23-Jun-24	10.00	482.09	40,000	-
Grant XLIX							
Tranche I	23-Jun-17	23-Jun-18	23-Jun-21	572.90	175.54	25,750	-
Tranche II	23-Jun-17	23-Jun-19	23-Jun-22	572.90	196.27	25,750	-
Tranche III	23-Jun-17	23-Jun-20	23-Jun-23	572.90	192.85	25,750	-
Grant L							
Tranche I	23-Jun-17	23-Jun-18	23-Jun-21	10.00	524.60	6,100	-
Tranche II	23-Jun-17	23-Jun-19	23-Jun-22	10.00	510.10	6,100	-
Tranche III	23-Jun-17	23-Jun-20	23-Jun-23	10.00	495.86	6,100	-
Grant LI							
Tranche I	17-Oct-17	17-Oct-18	17-Oct-21	10.00	573.83	5,000	-
Grant LII							
Tranche I	18-Jan-18	18-Jan-19	18-Jan-22	10.00	667.05	4,000	-
Tranche II	18-Jan-18	18-Jan-20	18-Jan-23	10.00	655.82	4,000	-
Tranche III	18-Jan-18	18-Jan-21	18-Jan-24	10.00	644.77	4,000	-
Grant LIII							
Tranche I	18-Jan-18	18-Jan-19	18-Jan-22	706.05	188.56	5,000	-
Tranche II	18-Jan-18	18-Jan-20	18-Jan-23	706.05	223.39	5,000	-
Tranche III	18-Jan-18	18-Jan-21	18-Jan-24	706.05	255.77	5,000	-
Total						**1,202,420**	**1,091,580**

(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	Volatility	Exercise Price	Average Life of the Options (in Years)	Market Price	Risk Less Interest Rate	Dividend Yield
Grant XLVII						
Tranche I	48.48%	10.00	2.5	572.90	6.34%	2.88%
Tranche II	46.59%	10.00	3.5	572.90	6.44%	2.88%
Grant XLVIII						
Tranche I	48.48%	10.00	2.5	572.90	6.34%	2.88%
Tranche II	36.22%	10.00	5.5	572.90	6.61%	2.88%
Grant XL						
Tranche I	48.48%	572.90	2.5	572.90	6.34%	2.88%
Tranche II	46.59%	572.90	3.5	572.90	6.44%	2.88%
Tranche III	39.76%	572.90	4.5	572.90	6.53%	2.88%
Grant L						
Tranche I	48.48%	10.00	2.5	572.90	6.34%	2.88%
Tranche II	46.59%	10.00	3.5	572.90	6.44%	2.88%
Tranche III	39.76%	10.00	4.5	572.90	6.53%	2.88%
Grant LI						
Tranche I	37.72%	10.00	2.5	625.80	6.34%	2.88%
Grant LII						
Tranche I	36.75%	10.00	2.5	706.50	6.81%	1.77%
Tranche II	36.39%	10.00	3.5	706.50	7.03%	1.77%
Tranche III	36.88%	10.00	4.5	706.50	7.21%	1.77%
Grant LIII						
Tranche I	36.75%	706.05	2.5	706.50	6.81%	1.77%
Tranche II	36.39%	706.05	3.5	706.50	7.03%	1.77%
Tranche III	36.88%	706.05	4.5	706.50	7.21%	1.77%

* 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

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

(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:

Total employee share-based payment expense	31 March 2018	31 March 2017
	97	59

Grant	Expenses accounted for during the year based on fair value of options Total	
	31 March 2018	31 March 2017
Grant XVI		
Tranche III	-	-
Grant XVIII		
Tranche II	-	-
Tranche III	-	0
Grant XVIX		
Tranche II	-	-
Tranche III	-	0
Grant XXI		
Tranche II	-	-
Tranche III	-	0
Tranche IV	-	(1)
Tranche V	-	(1)
Grant XXII		
Tranche II	-	-
Tranche III	-	0
Tranche IV	-	(1)
Tranche V	-	(1)
Grant XXIII		
Tranche II	0	-
Grant XXIV		
Tranche II	-	-
Grant XXV		
Tranche I	-	-
Tranche II	-	0
Grant XXVI		
Tranche I	-	-
Tranche II	-	0
Tranche III	0	1
Tranche IV	1	1
Tranche V	1	1
Grant XXVII		
Tranche I	-	-
Tranche II	0	1
Tranche III	0	1
Tranche IV	-	-
Grant XXVIII		
Tranche I	-	0
Tranche II	-	(1)
Grant XXIX		
Tranche I	-	-
Tranche II	-	0
Tranche III	(1)	0
Grant XXX		
Tranche I	-	-
Tranche II	-	0
Tranche III	(1)	1
Grant XXXI	-	
Tranche I	-	(1)
Tranche II	-	(1)
Grant XXXII		
Tranche I	-	-
Tranche II	-	1
Tranche III	0	1
Tranche IV	1	1
Tranche V	0	1
Grant XXXIII		
Tranche I	-	0
Tranche II	0	0
Grant XXXIV		
Tranche I	-	1
Tranche II	0	1
Tranche III	1	1
Grant XXXV		
Tranch I	-	3
Tranch II	2	3
Tranch III	2	2
Tranch IV	2	2
Tranch V	1	1
Grant XXXVI		
Tranch I	-	1
Tranch II	1	1

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 March 2018	31 March 2017
Grant XXXVII		
Tranche I	-	3
Tranche II	1	2
Tranche III	1	1
Grant XXXVIII		
Tranche I	0	1
Tranche II	1	0
Grant XXXIX		
Tranche I	(2)	4
Tranche II	1	2
Tranche III	0	2
Grant XL		
Tranch I	1	4
Tranch II	2	2
Tranch III	2	1
Tranch IV	1	1
Tranch V	1	1
Grant XLI		
Tranch I	1	4
Tranch II	3	3
Tranch III	2	2
Tranch IV	2	1
Tranch V	2	1
Grant XLII		
Tranch I	-	1
Tranch II	1	0
Grant XLIII		
Tranch I	0	1
Tranch II	1	0
Tranch III	0	0
Grant XLIV		
Tranch I	2	1
Tranch II	1	1
Tranch III	1	0
Grant XLV		
Tranch I	2	1
Tranch II	1	0
Tranch III	0	0
Grant XLVI		
Tranch I	0	0
Tranch II	0	0
Tranch III	0	0
Grant XLVII		
Tranch I	24	-
Tranch II	11	-
Grant XLVIII		
Tranch I	8	-
Tranch II	4	-
Grant XLIX		
Tranch I	3	-
Tranch II	2	-
Tranch III	1	-
Grant L		
Tranch I	2	-
Tranch II	1	-
Tranch III	1	-
Grant LI		
Tranch I	1	-
Grant LII		
Tranch I	1	-
Tranch II	0	-
Tranch III	0	-
Grant LIII		
Tranch I	0	-
Tranch II	0	-
Tranch III	0	-
Total employee share-based payment expense	97	59

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-18	43.32	7,781	40.40	1,247	96.98	(289)	34.35	958
31-Mar-17	45.80	7,832	53.36	1,452	101.15	263	57.53	1,715
Subsidiaries								
Indian								
NIIT Smart Serve Limited								
31-Mar-18	3.07	551	1.20	37	-	-	1.33	37
31-Mar-17	3.02	517	1.62	44	-	-	1.48	44
NIIT Technologies Services Limited								
31-Mar-18	0.16	29	0.03	1	-	-	0.04	1
31-Mar-17	0.16	27	0.04	1	-	-	0.03	1
ESRI India Technologies Limited								
31-Mar-18	3.67	660	6.38	197	(1.01)	3	7.17	200
31-Mar-17	3.93	672	7.75	211	-	-	7.08	211
Foreign								
NIIT Technologies Inc., USA								
31-Mar-18	13.26	2,382	9.17	283	-	-	10.15	283
31-Mar-17	12.21	2,088	6.69	182	-	-	6.11	182
NIIT Technologies Ltd, UK								
31-Mar-18	12.03	2,160	0.87	27	-	-	0.97	27
31-Mar-17	11.85	2,027	1.47	40	-	-	1.34	40
NIIT Technologies Co. Ltd., Japan								
31-Mar-18	-		-	-	-	-	-	-
31-Mar-17	-	-	(0.15)	(4)	-	-	(0.13)	(4)
NIIT Technologies Pte Ltd, Singapore								
31-Mar-18	1.93	346	1.20	37	-	-	1.33	37
31-Mar-17	1.34	230	1.29	35	-	-	1.17	35
NIIT Technologies BV, Netherlands								
31-Mar-18	0.51	92	0.19	6	-	-	0.22	6
31-Mar-17	0.40	68	0.29	8	-	-	0.27	8
NIIT Technologies NV, Belgium								
31-Mar-18	-		-	-	-	-	-	-
31-Mar-17	-	-	0.04	1	-	-	0.03	1
NIIT Technologies Limited, Thailand								
31-Mar-18	2.18	391	1.94	60	-	-	2.15	60
31-Mar-17	2.06	352	0.51	14	-	-	0.47	14
NIIT Technologies Pty Limited, Australia								
31-Mar-18	1.71	308	1.43	44	-	-	1.58	44
31-Mar-17	1.69	289	1.69	46	-	-	1.54	46
NIIT Technologies GmbH, Germany								
31-Mar-18	0.88	158	0.91	28	-	-	1.00	28
31-Mar-17	0.73	124	1.51	41	-	-	1.38	41
NIIT Technologies AG, Switzerland								
31-Mar-18	-	-	-	-	-	-	-	-
31-Mar-17	0.07	12	(0.04)	(1)	-	-	(0.03)	(1)
NIIT Insurance Technologies Limited, UK								
31-Mar-18	2.95	530	8.49	262	-	-	9.39	262
31-Mar-17	2.85	487	6.47	176	-	-	5.90	176
NIIT Airline Technologies GmbH, Germany								
31-Mar-18	1.44	259	0.87	27	-	-	0.97	27
31-Mar-17	1.03	177	1.36	37	-	-	1.24	37

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 Technologies FZ LLC, Dubai								
31-Mar-18	1.87	336	0.75	23	(1.01)	3	0.93	26
31-Mar-17	1.18	202	0.85	23	(1.15)	(3)	0.67	20
NIIT Technologies S.A., Spain								
31-Mar-18	0.92	165	(1.00)	(31)	-	-	(1.11)	(31)
31-Mar-17	0.88	150	(2.76)	(75)	-	-	(2.52)	(75)
NIIT Technologies Philippines Inc, Philippines								
31-Mar-18	0.23	41	0.03	1	-	-	0.04	1
31-Mar-17	0.25	42	0.62	17	-	-	0.57	17
NIIT Technologies Brazil Ltda, Brazil								
31-Mar-18	0.07	12	(0.13)	(4)	-	-	(0.14)	(4)
31-Mar-17	0.11	19	0.59	16	-	-	0.54	16
NIIT Media Technologies LLC, USA								
31-Mar-18	1.55	278	1.68	52	-	-	1.86	52
31-Mar-17	1.67	285	1.25	34	-	-	1.14	34
Incessant Technologies Private Limited								
31-Mar-18	3.58	643	14.51	448	5.03	(15)	15.53	433
31-Mar-17	3.67	627	7.53	205	-	-	6.88	205
RuleTek LLC								
31-Mar-18	0.91	164	1.85	57	-	-	2.04	57
Minority Interest in all subsidiaries								
Indian								
ESRI India Technologies Limited								
31-Mar-18	0.46	82	0.81	25	-	-	0.90	25
31-Mar-17	0.49	83	0.96	26	-	-	0.87	26
Incessant Technologies Private Limited								
31-Mar-18	1.54	276	5.02	155	-	-	5.56	155
31-Mar-17	3.53	603	6.25	170	-	-	5.70	170
Foreign								
NIIT Media Technologies LLC, USA								
31-Mar-18	1.03	185	1.10	34	-	-	1.22	34
31-Mar-17	1.11	189	0.81	22	-	-	0.74	22
RuleTek LLC								
31-Mar-18	0.74	133	-	71	-	-	2.38	71
Total								
31-Mar-18	100.00	17,962	100.00	3,087	100.00	(298)	100.00	2,789
31-Mar-17	100.00	17,102	100.00	2,721	100.00	260	100.00	2,981

39 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:

As at 31 March, 2018			
Particulars	**Minimum lease payments amount**	**Finance charges**	**Present value of lease payments Amount**
Within one year	2	-	2
Later than one year but not later than five years	2	-	2
	4	**-**	**4**

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

As at 31 March, 2017

Particulars	Minimum lease payments amount	Finance charges	Present value of lease payments Amount
Within one year	1	-	1
Later than one year but not later than five years	1	-	1
	2	**-**	**2**

40 Earnings per Share

		Year ended March 31, 2018	Year ended March 31, 2017
(a)	Basic earnings per equity share of Rs 10 each		
	From continuing operations attributable to the equity holders of the Company (Rs. Per share)	45.63	40.80
(b)	Diluted earnings per equity share of Rs 10 each		
	From continuing operations attributable to the equity holders of the Company (Rs. Per share)	45.34	40.71
(c)	Reconciliations of earnings used in calculating earnings per share		
	Basic earnings per share		
	Profit from continuing operations attributable to the equity holders of the Company used in calculating basic earnings per share:	2,802	2,501
	Diluted earnings per share		
	Profit from continuing operations attributable to the equity holders of the company used in calculating diluted earnings per share	2,802	2,501
(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)	61,412,559	61,302,995
	Adjustments for calculation of diluted earnings per share:		
	Stock Options (numbers)	390,583	129,671
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share (numbers)	61,803,142	61,432,666

(e) Information concerning the classification of securities

Stock Options

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 37.

41 Scheme of amalgamation

The Board of Directors of the Company has, 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 holds 3.55% each of equity share capital of NIIT Technologies Limited and form part of promoter/ promoter group of NIIT Technologies Limited. From the effective date, pursuant to the Scheme, the entire shareholding of PBIPL and GAIPL in the Company shall stand cancelled and the equivalent shares of the Company shall be re-issued to the shareholders of PBIPL and GAIPL as on the record date to be fixed for the purpose. Pursuant to the proposed amalgamation of PBIPL and GAIPL with the Company, there will be no change in the promoter's shareholding in the Company. All cost and charges arising out of this proposed scheme of amalgamation shall be borne by the promoter. The aforesaid Scheme is subject to various regulatory and other approvals and sanction by National Company Law Tribunal, New Delhi Bench.

42 Acquisition of second tranche in Incessant

As per the terms of share purchase agreement dated May 05,2015 signed between the Company and Shareholders of Incessant, the Company acquired 19% shareholding of Incessant in May 2017 for cash consideration of Rs 1,036 Mn. Pending acquisition of 30% 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.

Consolidated Notes to the financial statements (All amounts in Rs. Mn unless otherwise stated)

As at March 31,2018 the Company holds 70% shareholding in Incessant technologies private limited (Incessant). The Company has entered into an amendment agreement dated March 23,2018 with the shareholders of Incessant, whereby instead of acquiring balance 30% shareholding next year it will acquire the same in two tranches of 20% and 10% over next two years. Pending acquisition of 30% 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. 1,958 Mn as at 31 March 2018 (31 March 2017 Rs 2,282 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. 559 Mn in the year ended 31 March 2018 (Rs. 367 Mn in the year ended 31 March 2017).

43 Events Occuring after the reporting period

Refer to Note 30(b) for the final dividend recommended by the director which is subject to the approval of the shareholders in the ensuing annual general meeting.

44 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

Place : Gurugram
Date : May 4, 2018

Amit Kumar Garg
Chief Financial Officer

Place : Noida
Date : May 4, 2018

Lalit Kumar Sharma
Company Secretary & Legal Counsel

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

NIIT technologies
New Ideas, More Value™

PROXY FORM
(Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)
26th Annual General Meeting – September 28, 2018

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 above named Company, 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 26th Annual General Meeting of the Company, to be held on Friday, September 28, 2018, at 09:00 A.M. at Ocean Pearl Retreat, Satbari, Chattarpur Mandir Road, New Delhi – 110 074 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, 2018, 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, 2018 together with Report of the Auditors thereon
2	To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3	To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.
Special Business	
4	To approve appointment of Mr. Rajendra S Pawar, as Chairman of the Company.
5	To approve the appointment of Mr. Arvind Thakur as Vice-Chairman & Managing Director of the Company.

Signed this _____ day of _____ 2018

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. 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 Annual General Meeting.
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)
26th Annual General Meeting – September 28, 2018

DP ID: | | | | | | | | |

Folio No. / Client ID No.: | | | | | | | | | | | | | | | |

No. of Shares held: | | | | | | | | | | |

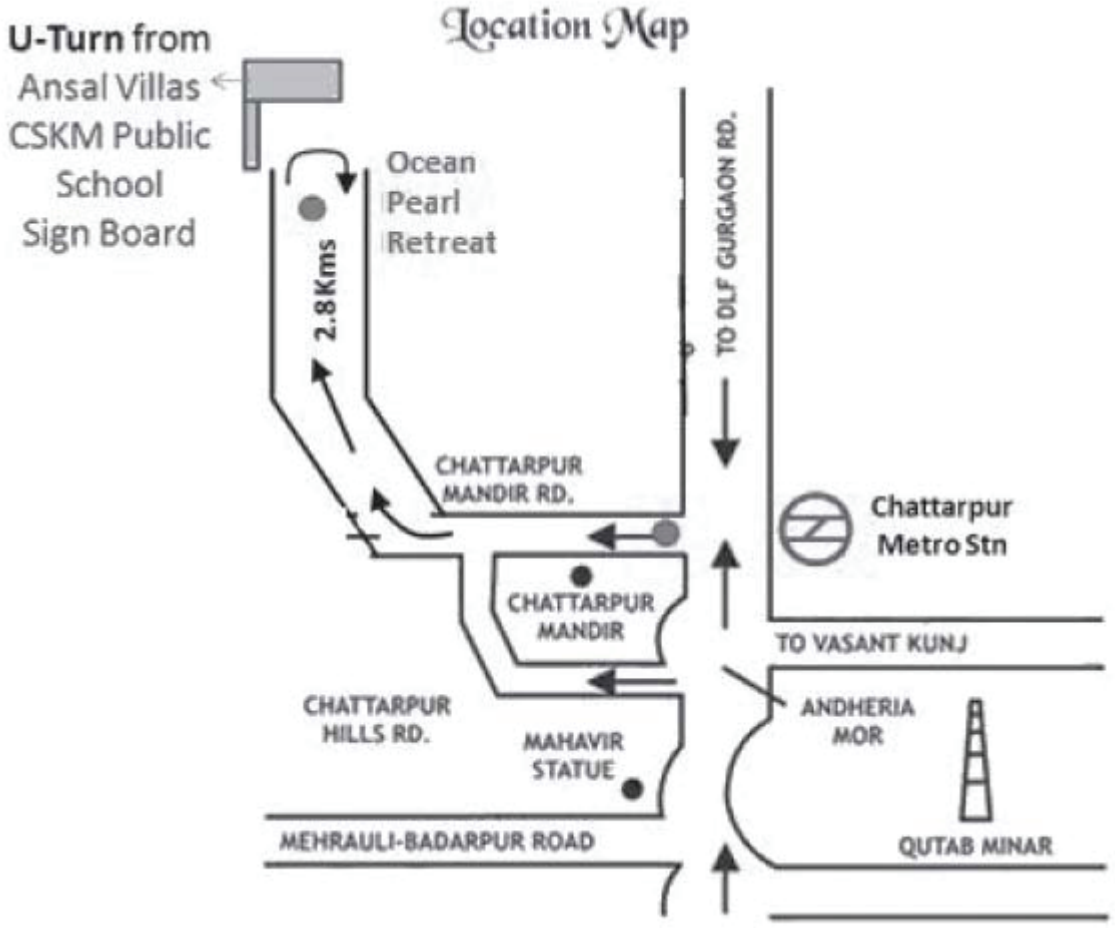
I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company, to be held on Friday, September 28, 2018, at 09:00 A.M. at Ocean Pearl Retreat, Satbari, Chattarpur Mandir Road, New Delhi – 110 074.

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
U-Turn from
Ansal Villas
CSKM Public
School
Sign Board
Ocean
Pearl
Retreat
2.8 Kms
TO DLF GURGAON RD.
CHATTARPUR
MANDIR RD.
Chattarpur
Metro Stn
CHATTARPUR
MANDIR
TO VASANT KUNJ
CHATTARPUR
HILLS RD.
MAHAVIR
STATUE
ANDHERIA
MOR
MEHRAULI-BADARPUR ROAD
QUTAB MINAR

NORTH AMERICA

USA
NIIT Technologies Limited
USA-NTL India Branch
1050 Crown Pointe Parkway,
10th Floor, Atlanta, GA 30338

NIIT Media Technologies LLC, USA
699 Broad Street,
Suite 800, Augusta GA 30901

Incessant Technologies NA Inc
277 Fairfield Road, Suite 301D,
Fairfield, New Jersey 07004

Ruletek Inc
1550 S Tech Lane, Suite 210, Meridien,
ID, United States 83642

Canada
NIIT Technologies Limited
Canada – Incessant India Branch
208.1077 North Service Road,
Mississauge, Ontario, L4Y 1A6

Brazil
NIIT Technologies Brazil Ltda
Av. Monteiro Lobato, nº 4.550,
Ed. Airport Town II, Sala Comercial nº 02,
Asa 05, Jd. Cumbica, CEP 07180-000,
Guarulhos/SP

EUROPE

Belgium
NIIT Technologies Limited,
Belgium – Branch of NTL India
Culliganlaan 1B,
Vendôme - Suite 119,
1831, Diegem, Belgium
Ph: +32 2403 1140
Fax: +32 2403 114

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 1.

NTL India Branch
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
204-226 Imperial Drive, Rayners Lane,
Harrow, Middlesex, HA2 7HH,
United Kingdom

Spain
NIIT Technologies S. A.
(Erstwhile Proyeta Systemas de Informacion S.A.)
Calle Menorca 3, Planta 4, Madrid, Spain
Ph: +34 91 400 82 12
Fax: +34 91 504 45 64

France
NIIT Technologies Limited
France – NTL UK Branch
71 avenue Victor Hugo, 75116 Paris

MIDDLE EAST

Dubai
NIIT Technologies FZ LLC
No. G04, Al Shaiba Building, Dubai
Outsourcing Zone, Near academic City,
Post Box No. 500822
Ph: +971 4 4355748
Fax: +34 91 400 82 12

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 Ltd.
ESRI India Technologies Limited,
India (Erstwhile NIIT GIS Limited)
H-7, Sector – 63, Noida
Tapasya Corporate Heights,
Plot No. EFGH, Sector 126, 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
Incessant Technologies Private Limited
Block B, 6th Floor, Q city,
sr. No. 109,110,111/2,
Nanakramguda Village,
Serlingampally Mandal,
Hyderabad Telangana – 500032, India

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

Philippines
NIIT Philippines Management Inc.
Units 501/503, 5th Floor, North Tower,
Rockwell Business Centre, Ortigas Avenue,
Pasig City, Metro Manila,
Ph: +632 6203122

AUSTRALIA

Melbourne
NIIT Technologies Pty. Limited
Level 40, 140 William Street
Melbourne, VIC 3000, Australia
Ph: +61 (0) 3 9607 8264
Fax: +61(0) 3 9607 8282

Sydney
Incessant Technologies AUS Pty Ltd
Suite14,Level 14,Lumley House,
309 Kent street, Sydney,
NSW 2000

NIIT technologies
New Ideas, More Value.™

Registered Office
NIIT Technologies Ltd.
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi – 110019
Tel: +91 11 41675000
Fax: +91 11 41407120