

NIIT TECHNOLOGIES
Naamloze Vennootschap

ANNUAL REPORT
2010 - 2011

NIIT TECHNOLOGIES NV
Lozenberg 22
1932 Zaventem

Auditors Report

Bossaert Moreau Saman & C^o

Annik Bossaert

Paul Moreau

Wendy Saman

Bedrijfsrevisor

STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF SHAREHOLDERS OF NIIT TECHNOLOGIES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2011

In accordance with the legal and statutory requirements, we report to you on the performance of the mandate of statutory auditor, which has been entrusted to us. This report contains our opinion on the true and fair view of the financial statements as well as the required additional statements.

Unqualified audit opinion on the financial statements

We have audited the financial statements for the year ended 31/03/2011, prepared in accordance with the financial reporting framework applicable in Belgium, which show a balance sheet total of € 1.886.273,87 and a profit for the year of € 108.698,84

Management is responsible for the preparation and the fair presentation of these financial statements. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the legal requirements and the Auditing Standards applicable in Belgium, as issued by the Institute of Registered Auditors (*Institut des Reviseurs d'Entreprises / Instituut der Bedrijfsrevisoren*). Those standards require that we plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement, as to whether due to fraud or error.

In accordance with the above-mentioned auditing standards, we considered the company's accounting system, as well as its internal control procedures. We have obtained from management and the company's officials, the explanations and information necessary for executing our audit procedures. We have examined, on a test basis, the evidence supporting the amounts included in the financial statements. We have assessed the appropriateness of accounting policies and the reasonableness of the significant accounting estimates made by the company as well as the overall financial statement presentation. We believe that these procedures provide a reasonable basis for our opinion.

In our opinion, the financial statements for the year ended 31/03/2011 give a true and fair view of the company's assets and liabilities, its financial position and the results of its operations in accordance with the financial reporting framework applicable in Belgium.

Bossaert Moreau Saman & C°

Annik Bossaert
Paul Moreau
Wendy Saman
Bedrijfsrevisor

Additional statements

The preparation of the Director's report and its content, as well as the Company's compliance with the Company Code and its bylaws are the responsibility of management.

Our responsibility is to supplement our report with the following additional statements, which do not modify our audit opinion on the financial statements:

- The Director's report includes the information required by law and is consistent with the financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the company is facing, and on its financial situation, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that we became aware of during the performance of our mandate.
- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.

There are no transactions undertaken or decisions taken in violation of the company's statutes or the Company Code that we have to report to you. The appropriation of results proposed to the general meeting complies with the legal and statutory provisions.

Brussels, the 14th of april 2011

BOSSAERT MOREAU SAMAN
Statutory auditor
Represented by Paul Moreau.

Paul Moreau, partner

Statutory Accounts

20				1	EUR	
Nr.	Date of the deposition	No. 0460.140.779	PP	E.	D.	ABB 1.1

ANNUAL ACCOUNT IN EURO (2 decimals)

NAME: NIIT TECHNOLOGIES

Legal form: PLC

Address: LOZENBERG

Nr.: 22 , box 4

Postal Code: 1932

City: Sint-Stevens-Woluwe

Country: Belgium

Register of Legal Persons (RLP) - Office of the commercial court at: Bruxelles

Internet address * :

Company number: **0460.140.779**

DATE **27-7-2004** of the deposition of the partnership deed OR of the most recent document mentioning the date of publication of the partnership deed and the act changing the articles of association.

ANNUAL ACCOUNT approved by the General Meeting of **0**
 concerning the financial year covering the period from **1-4-2010** till **31-3-2011**
 Previous period from **1-4-2009** till **31-3-2010**

The amounts of the previous financial year are / ~~are not~~ ** identical to those which have been previously published.

COMPLETE LIST WITH name, first name, profession, residence-address (address, number, postal code, municipality) and position with the enterprise, OF DIRECTORS, MANAGERS AND AUDITORS

Anand Arun Kumar Profession : .

Waalstraat 36, box ., NL 2135 Hoofddorp, Holland

Title : Director

Mandate : 18-8-2009- 31-3-2011

Arvind Thakur Profession : .

Chamwood Village - Royale Retreat 504, box ., IN 1210 Faridabad Haryana, India

Title : Director

Mandate : 25-11-2008- 15-8-2014

Bossaert - Moreau - Saman & C° PLLC 0467.289.976

Waterloosesteenweg 757, 1180 Ukkel, Belgium

Title : Auditor, Number of membership : B00690

Mandate : 21-1-2011- 16-8-2013

Represented by:

Moreau Paul

Boterbloemlaan 17 , box ., 1933 Sterrebeek, Belgium

Number of membership : A0070

Enclosed to these annual accounts: MANAGEMENT REPORT, REPORT OF THE COMMISSIONERS

Total number of pages deposited: **21** Number of the pages of the standard form not deposited for not being of service: 5.1.1, 5.2.1, 5.2.2, 5.4, 5.5, 5.7, 5.8, 5.9

Signature
(name and position)

Signature
(name and position)

LIST OF DIRECTORS, MANAGERS AND AUDITORS (continuation of the previous page)

Sunil Surya Profession : .

Templewood Gate 2, box ., SL2 3EX Slough, United Kingdom

Title : Director

Mandate : 18-3-2011- 21-8-2015

DECLARATION ABOUT SUPPLEMENTARY AUDITING OR ADJUSTMENT MISSION

The managing board declares that the assignment neither regarding auditing nor adjusting has been given to a person who was not authorised by law pursuant to art. 34 and 37 of the Law of 22nd April 1999 concerning the auditing and tax professions.

Have the annual accounts been audited or adjusted by an external accountant or auditor who is not an statutory auditor ? YES / ~~NO~~ *.

If YES, mention here after: name, first names, profession, residence-address of each external accountant or auditor, the number of membership with the professional Institute ad hoc and the nature of this engagement:

- A. Bookkeeping of the undertaking**,
- B. Preparing the annual accounts**,
- C. Auditing the annual accounts and/or
- D. Adjusting the annual accounts.

If the assignment mentioned either under A or B is performed by authorised accountants or authorised accountants-tax consultants, information will be given on: name, first names, profession and residence-address of each authorised accountant or accountant-tax consultant, his number of membership with the Professional Institute of Accountants and Tax consultants and the nature of this engagement.

Name, first name, profession, residence-address	Number of membership	Nature of the engagement (A, B, C and/or D)
RSM Interfiduciaire PLLC 0442.616.443 Waterloosesteenweg 1151 , box ., 1180 Brussel 18, Belgium Title : External accountant	207673F91	A B

* Delete where appropriate.

BALANCE SHEET

	Period		Previous Period	
	EUR	INR	EUR	INR
ASSETS				
FIXED ASSETS	8,04,045.00	5,06,44,897.48	3,640.00	2,21,343.65
Formation expenses				
Intangible fixed assets				
Tangible fixed assets	1,257.00	79,175.46	852.00	51,809.01
Land and Buildings				
Plant, machinery and equipment				
Furniture and Vechiles	1,257.00	79,175.46	852.00	51,809.01
Leasing and other rights				
Other tangible fixed assets				
Tangible assets under construction and advance payments made				
Financial fixed assets	8,02,788.00	5,05,65,722.02	2,788.00	1,69,534.64
CURRENT ASSETS	10,82,228.87	6,81,67,043.11	18,29,316.33	11,12,38,339.93
Amounts receivable after more than one year				
Trade Debtors				
Other amounts receivable				
Stocks and contracts in progress				
Stocks				
Contracts in progress				
Amounts receivable within one year	2,46,426.40	1,55,21,817.52	4,81,378.49	2,92,71,998.08
Trade Debtors	2,46,426.40	1,55,21,817.52	4,79,378.49	2,91,50,380.69
Other amounts receivable			2,000.00	1,21,617.39
Current investments				
Cash at bank and in hand	8,08,514.74	5,09,26,435.86	13,38,356.78	8,13,83,730.08
Deferred charges and accrued income	27,287.73	17,18,789.73	9,581.06	5,82,611.76
TOTAL ASSETS	18,86,273.87	11,88,11,940.59	18,32,956.33	11,14,59,683.58

EQUITY AND LIABILITIES	Period		Previous Period	
	EUR	INR	EUR	INR
EQUITY	15,66,315.66	9,86,58,527.85	14,57,616.82	8,86,35,777.56
Capital	61,973.38	39,03,556.99	61,973.38	37,68,520.40
Issued Capital	61,973.38	39,03,556.99	61,973.38	37,68,520.40
Uncalled Capital				
Share premium account				
Revaluation surpluses				
Reserves	6,197.34	3,90,355.82	6,197.34	3,76,852.16
Legal reserve	6,197.34	3,90,355.82	6,197.34	3,76,852.16
Reserve not available				
In respect of own shares held				
Others				
Untaxed reserves				
Available reserves				
Accumulated profits (losses)	14,98,144.94	9,43,64,615.04	13,89,446.10	8,44,90,404.99
Investments grants				
Advance to associates on the sharing out of the assets				
PROVISION AND DEFERRED TAXES				
Provisions for liabilities and charges				
Deferred taxes				
AMOUNTS PAYABLE	3,19,958.21	2,01,53,412.74	3,75,339.51	2,28,23,906.02
Amounts payable after more than one year				
Financial debts				
Credit institutions , leasing and similar obligations				
Other loans				
Trade Debts				
Advances received on contracts in progress				
Other amounts payable				
Amounts payable within one year	3,19,958.21	2,01,53,412.74	3,75,339.51	2,28,23,906.02
Current portion of debts payables after one year				
Financial debts				
Credit institutions				
Other loans				
Trade debts	1,89,461.72	1,19,33,746.73	1,94,334.52	1,18,17,228.68
Suppliers	1,60,281.72	1,00,95,767.37	1,73,370.52	1,05,42,435.18
Bills of exchange payable	29,180.00	18,37,979.35	20,964.00	12,74,793.50
Advances received on contracts in progress				
Taxes, remuneration and social security	1,30,246.49	82,03,919.10	1,80,654.99	1,09,85,394.30
Taxes	57,807.02	36,41,127.80	64,511.34	39,22,850.44
Remuneration and socila security	72,439.47	45,62,791.30	1,16,143.65	70,62,543.86
Other amounts payable	250.00	15,746.91	350.00	21,283.04
Accrued charges and deferred income				
TOTAL LIABILITIES	18,86,273.87	11,88,11,940.59	18,32,956.33	11,14,59,683.58

INCOME STATEMENT

	Period		Previous Period	
	EUR	INR	EUR	INR
Operating income and charges				
Gross operating margin	8,75,365.97	5,26,56,442	17,75,912.73	11,96,20,230
Turnover *	18,48,146.15	11,11,72,702	40,22,240.97	27,09,26,257
Raw materials , consumables , service and other goods *	9,72,926.18	5,85,25,043	18,97,449.53	12,78,06,589
Remuneration , social security costs and pensions	7,57,621.09	4,55,73,660	15,77,443.79	10,62,51,949
Depreciation of and amounts written off formation expensed , intangible and tangible fixed assets	860.26	51,748	765.00	51,528
Increase , decrease in amounts written off stocks contracts in progress and trade debtors				
Provisions for risks and charges - Appropriations (uses and write -backs)				
Other operating chagres	862.34	51,873	852.50	57,422
Operation charges carried to assets as restructuring costs				
Operating profit (loss)	1,16,022.28	69,79,161	1,96,851.44	1,32,59,331
Financial Income	25,161.34	15,13,546	4,517.79	3,04,305
Financial Charges	2,871.60	1,72,737	2,570.23	1,73,123
Gain (loss) on ordinary activities before taxes	1,38,312.02	83,19,970	1,98,799.00	1,33,90,513
Extraordinary income				
Extraordinary charges				
Gain (loss) before taxes	1,38,312.02	83,19,970	1,98,799.00	1,33,90,513
Transfer from deferred taxes				
Transfer to deferred taxes				
Income taxes	29,613.18	17,81,340	49,403.62	33,27,682
Gain (loss) of the period	1,08,698.84	65,38,630	1,49,395.38	1,00,62,831
Transfer from untaxed reserves				
Transfer to untaxed reserves				
Gain (loss) to be appropriated	1,08,698.84	65,38,630	1,49,395.38	1,00,62,831

APPROPRIATION ACCOUNT

	Period		Previous Period	
	EUR	INR	EUR	INR
Profit (loss) to be appropriated	14,98,144.94	9,43,64,615.04	13,89,446.10	8,44,90,404.99
Gain (loss) to be appropriated	1,08,698.84	65,38,629.95	1,49,395.38	1,00,62,831.02
Profit (loss) to be carried forward	13,89,446.10	8,44,90,404.99	12,40,050.72	8,36,30,720.52
Transfers from capital and reserves				
Transfers to capital and reserves				
to capital and share premium account				
to the legal reserve				
to other reserve				
Currency Translation Reserve		33,35,580.09		-92,03,146.55
Profit (loss) to be carried forward	14,98,144.94	9,43,64,615.04	13,89,446.10	8,44,90,404.99
Owner's contribution in respect of losses				
Profit to be distributed				
Dividends				
Director's or managers' entitlements				
Other beneficiaries				

