NIIT

NIIT Limited
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Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

August 28, 2020

The Manager
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

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

Subject: Notice of 37th Annual General Meeting and Annual Report – 2019-20

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir/Madam,

This is further to our letter dated August 21, 2020 informing that the 37th Annual General Meeting (AGM) of the Members of the Company to be held through Video Conferencing (VC) / Other Audio Visual Mode (OAVM) on Tuesday, September 22, 2020 at 4:00 P.M. IST to transact the business, as set out in the Notice of the AGM.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), please find enclosed electronic copy of the Notice of the 37th AGM and the Annual Report comprising inter alia Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2020, the Board's Report and the Auditors' Report, being sent by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The requirements of sending physical copy of the Notice of the AGM and Annual Report to the Members have been dispensed with vide MCA Circular/s and SEBI Circular. The Notice of the 37th AGM and the Annual Report are available on the website of the Company at www.niit.com and we request you to also upload them on your website.

The Company is providing facilities to the members for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. National Securities Depository Ltd. (NSDL) will be providing these facilities. The procedure for e-voting and participating in the meeting through VC / OAVM is mentioned in notes of the AGM Notice.

The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 15, 2020, shall be entitled to cast their vote through remote e-voting and attend the meeting through VC/OAVM & e-voting thereat.

The remote e-voting period commences on Friday, September 18, 2020 (9:00 A.M. IST) and ends on Monday, September 21, 2020 (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,

For **NIIT Limited**

Deepak Bansal
Company Secretary &
Compliance Officer

Encls : a/a

NIIT Digital
#NeverStopLearning

ANNUAL REPORT 2019-20
NIIT LIMITED

Contents

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 the mankind.

Chairman's Message

Dear Shareowners,

The Financial Year (FY) 2019-20 proved to be a very challenging one for the global economy. In large part, the reason for this was the disruption both economic and health-related caused by the Covid-19 pandemic in the last quarter of FY 2020. The US economy, which had created over 22.4 million new jobs since the Global Financial Crisis, saw unemployment, as of April 2020, rising to 14.7 percent, the highest ever in the history of the series.

On the India front, there was a dip in the economy, from 6.1 percent GDP growth last year to 4.2 percent this year. Covid-19 impacted hiring across sectors including the IT-ITES industry, which also saw weak and delayed on-boarding of people and a resultant impact on student sentiment. An enabling outcome of the Covid-19 crisis however, was the resurgence of digital businesses that made a comeback owing to consistent lockdowns in India. The Indian education and training industry also witnessed a mushrooming of online platforms, owing to the discontinuation of classroom-based learning, and decline in face-to-face training volumes.

Business performance

The Company's net revenues in FY20 touched Rs. 8,892 million, up three percent YoY. The Covid-19 crisis impacted growth, especially during Q4 of FY 20.

The Corporate Learning Group (CLG) defied global trends and logged in a growth of nine percent for FY20 as compared to last year and 10 percent YoY in Q4 FY20.

CLG remained a frontrunner, accounting for 78 percent of the Company's revenues in FY20.

Riding on the training outsourcing wave visible across Fortune 1000 organizations, CLG signed 14 new global customers in FY20 for its Managed Training Services. These included five in Q4 of FY20.

The Skills & Careers Business (SNC) however registered a 15 percent YoY decline in business due to the Covid-19 pandemic. This fall was largely driven by SNC's performance in Q4, which saw a 41 percent YoY decrease in revenue. During Q4, Covid-19 related restrictions greatly impacted our SNC business in China and India as well as other geographies.

Despite these negatives, StackRoute and TPaaS remained growth pillars for SNC with their strong customer value proposition and proven learning outcomes. Revenues from these key initiatives grew 17 percent for the year and contributed 40 percent to SNC's revenues.

NIIT's Operating Profit (EBITDA) for FY20 stood at Rs. 852 million, a decline of nine percent YoY. The Company recorded a PAT of Rs. 13,275 million as compared to Rs. 864 million in FY19. This included a one-time impact of our divestment in NIIT Technologies. The Company's business performance during FY20 was driven by a spate of rationalization initiatives that were rolled out to streamline it further, make it leaner and create more space for growth. This meant simplifying business operations, and exiting low-margin and low-return products and services.

Therefore, while we beefed up and sharpened our focus on the two larger businesses of CLG and SNC, we discontinued operations in our wholly-owned subsidiary, NIIT Yuva Jyoti Limited (NYJL), transferred business from NIIT Institute of Process Excellence (NIPE) to NIIT Limited, and closed two subsidiaries and three centers in China.

We also accelerated the digital transformation of our own B2C business, utilizing technology to improve its effectiveness and efficiency in the delivery of education and training to learners. Our investments in our online learning platform (NIIT Digital) over the last few years enabled us to seamlessly ensure the continuation of services to existing students despite the Covid-driven lockdowns mandated by the government. FY20 in fact, saw us deliver deep skills using the NIIT Digital platform.

NIIT stepped up its investments in identified organic growth areas during FY20 with the aim of spurring the growth of Managed Training Services in CLG and StackRoute and TPaaS initiatives in SNC.

Divestment of holding in NIIT Technologies

Our divestment of holding in NIIT Technologies to Baring Private Equity Asia, gave NIIT an opportunity to reward you all, our valued shareowners. We were also able to build up a strong balance sheet and ample liquidity to create new capabilities for driving growth in the identified areas of business

Awards and Acknowledgments

Several awards and recognitions were conferred on NIIT during FY20, that kept the Company in the news and visible across various halls of fame. NIIT for instance, earned 37 coveted Brandon Hall Group HCM Excellence awards jointly with customers.

It was recognized as the "Best Education Company to work with" at the Indian Education Congress & Awards 2020. The Company was ranked among the Top 20 Training Outsourcing Companies by TrainingIndustry.com 2019 for the twelfth consecutive year.

Additionally, NIIT was listed among the high performers in the fields of Content Development, Gamification, and Digital Learning.

Future outlook

I am glad to share with you that NIIT is consistently investing for growth. Our strong balance sheet and liquidity position have given us an opportunity to invest in our Corporate Learning Business and address the large potential created by digital disruption in the SNC business.

Going forward we see significant opportunities in the Corporate Learning space, with global corporate spending on L&D projected to rise to USD 300 billion.

With the penetration of training outsourcing at less than five percent currently, there is clearly large headroom for growth.

When it comes to Skills and Careers, the IT and BFSI markets continue to offer significant growth opportunities for NIIT. With our new products, business models, and the strengthened leadership team, NIIT is well positioned to draw graduates seeking to improve their employability for jobs in these industries. NIIT will continue to increase its focus on Deep Skilling as compared to entry level skills. The Company expects StackRoute and TPaaS offerings to drive growth for the business moving ahead.

Our future outlook I believe remains upbeat owing to our investments in both organic and inorganic initiatives to add new capabilities that our customers now require.

We have also taken strong steps for cash conservation, which will further improve our collections in the coming year. This is in addition to the initiatives rolled out for cost rationalization across our businesses in Q4 FY20.

While there are new risks and concerns in the current Covid period, we are making investments in key growth areas in these uncertain times. It is our hope that FY21 will be a year of economic recovery, both at the global and national levels. NIIT will continue to persevere and deliver on promises made to shareowners as well as external and internal customers. The year 2021 is expected to see the emergence of a stronger NIIT, a Company in sync with, and leveraging the opportunities opening up in the dynamic environment.

Rajendra S Pawar
Chairman, NIIT Limited

Corporate Information

CIN
L74899DL1981PLC015865

CHIEF EXECUTIVE OFFICER
Sapnesh Kumar Lalla

CHIEF FINANCIAL OFFICER
Sanjay Mal
(took over from Amit Roy from June 5, 2020)

COMPANY SECRETARY
Deepak Bansal

AUDITORS
S R Batliboi & Associates LLP

BANKS
CitiBank NA | ICICI Bank
Indian Overseas Bank
Standard Chartered Bank | HDFC Bank
Kotak Bank | YES Bank | RBL Bank
Wells Fargo Bank | Bank of America
Bank of Ireland | Llyods TSB Bank PLC

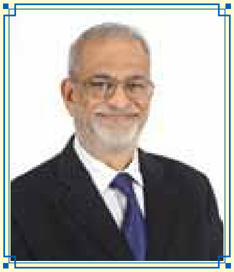
REGISTERED OFFICE
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji
New Delhi - 110 019, India
E-mail (Investor Services):
investors@niit.com
Phone: +91 11 4167 5000
Fax: +91 11 4140 7120

CORPORATE OFFICE
85, Sector 32, Institutional Area
Gurugram - 122 001, India
E-mail: info@niit.com
Phone: +91 124 429 3000
Fax: +91 124 429 3333

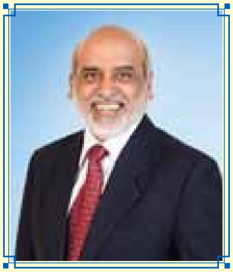
REGISTRAR AND SHARE TRANFER AGENT
Alankit Assignments Limited
Unit-NIIT Limited
Alankit House, 4E/2, Jhandewalan Extn.
New Delhi 110 055, India
E-mail: rta@alankit.com
Phone: +91 11 4254 1960, 4254 1234
Fax: +91 11 2355 2001

Board of Directors

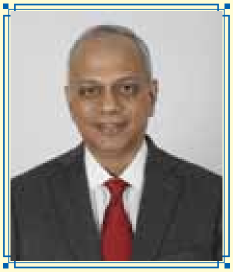
RAJENDRA S PAWAR
Chairman



VIJAY K THADANI
Vice Chairman &
Managing Director



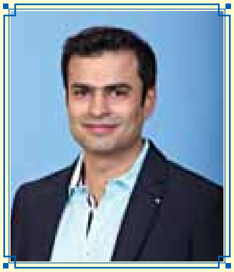
P RAJENDRAN
Joint Managing Director



ANAND SUDARSHAN
Independent Director

GEETA MATHUR
Independent Director

RAVINDER SINGH
Independent Director



ASHISH KASHYAP
Independent Director


NIIT
confluence 2019
CUSTOMER CONFERENCE

NIIT at a Glance
2019-2020

NIIT is a leading Skills and Talent Development Corporation that is building a manpower pool for global industry requirements. The company, which was set up in 1981 to help the nascent IT industry overcome its human resource challenges, today ranks among the world's leading training companies owing to its vast and comprehensive array of talent development programs. With a footprint in over 30 nations, NIIT offers training and development solutions to Individuals, Enterprises and Institutions. NIIT has two main lines of business across the globe – Corporate Learning Group and Skills & Careers Business.

CLG Perspective Planning Team

NIIT's Corporate Learning Group (CLG) offers a comprehensive suite of Managed Training Services including custom curriculum design and content development, learning administration, learning delivery, strategic sourcing, learning technology, and advisory services. With a prolific team of experienced learning professionals, NIIT is dedicated to helping customers increase the business value of learning and development (L&D). Built on the sound principles of 'Running Training like a Business', NIIT's Managed Training Services and best-in-class training processes enable customers to align business goals with L&D and demonstrably improve learning effectiveness and efficiency to create transformative business impact.

Launch of Real Estate Salesperson Education Program, Canada

The Skills & Careers Business (SNC) delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including **Digital Transformation,** Banking, Finance & Insurance, Retail Sales Enablement, Media Marketing, and new-age IT. The **Training.com** learning platform is an NIIT initiative for advanced career programs, which are delivered live by industry experts in an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. NIIT has introduced first-of-its-kind strategic initiative - **Talent Pipeline as a Service (TPaaS),** to ensure reliable availability of specifically skilled talent to global organizations to match the pace of expansion in today's fast changing, uncertain

NIIT LIMITED

business environment. Further, NIIT also delivers a series of aspirational **New-age Career Programs** guided by the choices of the industry to address the changing workforce needs that digital transformation has brought forth. As online and remote learning becomes mainstream, the robust **NIIT Digital** platform connects the corporate and individual learners seamlessly and provides an environment for improving learning effectiveness and efficiency.

StackRoute, an NIIT incubated venture, is a digital transformation partner for corporates to build multi-skilled

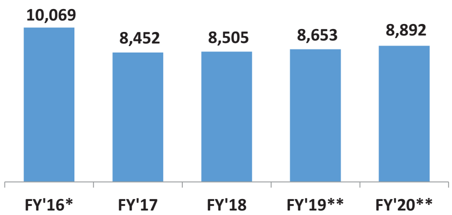
full stack developers at scale. Established in August 2015, StackRoute provides disruptive IT learning solutions on programming, quality-engineering, data-science, and digital architecture. The immersive and remote programs offered are practitioner-led and outcome-oriented. Geared towards imparting deep skills in digital technologies, StackRoute works with multiple tier 1 IT companies, product engineering companies, and GICs towards transforming their workforce into full stack developers who can efficiently deliver digital transformation projects with ease.

Recent Awards and Acknowledgements:

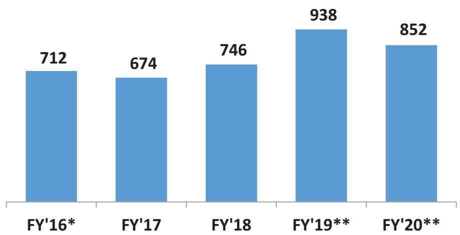
- NIIT recognised as ‘Best Education Company to work with’ at Indian Education Congress & Awards 2020
- NIIT bagged the 'Best Innovative Brand' in the Education sector at ASSOCHAM Education Excellence Awards 2019
- StackRoute, an NIIT Venture won the ‘Digital Transformation Learning Partner of the Year for Enterprises’ award at Digital Transformation Summit & Awards
- NIIT won the award under Education Category for ‘Vocational & Skill Development Training Institute’ at the 17th Franchise Awards 2019
- NIIT Ghana won the award of ‘Best Innovative IT company of the Year 2019’ by Nobel international Business School (NiBS)
- NIIT Ghana has won ‘16th Ashanti Business Excellence Gold Award 2019’
- NIIT earned 37 coveted ‘Brandon Hall Group HCM Excellence awards’ jointly with customers. The company was named a top winner for 2019
- NIIT bagged seven 2019 ‘Brandon Hall Excellence in Technology Gold awards’ jointly with MetLife for MetLife Distribution Academy
- NIIT earned the Learning Technologies 2019 Gold award for the Best use of social and collaborative learning technologies jointly with MetLife
- NIIT ’s Corporate Learning Group earned a record 50 industry awards in 2019 including 44 Brandon Hall awards jointly with customers
- NIIT has won ‘Gold Learning Technologies Award 2019’ jointly with MetLife for MetLife Distribution Academy
- NIIT ranked among the ‘Top 20 Training Outsourcing Companies’ by TrainingIndustry.com 2019 for the twelfth consecutive year
- NIIT named to the TrainingIndustry.com ‘Top 20 List in Content Development 2019’ for the ninth consecutive year
- NIIT was selected as a 2019 ‘Top 20 Gamification Company’ for the sixth consecutive year by TrainingIndustry.com
- NIIT has been ranked among the 2019 Training Industry Top 20 IT Training Companies by TrainingIndustry.com 2019
- NIIT has been listed among the ‘Top 20 Highest-Performing Learning Providers 2019’ by the Learning and Performance Institute, UK
- NIIT has been accredited by the Learning & Performance Institute, UK
- NIIT named a FOSWAY 9-Grid Digital Learning Strategic Challenger 2019
- NIIT named a leader in the Nelson Hall Learning BPS NEAT Evaluation 2019
- NIIT bagged the ‘IDA Education Awards 2019’ as the ‘Product/solution/service of the Year for K-12 education’ for its product Practice Plus, in the Education sector

Financial History

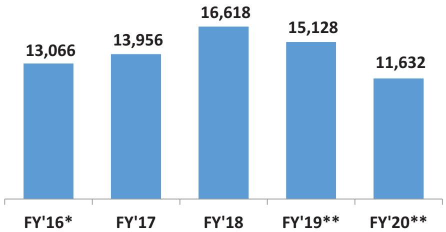
Revenue (Rs. Mn)



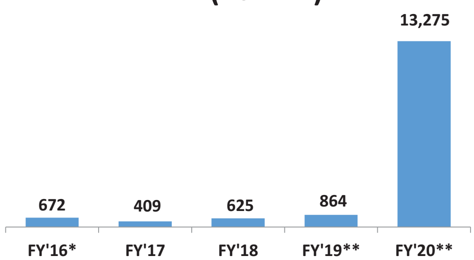
EBITDA (Rs. Mn)



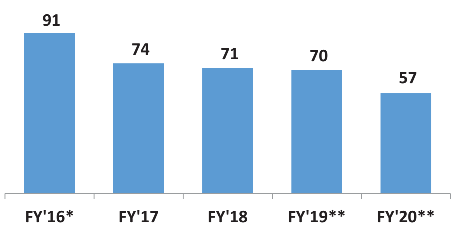
M-Cap (Rs. Mn)



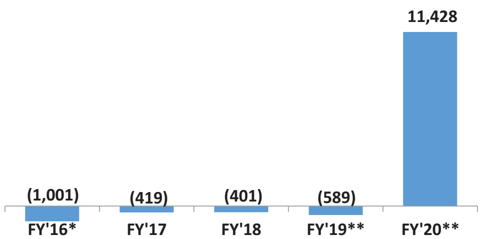
PAT (Rs. Mn)



DSO Days



Net Cash/(Net Debt) (Rs. Mn)



* Financials for FY'16 are as per IGAAP; Financials for FY'17 onwards are as per Ind AS

** PAT and Net Cash for FY'20 includes impact of divestment of holding in NIIT Technologies Limited. Revenue and EBITDA for FY'20 were impacted by Covid-19. Also, Net Profit/(Loss) of Asset held for Sale and of Discontinued Operations has been presented as separate line item below EBITDA for FY'19 and FY'20

\# NIIT completed buy back of 15.99% of its outstanding equity shares during FY'20

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of NIIT Limited **("the Company")** will be held on Tuesday, September 22, 2020 at 4.00 p.m. IST through Video Conferencing (''VC'') / Other Audio Visual Means **(''OAVM'')**, to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110019.

ORDINARY BUSINESS

1. To receive, consider and adopt:

    a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon; and

    b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 together with the report of the Auditors thereon.

2. To confirm the payment of interim dividend and to declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2020.

3. To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To ratify the remuneration of cost auditor for the financial year 2019-20 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 3,27,699/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2019-20 be and is hereby ratified.

    RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. **To approve payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director & Chairman of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), receipt of statutory approvals, if any, as may be necessary and in accordance with the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for remuneration /benefits (in addition to the remuneration as applicable to the other Non-Executive Directors of the Company viz. sitting fee and/or commission) to Mr. Rajendra S Pawar (DIN 00042516), Non-executive Director & Chairman of the Company, for the period June 1, 2020 to May 31, 2021, as set out in the explanatory statement annexed herewith.

    RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee or official authorized by the Board of Directors for this purpose) be and is hereby authorised to decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. **To approve amendment in NIIT Employees Stock Options Plan 2005 ("ESOP 2005") and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 and all applicable rules and regulations issued by the Securities and Exchange Board of India ("SEBI Regulations") and any other applicable laws, including any statutory modification or re-enactment thereof and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and in addition/continuation to the special resolution(s) with respect to employees stock option scheme passed by the shareholders on May 15, 2005 vide resolution no 1 & 2 of the postal ballot notice dated April 8, 2005, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to create, offer and grant at any time or to the benefit of existing and future employees or such person(s) of the Company and/or of the holding and/or subsidiary company(ies) of the Company who are eligible under SEBI Regulations (but excluding promoters), 14,160,000 fresh stock options ("Additional Options") in addition to existing options under the NIIT Employee Stock Option Plan 2005 ("ESOP 2005"), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/Compensation Committee, in accordance with the provisions of the law or guidelines issued by the relevant authorities and the Amended ESOP 2005 (as defined hereinafter). Each option is exercisable for one (1) equity share of face value of Rs. 2/- fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to amend, make modifications, changes, variations, alterations or revisions to the existing ESOP 2005 by addition of new Additional Options, to bring ESOP 2005 in line with the applicable laws for the time being in force, as more particularly mentioned in the explanatory statement to this resolution ("Amended ESOP 2005").

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options, from time to time, in accordance with the Amended ESOP 2005 and the equity shares allotted pursuant to the exercise of options under the Amended ESOP 2005 shall rank pari passu in all respect and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Amended ESOP 2005 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the SEBI Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Amended ESOP 2005, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity with the applicable SEBI Regulations in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s), such as rights issues, bonus issues, merger, stock split/consolidation, sale of division and others, there shall be fair and reasonable adjustment to the entitlement including adjustment to the number of options granted (vested and unvested) or outstanding options available for grant and /or in the price, vesting period and the life of options, as the case may be, as per the SEBI Regulations and the Amended ESOP 2005, without affecting any other rights or obligations of such persons who have been granted options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the Amended ESOP 2005.

RESOLVED FURTHER THAT the Board of Directors (including any committee or official authorized in this regard) be and is hereby authorized to take such steps as may be necessary and to settle any matters arising out of or incidental thereto and sign and execute letters, deeds, applications, documents and writings as may be required and to generally do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions including but not limited to seeking all necessary approvals to give effect to this Resolution, making any statutory filings with the Ministry of Corporate Affairs, SEBI, stock exchanges and/ or any other statutory or regulatory authority as required under the applicable laws and regulations."

7. **To approve grant of options to eligible employees of holding /subsidiaries of the Company under amended NIIT Employees Stock Options Plan 2005 ("ESOP 2005") and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 and all applicable rules and regulations issued by the Securities and Exchange Board of India ("SEBI Regulations") and any other applicable laws, including any statutory modification or re-enactment thereof and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and in addition/continuation to the special resolution(s) with respect to employees stock option scheme passed by the shareholders on May 15, 2005 vide resolution no 1 & 2 of the postal ballot notice dated April 8, 2005, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to offer, create, and grant/allot from time to time, in one or more tranches, such number of options under the Amended ESOP 2005 within the additional limit prescribed under the resolution proposed under Item No. 6 of this Notice, to the eligible employees of any present or future holding company or subsidiary or subsidiaries of the Company, whether in or outside India, and to extend the benefits of the NIIT Employee Stock Options Plan ESOP 2005, as proposed to be amended in terms of the resolution under Item No. 6 of this Notice ("Amended ESOP 2005"), from time to time, and on such terms and conditions, as may be decided by the Compensation Committee/Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options by the eligible employees of the holding/subsidiary company, from time to time, in accordance with the Amended ESOP 2005 and the equity shares allotted pursuant to the exercise of options under the Amended ESOP 2005 shall rank pari passu in all respect and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Amended ESOP 2005 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the SEBI Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, any amendment or modification thereof, the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Amended ESOP 2005, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI Regulations in this regard.

RESOLVED FURTHER THAT in case of any corporate action(s), such as rights issues, bonus issues, merger, stock split/consolidation, sale of division and others, there shall be fair and reasonable adjustment to the entitlement including adjustment to the number of options granted (vested and unvested) or outstanding options available for grant and /or in the price, vesting period and the life of options, as the case may be, as per the SEBI Regulations and the Amended ESOP 2005, without affecting any other rights or obligations of such persons who have been granted options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the Amended ESOP 2005.

RESOLVED FURTHER THAT the Board of Directors (including any committee or official authorized in this regard) be and is hereby authorized to take such steps as may be necessary and to settle any matters arising out of or incidental thereto and sign and execute letters, deeds, applications, documents and writings as may be required and to generally do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions including but not limited to seeking all necessary approvals to give effect to this Resolution, making any statutory filings with the Ministry of Corporate Affairs, SEBI, stock exchanges and/ or any other statutory or regulatory authority as required under the applicable laws and regulations."

By Order of the Board
For **NIIT Limited**

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date: July 31, 2020

NOTES:

1. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at Annual General Meeting ("AGM") is annexed hereto and forms part of this Notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as ''MCA Circulars'') and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), has allowed the companies to conduct the AGM through Video Conferencing ("VC") or Other Audio

NOTICE (Contd.)

Visual Means ("OAVM") without the physical presence of the members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

National Securities Depository Limited ('NSDL') will be providing facilities for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for e-voting and participating in the meeting through VC / OAVM is explained in Note nos. 23 to 28 below.

3. The physical presence/attendance of Members is not required at the AGM through VC/OAVM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

4. Pursuant to the provision of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the MCA Circulars. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required/attached.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting or to vote at the AGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through registered email address to officenns@gmail.com with a copy marked to evoting@nsdl.co.in,

   Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

   In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.niit.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

7. For receiving all communications (including Annual Report) from the Company electronically:

   a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company alongwith copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at investors@niit.com or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at rta@alankit.com

   b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

8. In terms of Section 152 of the Act, Mr. Vijay Kumar Thadani, Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

   The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking re-appointment at AGM is annexed to the Notice.

   Mr. Vijay Kumar Thadani and his relatives shall be deemed to be interested in Item No. 3 of the Notice, to the extent of their shareholding , if any, in the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 3 of the Notice.

9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 15, 2020, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

10. Members who would like to express their views or ask questions during the AGM may register themselves by sending request (mentioning their name, demat account / folio number, email id, mobile number) through their registered email to the Company at niitagmspeakers@niit.com; investors@niit.com. The Speaker Registration will be open till Tuesday, September 15, 2020. Only person who shall be member as on the cut-off date shall be entitled to register and participate at the AGM.

    Members who are registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

NOTICE (Contd.)

11. (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least seven days in advance at investors@niit.com. The same will be replied by the Company suitably.

    (b) Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within 7 days from AGM date.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, amended NIIT Employees Stock Option Plan 2005 and any other relevant documents referred to in this Notice of AGM and explanatory statement and also referred in other reports attached with this notice, will be available electronically for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents, can send an email to investors@niit.com .

13. Members holding shares in physical mode are requested to :

    (a) submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company, as mandated by SEBI.

    (b) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.

    (c) register / update their e-mail address with the Company/RTA for receiving all communications from the Company electronically.

    (d) write to the Company for any change in address and bank mandate.

    (e) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.

    (f) The physical shareholders are advised to get their physical shareholding in demat form, as no transfer of physical share is allowed from April 1, 2019.

14. Members holding shares in electronic mode are requested to :

    (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.

    (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.

    (c) register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

    (d) inform any change in address and bank mandate to DP.

15. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of :

    (a) Change in their residential status on return to India for permanent settlement.

    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

16. The Register of Members and Transfer Books of the Company will be closed from Thursday, September 3, 2020 to Saturday, September 5, 2020 (both days inclusive) for the purpose of final dividend.

17. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source (as applicable) within 30 days from the date of AGM to those members:

    (a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, September 2, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic/ dematerialised form; and

    (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Wednesday, September 2, 2020 after giving effect to:

        (i) valid request(s) received for transmission/ transposition of shares; and

        (ii) valid requests of transfer of shares in physical form (re-lodgement cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents) lodged with the Company/ its Registrar & Share Transfer Agents on or before Wednesday, September 2, 2020.

18. Pursuant to the amendments introduced by the Finance Act 2020, the dividend income is taxable in the hands of Members with effect from April 1, 2020 and accordingly the Company will be required to deduct tax at source/withhold taxes (TDS) at the prescribed rates on the dividend to be paid to its shareholders.

NOTICE (Contd.)

No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend amount to be received during the financial year 2020-21 does not exceed Rs.5,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and valid documents registered with the Company in time. Following is summary of tax deductible at source for different category of shareholders:

Particulars	Applicable Rate	Documents required (if any)
With PAN	7.5%*#	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) and with the Company's Registrar and Transfer Agents (RTA) – Alankit Assignments Ltd. (in case equity shares are held in physical mode).
Without PAN/ Invalid PAN	20%#	N.A.
Submitting Form 15G/ Form 15H	NIL	Duly verified Form 15G or 15H (as may be applicable in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2020-21 is Nil). The Forms can be downloaded from the link https://www.incometaxindia.gov.in/pages/downloads/most-used-forms.aspx
Submitting Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2020-21 and should cover the dividend income.
An Insurance Company as specified under Sec 194 of the Act	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certification issued by the IRDAI.
Mutual Fund specified under clause (23D) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
Any person for or on behalf of New Pension System – Trust under clause (44) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (44) of the Act.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

*The tax rate has been reduced from 10% with effect from 14 May 2020 until 31 March 2021 vide CBDT Press release dated 13 May 2020.

#Tax would not be deducted on payment of dividend to resident Individual shareholder if total dividend to be paid/ likely to be paid in FY 2020-21 does not exceed Rs. 5,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) or with the Company's Registrar and Transfer Agents Alankit Assignments Ltd (in case equity shares are held in physical mode). Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route.
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories (in case of shares held in DEMAT mode) and with the Company's Registrar and Transfer Agents - Alankit Assignments Ltd (in case of shares held in physical mode).
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)	Tax Treaty Rate**	In order to apply the Tax Treaty rate, all the following documents would be required: ➢ Self-Attested copy of Indian Tax Identification number (PAN). ➢ Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2020 to March 2021 obtained from the tax authorities of the country of which the shareholder is a resident. ➢ Self-declaration in Form 10F duly filled and signed. The declaration format can be downloaded from the following link https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007197.pdf ➢ Self-declaration from Non-resident, primarily covering the following: ▪ Non-resident is eligible to claim the benefit of respective tax treaty; ▪ Non-resident receiving the dividend income is the beneficial owner of such income; ▪ Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; ▪ Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); ▪ Non-resident does not have a place of effective management in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2020-21 and should cover the dividend income.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

NOTICE (Contd.)

Notes for TDS:

(i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA and/or with depositories post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website https://incometaxindiaefiling.gov.in (refer to Form 26AS).

(ii) The aforesaid documents such as copy of PAN card, Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. must be sent to through email to the Company - niitdivtds@niit.com so as to reach on or before September 10, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Alternatively, the duly signed copies of relevant documents be sent to the Company at the registered office address given herein which must reach to us on/before September 10, 2020. **No communication relating to tax determination/ deduction received after September 10, 2020 shall be considered by the Company for purpose of calculation of TDS on payment of the Final Dividend**.

(iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with/provided to the Company.

(iv) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.

(v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

(vi) A detail on tax rates for each category of shareholders and general FAQ are also available at the website of the Company

(vii) This information is not exhaustive and does not purport to be a complete analysis, tax or legal advice or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN card copy (duly attested) to their depository with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN card copy (duly attested) to the Company or its Registrar.

    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 4E/2, Jhandewalan Extension, New Delhi-110055 or to the Company with a copy of signed request letter.

20. Every company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI. In view of the above, the members holding shares in physical form are requested to update changes, if any, in their address and bank mandates with Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, so that all future dividends can be remitted through ECS. In case of members 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 members 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.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.

21. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim

their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 13, 2019 (date of last AGM) are available on the website of the Company and on MCA's website. The details of unpaid and unclaimed amounts lying with the Company as on March 31, 2020 is also available thereat. The Member(s) whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority http://iepf.gov.in/IEPF/refund.html

22. Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividends for the financial year ended on March 31, 2012, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year, upon completion of seven years. In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company had transferred 37,799 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of August 01, 2019 after following the prescribed procedure.

    Further, the Company shall transfer the unpaid/ unclaimed dividend for financial year ended March 31, 2013, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after July 31, 2020 (as per due date for transfer) upon completion of seven years. As on March 31, 2020, the amount outstanding in unclaimed dividend account for the financial year 2012-2013 is Rs. 1,988,571/-.

    In addition, the Company shall also transfer the equity shares, on which dividend remain unpaid/ unclaimed for a period of 7 consecutive years, to IEPF with reference to the due date of July 31, 2020. In this regard, the Company had individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such members and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com.

    The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link:https://www.niit.com/india/training/investors/Pages/investor-information.aspx

    Members, whose shares and unclaimed dividends have been transferred to IEPF, 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 version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules alongwith complete documents in support of their claim.

    The process for claim is also available on the website of the Company and the same can be accessed through the link: https://www.niit.com/india/training/investors/Pages/investor-information.aspx

JOINING AGM THROUGH VC / OAVM:

23. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at https://www.evoting.nsdl.com under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

24. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members can also login and join anyt ime throughout the proceedings of AGM.

25. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

26. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email-id: evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

27. Members are encouraged to join the Meeting through Laptops for better experience. Please note that Members connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

NOTICE (Contd.)

28. **The process and manner for remote e-voting and e-voting at AGM are as under:**

    I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, Regulation 44 of Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

    II. The remote e-voting period commences on Friday, September 18, 2020 (9:00 A.M.) and ends on Monday, September 21, 2020 (5:00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 15, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it is not permitted to change subsequently.

    III. Those Members who will be participating in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through Remote e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

    IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. In case of voting by Remote e-voting and also e-voting at the AGM, vote casted through remote e-voting will be considered final and e-voting at the AGM will not be considered.

    V. All persons who shall not be members as on the cut-off date, should treat this Notice for information purposes only.

    VI. Instruction:

    A. For Remote E-voting:

    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    Step 2: Cast your vote electronically on NSDL e-Voting system.

    Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v.	Your password details are given below: a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
vi.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
vii.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
viii.	Now, you will have to click on "Login" button.
ix.	After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii. Select "EVEN" of Company for which you wish to cast your vote.

iv. Now you are ready for e-Voting as the Voting page opens.

v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

a) In case shares are held in physical mode please provide Folio No., Name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@niit.com

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@niit.com

NOTICE (Contd.)

B. **Instruction for e-voting on the day of the AGM:**

(a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

(c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(d) Facility to cast vote will be made available in the e-voting login window and will be activated once the e-voting is announced at the Meeting. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.

VII. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

VIII. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s)

IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 15, 2020

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 15, 2020, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or investors@niit.com.

XI. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. Mr. Nityanand Singh, Company Secretary (Membership No. FCS - 2668) of M/s Nityanand Singh & Co., Company Secretaries are appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

XIII. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical shareholding: Send a request to the Registrar and Transfer Agents ("RTA") of the Company, Alankit Assignments Limited at rta@alankit.com providing Folio No., Name, self-attested scanned copy of the share certificate (front and back), PAN Card, AADHAR Card for registering email address. After due verification, RTA will forward your login credentials to your registered email address.

Following additional details need to be provided in case of updating Bank Account Details:

a) Name and Branch of the Bank in which you wish to receive the dividend,
b) the Bank Account type,
c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
d) 9 digit MICR Code Number, and
e) 11 digit IFSC Code
f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.

Demat shareholding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

After due verification, the depository will forward your login credentials to your registered email address.

XIV. E-Voting Results

- The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting in not later than forty eight (48) hours of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.
- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company www.niit.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Tuesday, September 22, 2020.

Other instructions:

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

NOTICE (Contd.)

AGM – INFORMATION IN BRIEF

S. No.	Particulars	Details
1	Day, Date and Time of AGM	Tuesday, 22nd September 2020, 4:00 p.m. IST
2	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at registered office of the company.
3	Participation through Video Conferencing	Members can login from 3:30 p.m. IST on the date of AGM through NSDL link
4A	Name and address of e-voting and VC/OAVM service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400 013
4B	Contact details / helpline numbers	Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, Email: evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or Telephone nos.:- +91 22 24994545, +91 22 24994559, Toll free no.: 1800-222-990
5	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	September 15, 2020
6	Remote E-voting start time and date	Friday, September 18, 2020 (9:00 a.m. IST)
7	Remote E-voting end time and date	Monday, September 21, 2020 (5:00 p.m. IST)
8	Remote E-voting website	https://www.evoting.nsdl.com/
9	Emails:	
	Company	investors@niit.com
	Registrar & Share Transfer Agent	rta@alankit.com
	TDS query/documents	niitdivtds@niit.com
	AGM Speaker registration	niitagmspeakers@niit.com
	NSDL	evoting@nsdl.co.in
10	Recorded transcript	To be available after AGM at Company's website in investors information section
11	Dividend for FY20 recommended by Board	Rs. 2 per shares (subject to TDS)
12	Book Closure dates	Thursday, September 3, 2020 - Saturday, September 5, 2020 (both days inclusive)
13	Submission of TDS related document	On/before September 10, 2020
14	Information of tax on Dividend	Information in Notice and check Company's website in investors information section
15	Email & Contact updation	Demat shareholders: through Depository Participant. Physical Shareholders: Contact Company or its Registrar and Transfer Agents, Alankit Assignments Limited at given address/ or email

NOTICE (Contd.)

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the director proposed to be reappointed:

Particulars/Name	Vijay Kumar Thadani
Age	69 years
Qualification	Bachelor of Electricals Engineering, Indian Institute of Technology, Delhi
Date of first appointment on the Board	December 2, 1981
Background and Expertise	Vijay K Thadani, as the co-founder of NIIT Group, has built an organization that is recognized for its visionary role in bringing the benefits of Information Technology, both as a professional skill and as a learning tool, to the masses. He has led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries and has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT and as the Chairman of CII Northern Region. He also served as the Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India and as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad. He is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He was a Founder Director on the Board of NIIT Technologies Limited, a leading SEI-CMMi Level 5 assessed IT Solutions organization, servicing customers in the USA, Europe, Japan, Asia Pacific and India. He serves on the Board of Governors of Indian Institute of Technology (IIT), Delhi and on the Governing Council of All India Management Association (AIMA). Till recently, he served as the Chairman of the Board of Governors of MN National Institute of Technology, Allahabad and CII's National Committee on Higher Education. A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China. Mr. Thadani provides strategic direction and oversight to the Chief Executive and Heads of the Company's global businesses. His responsibilities include leading the Company's Strategic Alliance and Technology partnership initiatives and in addition, to oversee the Finance, Legal, Secretarial, Investor Relations functions and Global Learning Business.
Number of Equity Shares held in the Company	155,000 equity shares are held as first holder with spouse, 2,527 equity shares as Karta and 1,000 equity shares as second holder with spouse. 23,830,065 equity shares held as trustee of Thadani Family Trust.
Relationship with other Directors, Manager and other Key Managerial Personnel	None
No. of Board Meetings attended during the financial year 2019-20	Held: 9 (nine); Attended: 9 (nine)
Directorships of other Boards as on March 31, 2020	• NIIT Institute of Finance Banking and Insurance Training Limited • MindChampion Learning Systems Limited • Global Solutions Private Limited • NIIT (USA), Inc. USA • NIIT Limited, U.K. • NIIT (Ireland) Limited • NIIT Learning Solutions (Canada) Limited • Eagle International Institute Inc. USA • Eagle Training, Spain S.L.U • NIIT Institute of Process Excellence Limited* • NIIT Yuva Jyoti Limited*
Membership / Chairmanship of Committees of other companies	None

* Under voluntary liquidation w.e.f. 19.02.2020

STATEMENT IN RESPECT OF SPECIAL BUSINESS (Pursuant to Section 102 of the Act)

ITEM NO. 4

The Board had, at its Meeting held on August 10, 2019, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2019-20 at a remuneration of Rs. 3,27,699/- (excluding taxes and reimbursement of out of pocket expenses, if any).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 4 of this Notice.

ITEM NO. 5

Mr. Rajendra Singh Pawar is the founder director and associated with the Company for more than last three and a half decades. He was the executive Chairman & Managing Director till March 31, 2015. On April 1, 2015, on voluntarily divesting the executive responsibilities, he took on the position of the non-executive Chairman of the Company.

The shareholders, in their general meeting held on August 13, 2019 had approved the remuneration for Mr. Rajendra S. Pawar, Non-Executive Chairman of the Company, for the period June 1, 2019 till May 31, 2019, on a monthly basis, in addition to sitting fees and commission, if any, which would get paid to non-executive Directors. This was done since the company needed his deep personal involvement in setting new directions and helping the Board and senior management in the transition to the new NIIT of the future. This was considering the divestment of entire shareholding in NIIT Technologies Limited by the Company for a consideration of Rs. 20,204 million and availability of a large part of the proceeds from the divestment as growth funds for aggressive expansion of the Company in leading technology areas for youth and workforce learning solutions.

During the year 2019-2020, Mr. Pawar helped strategize the path to NIIT Digital and commenced mentoring the executive management of the company to identify market expansion opportunities and strategic technology alliances.

The advent of the current Covid-19 pandemic created a setback for the momentum that was getting created. For the months of April and May 2020, the approved monthly compensation was not paid to him based on the NRC and Board decision, in consultation with him.

The Company, for the rest of the financial year 2020-21, will focus on engaging with the clients and learners in adapting to a post-lockdown era, as the markets struggle to cope with pandemic and its fall-outs, in order to get the business of the Company back on track.

The involvement of Mr. Pawar as envisaged earlier, is most essential at this time to help the management transition the company to the NIIT Digital paradigm.

The Nomination and Remuneration Committee, at its meeting held on June 4, 2020, had considered the matter and recommended to the Board to enlarge the role of Mr. Pawar as Non-Executive Director & Chairman of the Company for future growth of the Company and also recommended the remuneration/benefits to be paid to Mr. Pawar as a Non-executive Director & Chairman.

The Nomination and Remuneration Committee had also discussed and recommended that in view of the enlarged role continued to be played by Mr. Pawar, he may be paid the remuneration for June 1, 2020 to May 31, 2021 on same lines as approved in 2019. The Board of Directors at its meeting held on June 4, 2020, accepted the recommendation of Nomination and Remuneration Committee for continuation of enlarged role of Mr. Pawar and also approved the following remuneration /benefits to him for the period June 1, 2020 to May 31, 2021:

A. Remuneration: Rs. 10 Million per annum, payable monthly

B. Benefits/Facilities

   a. Group Personal Accident insurance, Medical insurance and Group Term Life Insurance cover as per policy of the company.

   b. Club membership upto two clubs or reimbursement of fee for official purpose.

   c. Company's car with driver for official use.

   d. Expense reimbursement for mobile phone and residence phone for official use.

   e. Security services.

C. Further, he shall be provided Office of the Company and the secretarial services for discharge of his duties.

The aforesaid facilities/benefits shall be in addition to remuneration applicable to other non-executive directors viz., sitting fee and commission upto 1% of the net profits payable to non-executive directors (as approved earlier by the shareholders at the Annual General Meeting held on September 22, 2017. The sitting fee amount is not considered for the purpose of calculation of applicable limit of 1% of the net profits for commission).

NOTICE (Contd.)

Further, in view of the challenging business situation existing for the Company due to the present pandemic issue, he may not be paid in full or part of the financial remuneration mentioned in [A] above for the period of June 1, 2020 till May 31, 2021, and shall be decided by the Board as the situation evolves.

In terms of the provisions of Section 197 read with Schedule V and other applicable provisions of the Act, the Company can pay remuneration to non-executive director of the Company either by way of a monthly payment or at a specified percentage of net profits of the company or partly by one way and partly by the other. Further, the Company can pay aggregate remuneration to non-executive directors in excess of 1% (and/or overall managerial remuneration in excess of 11%) of its net profits in any financial year with the approval of shareholders by passing a special resolution at general meeting.

Further, all fee or compensation paid to non-executive directors need to be approved by the members of the company in terms of the Regulation 17(6) of the Listing Regulations and payment of remuneration to a non-executive director exceeding 50% of total annual remuneration payable to all non-executive directors need to be approved by the members of the company by special resolution every year.

The proposed remuneration to the non-executive chairman may result in the company exceeding the overall limit of 1% of net profits presently applicable to payment of remuneration to all non-executive directors and/or overall limit of 11% of the net profits presently applicable to overall managerial remuneration for any financial year in terms of Section 197 of the Companies Act, 2013. Further, the aforesaid proposed remuneration for Mr. Pawar together with the amount of commission, if any paid along with other non-executive directors, may also exceed 50% of total annual remuneration payable to all non-executive directors of the Company in terms of Regulation 17(6) of the Listing Regulations. Accordingly, the same needs to be approved by the members of the company by special resolution at their general meeting.

Your approval is sought by passing of special resolution as mentioned at Item no. 5 of the Notice, for the proposed remuneration of Mr. Rajendra S Pawar, Non-Executive Director & Chairman, in accordance with the provisions of Section 197 of the Act and Regulation 17 of Listing Regulations and other applicable provisions.

Except Mr. Rajendra S Pawar and his relative, none of the Directors, Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 5 of the Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 5 of this Notice.

ITEM NOS. 6 & 7

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options. Rewarding employees with stock options aligns the objectives of the employee with those of the organisation and provide a sense of ownership to the employee.

The shareholders of the Company through postal ballot on May 18, 2005 had approved the NIIT Employee Stock Option Plan 2005 (ESOP 2005). As per ESOP 2005, maximum number of 1,925,000 options could be issued to the employees of the Company and its subsidiaries. Each option would convert to 1 equity share of Rs. 10, after vesting and exercise of option by the option grantee. Subsequently, based on corporate actions, one equity share of Rs. 10 was split into 5 equity shares of Rs. 2 each. Thereafter, a bonus issue of one equity shares for every two equity shares (1:2) was made by the Company in 2007. Accordingly, the number of remaining options were enhanced automatically by a factor of 7.5. After revising the pool size (to account for options granted, options lapsed, options exercised and bonus and split), the outstanding options available for future grants, as on the date of this notice is 1,158,437 and granted options yet to be exercised are 6,173,079.

In order to retain the existing employees, to attract and retain the best talent and considering the current business environment, the Company intends to continue to use stock options in future. Accordingly, it is imperative to replenish number of options available under ESOP 2005, for grants of options to the eligible employees of the Company, in the coming years. Further, the Company would also like to offer the options under the enhanced pool in the Amended ESOP 2005 (as defined hereinafter) to the eligible employees of its current and future subsidiaries.

The Compensation Committee i.e. Nomination & Remuneration Committee of the Company on July 30, 2020 and the Board, at its meeting held on July 31, 2020 have, subject to the approval of the shareholders, provided their consent to the addition of Fourteen Million One Hundred and Sixty Thousand (14,160,000) stock options to existing options available in the existing ESOP 2005, for further grant(s) to eligible employees from time to time as per terms & conditions of the Amended ESOP 2005 and subject to applicable statutory provisions. In this regard as well as to bring existing ESOP 2005 in line with the applicable laws for the time being in force, the Compensation Committee and the Board have approved to amend, make modifications, changes, variations, alterations or revisions to the existing ESOP 2005 ("Amended ESOP 2005") as more particularly mentioned below:

NOTICE (Contd.)

S. No	Proposed Change/Reason	Old Clause of ESOP 2005 Scheme	New Clause
I	To incorporate reference of new shareholders' approval in this AGM	1.3. The ESOP 2005 is established as per the approval granted by the shareholders by a special resolution through postal ballot on May 18, 2005 and shall continue to be in force until the date on which all of the options available for issuance as per the approval granted by the shareholders have been vested and exercised.	1.3 The ESOP 2005 is established as per the approval granted by the shareholders by special resolutions through postal ballot on May 18, 2005 and amended by shareholders by special resolutions passed at the Annual General Meeting held on September 22, 2020. This Plan shall continue to be in force until the date on which all of the options available for issuance as per the approval granted by the shareholders have been vested and exercised.
II	To align with the current applicable laws everywhere in the Plan	References to: • the Companies Act, 1956 • SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999	Change to: • the Companies Act, 2013 • the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
III	To align with the current applicable laws	2.1. (vi) "Compensation Committee" means a Committee constituted by the Board of Directors consisting of a majority of independent directors to administer ESOP 2005.	2.1. (vi) "Compensation Committee" means the Nomination & Remuneration Committee of the Company as constituted by the Board of Directors as required under Section 178 of the Companies Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.
IV	To align with the current applicable laws	2.1 ix. "Employee" means such persons who are eligible under the SEBI Guidelines including directors, whether whole-time or otherwise, (but excluding promoters) of the Company and of its holding and/or subsidiary company(ies). As per the SEBI Guidelines in force as on date of the shareholders' approval the following category of persons are entitled to options under ESOP 2005: a) Permanent employees of the Company and of its holding and/or subsidiary company (ies), whether working in India or out of India; and b) Directors, whether whole time director or not, of the Company, and of its holding and/or subsidiary company (ies), whether working in India or out of India. The following category of persons are excluded under ESOP 2005: a. An employee who is a promoter or belongs to the promoter group; b. A director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company. An Employee shall continue to be an Employee during the period of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, any Subsidiary, or any successor.	2.1 ix. "Employee" means, — (i) a permanent employee of the Company who has been working in India or outside India; or (ii) a director of the Company, whether a whole-time director or not but excluding an independent director; or (iii) an employee as defined in clause (i) or (ii) of a Subsidiary, in India or outside India, or of a holding company of the Company, but does not include— (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

NOTICE (Contd.)

S. No	Proposed Change/Reason	Old Clause of ESOP 2005 Scheme	New Clause
V	To align with the current applicable laws/ change of explanatory nature	2.1 x. "Employee Stock Option" or "Option" means the option granted to an Employee, which gives such Employee the right to purchase or subscribe at a future date the shares underlying the option at a predetermined price.	2.1 x. "Employee Stock Option" or "Option(s)" means the option granted to an Employee, which gives such Employee the right to purchase or subscribe at a future date the Shares offered by the Company, directly or indirectly, at a pre- determined price.
VI	To align with the current applicable laws	2.1 xv. "Independent Director" means a director of the Company, not being a whole time director and who is neither a Promoter nor belongs to the Promoter Group	2.1 xv. "Independent Director" shall have the same meaning assigned to it in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Companies Act.
VII	Inserted new definition to include document which came into existence after formulation of ESOP 2005 in May 2005	-	2.1 xvi. "NIIT PIT Code" or "Code" shall mean the NIIT Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company, as amended from time to time.
VIII	To align with the current applicable laws	2.1. xviii. "Promoter" means such persons as defined under the SEBI Guidelines. As per the SEBI Guidelines in force as on date of the shareholders' approval promoters is defined as (a) the person or persons who are in over-all control of the company; (b) the person or persons who are instrumental in the formation of the company or program pursuant to which the shares were offered to the public; (c) the person or persons named in the offer document as promoter(s). Provided that a director or officer of the company if they are acting as such only in their professional capacity will not be deemed to be a promoter.	2.1. xix. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
IX	To align with the current applicable laws	2.1. xix. "Promoter Group" means such persons as defined under the SEBI Guidelines. As per the SEBI Guidelines in force as on date of the shareholders' approval promoters is defined as (a) an immediate relative of the promoter (i.e. spouse of that person, or any parent, brother, sister or child of the person or of the spouse); (b) persons whose shareholding is aggregated for the purpose of disclosing in the offer document "shareholding of the promoter group".	2.1. xx. "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof; provided where the promoter or promoter group of a company is a body corporate, the promoters of that body corporate shall also be deemed to be promoters of such company.

NOTICE (Contd.)

S. No	Proposed Change/Reason	Old Clause of ESOP 2005 Scheme	New Clause
X	To align with the current applicable laws	2.1 xxvii. "Subsidiary company" or "Subsidiary" includes any present or future subsidiary company of the Company, as defined in Section 4 of the Companies Act, 1956	2.1 xxviii. "Subsidiary company" or "Subsidiary" includes any present or future subsidiary company of the Company, as defined in Section 2 (87) of the Companies Act, as may be amended from time to time.
XI	To update the number of Options added to the ESOP Plan as per resolution, changes of clarificatory nature.	3.1. A Special Resolution has been passed by the shareholders of the Company through postal ballot on May 18, 2005 authorizing the Board / Compensation Committee to issue 1,925,000 Employee Stock Options to Employees. Each option is exercisable for one (1) equity share or security convertible to one (1) 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.	3.1.1 On May 18, 2005, special resolutions were passed by the shareholders of the Company through postal ballot authorizing the Board / Compensation Committee to issue 1,925,000 Employee Stock Options to Employees. Each Option was then exercisable for one (1) equity share or security convertible to one (1) 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 the original ESOP 2005. Subsequently, due to corporate actions of 1:2 bonus issue and 5:1 stock split (split in face value of equity shares), the original number of 1,925,000 got restated to 14,437,500 Employee Stock Options. Each option when exercised was converted to one (1) equity share of face value of Rs. 2/- fully paid upon payment to the Company for such Shares at a price determined in accordance with the Plan. 3.1.2 Shareholders of the Company have further passed special resolutions in the Annual General Meeting held on September 22, 2020 authorizing the Board/ Compensation Committee to issue an additional 14,160,000 Employee Stock Options to Employees under this Plan. 3.1.3 Consequently, the total aggregate number of employee stock options that shall be granted under this amended Employee Stock Options Plan 2005 is 28,597,500. Each option when exercised shall convert to one (1) equity share of face value of Rs. 2/- fully paid up on payment to the Company for such Shares at a price to be determined in accordance with the Plan.
XII	To incorporate corresponding change after revision of total stock options size	3.2 The maximum number of options that may be granted to any specific Employee under the ESOP 2005 shall not exceed 192,500.	3.2 The maximum number of options that may be granted to any one /specific Employee under the ESOP 2005 shall not exceed 2,859,750.

NOTICE (Contd.)

S. No	Proposed Change/Reason	Old Clause of ESOP 2005 Scheme	New Clause
XIII	Inserted new clauses with regard to maximum limit up to which Options that may be granted to any one employee/ to align with the current applicable laws	-	3.3 The maximum number of options that may be granted to any one of the identified Employee(s), during a financial year, shall not equal to or exceed one percent of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of these options, unless a prior specific approval is obtained from the shareholders of the Company.
XIV	Inserted new enabling clauses / to align with the current applicable laws	-	3.4 In case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation, sale of division and others, the Compensation Committee shall make accordingly fair and reasonable adjustment to the entitlement including adjustment to the number of options granted (vested and unvested) or outstanding options available for grant and /or in the price, vesting period and the life of options, as the case may be, as per the SEBI Guidelines and this Plan.
XV	Deleted to align with the changes made in the Plan	4.2 (vi) Time periods within which an employee shall exercise the vested options in the event of termination or resignation of an employee	-
XVI	Amended to align with the changes made in the Plan	4.2 (ix) The procedure for making a fair and reasonable adjustment to the number of options and / or exercise price in case of a corporate action such as stock split / consolidation, rights issues, bonus issues, merger, sale of division and others, to ensure that the option holders are compensated appropriately in case of any diminution in the value of their stock options as a result of such corporate action, in accordance with the SEBI guidelines.	4.2. (viii) The procedure for making a fair and reasonable adjustment to the number of options and / or exercise price in case of a corporate action as per Clause 3.4 above;
XVII	Amendment in criteria of employee for grant of option.	5.1 Only Employees are eligible for being granted Employee Stock Options under ESOP 2005. The specific Employees to whom the Options would be granted and their Eligibility would be determined by the Compensation Committee. The appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee and will be based on criteria such as seniority of Employee, length of service, performance record, merit of the Employee, future contribution potential of the Employee and/or such other criteria as may be determined by the Compensation Committee at its sole discretion. The Plan shall be applicable to the employees of the Company, subsidiary companies in India and abroad or its holding company and any successor company (ies) thereof.	5.1 Only Employees are eligible for being granted Employee Stock Options under ESOP 2005. The Employees to whom the Options would be granted and their Eligibility would be determined by the Compensation Committee. The process for determining the eligibility of the Employee for each grant of options will be specified by the Compensation Committee and will be based on criteria such as seniority of Employee, criticality of the role, length of service, performance record, merit of the Employee, future contribution potential of the Employee and/or such other criteria as may be determined by the Compensation Committee at its sole discretion for each grant.

NOTICE (Contd.)

S. No	Proposed Change/Reason	Old Clause of ESOP 2005 Scheme	New Clause
XVIII	Insertion of new enabling para in continuation/ existing Clause 6 regarding amendment in terms of vesting and exercise of option or grant of options in case of employee on long leave/ to align with the current applicable laws.	-	The Compensation Committee, may on a case to case basis, consider amendment in terms of Vesting and Exercise of Option in case of an Employee on long leave. The Committee may also consider grant of Options to an Employee on long leave on a case to case basis.
XIX	Insertion of new sub-clause 7.10 & 7.11 to protect the employees' benefit; to align with the current applicable laws/change of explanatory nature	-	7.10 In the event, the Option Grantee is transferred or deputed to Subsidiary company with lien on their employment with the Company prior to Vesting or Exercise of Options, the Vesting and Exercise as per the terms of Grant shall continue even after such transfer/deputation. 7.11 The pricing for Grant of Option shall be in accordance with the applicable provision. The vested options can be exercised by the Employee, in one or more tranches during the applicable/available exercisable period as per the terms of grant of Options. The Option Grantee shall be subject to applicable disclosure requirements on allotment of Shares upon Exercise of Options and any other applicable compliances.
XX	To align with the current applicable laws/ change of explanatory nature	10. Authority to vary terms The Board / Compensation Committee may, if it deems necessary, vary the terms of ESOP 2005, subject to the SEBI Guidelines and other Applicable Laws	10. Authority to vary terms The Board / Compensation Committee may, if it deems necessary, vary the terms of ESOP 2005, subject to the SEBI Guidelines and other Applicable Laws, and with shareholder approval, if needed.
XXI	Updation of current address in Clause 12.	The Administrator - ESOP 2005 Secretarial Department NIIT House, C-125 Okhla Industrial Area Phase I New Delhi 110 020 Email: esop2005help@niit.com	The Administrator- ESOP 2005 NIIT Limited, 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019 Email: esop2005help@niit.com
XXII	Amended clause to align with the proposed changes in ESOP Plan.	11.7 The Employee to whom the Plan will be applicable will also be bound by a code of conduct to be followed in respect of any Grant and related transactions under the Plan. Any willful violation of the said code of conduct on the part of the Employee will result in the withdrawal/annulment of the relevant and/or all related transactions under the Plan.	11.7 The Employee to whom the Plan will be applicable will also be bound by the NIIT PIT Code to be followed in respect of any Grant and related transactions under the Plan. Any willful violation of the said Code on the part of the Employee will result in the withdrawal/ annulment of the relevant and/or all related transactions under the Plan in addition to any/all actions that would be taken under the NIIT PIT Code.

NOTICE (Contd.)

Other than as stated above, all other terms and conditions of the existing ESOP 2005 remain unchanged.

In terms of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013, approval of the Shareholders of the Company is required by way of Special Resolution for affecting amendments in the existing ESOP 2005. In addition, approval of the Shareholders of the Company is required by way of a separate Special Resolution for extending benefits of these amendments to the employees of holding/subsidiaries of the Company. Thus special resolutions, as stated in item nos. 6 & 7 of the Notice are proposed for your approval

The resolution and the terms stated therein and also the terms stated in this explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities. The Board of Directors of the Company shall have the sole and absolute authority to modify the terms herein which do not come under the provisions of the said guidelines/ regulations.

After the amendments in the existing ESOP 2005, the following will be the key particulars of the Amended ESOP 2005:

[Note: The term Amended ESOP 2005 is only used for the sake of clarity in the aforesaid resolution and this explanatory statement. The ESOP 2005 as amended herein however continues to be titled as 'NIIT Employee Stock Option Plan 2005'. In the following section, any reference to ESOP 2005, unless the context otherwise requires, shall mean and refer to the Amended ESOP 2005.)]

1. **Brief Description of ESOP 2005**

   The ESOP 2005 was approved by the shareholders of the Company on May 18, 2005. The ESOP 2005 aims to reward and motivate employees for their long term association and in recognition of their dedicated service to the Company by way of grant of employee stock option to the eligible employees, which are convertible into the equity shares of the Company in terms of the provisions of ESOP 2005, Companies Act, 2013, SEBI (Share Based Employee Benefit) Regulations, 2014 and all other applicable laws.

2. **Number of options to be granted**

   The total aggregate number of employee stock options that shall be granted under this amended ESOP 2005 is 28,597,500. Each option when exercised shall convert to 1 equity share of face value of Rs. 2/- fully paid up on payment to the Company for such shares at a price to be determined in accordance with the Plan. The maximum dilution that could take place in future, if all the aforesaid new options are exercised, would not exceed 10% of the expanded issued and paid-up share capital of the Company, after taking into consideration the un-exercised stock options as on date. The options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.

3. **Identification of classes of employees entitled to participate in the amended Plan**

   All employees of the Company, its holding and /or subsidiaries from time to time who are eligible under the SEBI (Share Based Employee Benefit) Regulations, 2014 shall be entitled to participate in the ESOP 2005, as determined by the Compensation Committee.

4. **Vesting, period of vesting and the maximum period of vesting**

   The Options granted under ESOP 2005 shall vest in a minimum period of 1 year and for a maximum of 5 years from the date of grant of the option. The exact proportion in which the options would vest shall be determined by the Compensation Committee, subject to the minimum vesting period of 1 year from the date of grant of options.

   The Compensation Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics, on the achievement of which the granted options would vest. The detailed terms and conditions relating to such performance based vesting, and the proportion in which Options are granted under ESOP 2005 would vest (subject to the minimum and maximum vesting period as specified above) would be decided by the Compensation Committee.

   The Options would vest only if the Option Grantee continues to be in employment of the Company on the date that they are due to vest. No Options would vest in the employee, who has resigned. In such case, the last working day shall be considered to be the cutoff date for vesting.

   The Compensation Committee, may on a case to case basis, consider amendment in terms of Vesting and Exercise of Option in case of an Employee on long leave. The Committee may also consider grant of Options to an Employee on long leave on a case to case basis.

5. **Pricing formula and Exercise Price**

   The options would be granted to eligible employees at the price which will be determined by the Compensation Committee from time to time, such price not being less than the face value of the shares.

6. **Tax**

   The liability of paying tax, if any, on the Options granted pursuant to the ESOP 2005 and the shares issued pursuant to exercise of options shall be entirely on the Option Grantees and shall be in accordance with the provisions of Income Tax Act, 1961 and rules framed thereunder as applicable from time to time; and any other relevant taxes that may become applicable to the Option Grantee in India and outside India.

NOTICE (Contd.)

7. **Exercise period and process of exercise**

   The Exercise Price shall be the price payable by the employee for exercising the Options granted to him under the ESOP 2005 as may be decided by the Compensation Committee from time to time, such price being not less than the then existing face value of the share of the Company.

   The vested options will be exercisable by the Employee by an application to the Company to exercise the options on full payment of Exercise Price and in such manner and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The Options will lapse if not exercised within the specified exercise period. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or electronic fund transfer or in such other manner as the Compensation Committee may decide.

8. **Method of exercise**

   (i) In the event of the death of an Employee while in employment with the Company, all the Vested and Unvested Options may be Exercised by the Option Grantee's nominees or legal heirs immediately after, but in no event later than 12 months from the date of death.

   (ii) In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, the Option Grantee may Exercise his Vested as well as Unvested Options immediately after Permanent Incapacity but in no event later than 12 months from the date of separation from employment.

   (iii) In the event of separation from employment for reasons of normal retirement or a retirement specifically approved by the Company, all Vested Options shall be exercised by the Option Grantee immediately after, but in no event later than 12 months from the date of such Option Grantee's retirement, and all Unvested Options will stand cancelled as on the date of such retirement, unless otherwise determined by the Compensation Committee whose determination will be final and binding.

   (iv) In the event of separation due to resignation prior to retirement or due to termination of services for reasons other than mentioned in para (vi) and (vii) herein, all Unvested Options on the last working day or date of termination, as the case may be, shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than 3 months from the last working day or date of termination as the case may be.

   (v) In the event of abandonment of employment by an Option Grantee without the Company's consent, all Employee Stock Options granted to such employee, including the Vested Options, which were not exercised at the time of abandonment of employment, shall stand cancelled. The Compensation Committee, at its sole discretion shall decide the date of cancellation of such options and such decision shall be binding on all concerned.

   (vi) In the event of termination of the employment of an Option Grantee for misconduct or due to breach of policies or the terms of employment of the Company, all Employee Stock Options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.

   (vii) In the event of separation of an Option Grantee from the employment due reasons other than those mentioned in para (i) to (vi) hereinabove, all Unvested Options on the date of separation shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than 3 months from the date of separation.

   (viii) In the event the Option Grantee is transferred or deputed to subsidiary company with lien on their employment with the company prior to Vesting or Exercise of Options, the Vesting and Exercise as per the terms of Grant shall continue even after such transfer/deputation.

   The pricing for grant of Option shall be in accordance with the applicable provision. The vested options can be exercised by the Employee, in one or more tranches during the applicable/available exercisable period as per the terms of grant of Options. The Option Grantee shall be subject to applicable disclosure requirements on allotment of shares upon exercise of options and any other applicable compliances.

9. **Appraisal process for determining eligibility of the employees**

   The process for determining the eligibility of the Employee for each grant of Options will be specified by the Compensation Committee and will be based on criteria such as seniority of Employee, criticality of the role, length of service, performance record, merit of the Employee, future contribution potential of the Employee and/or such other criteria as may be determined by the Compensation Committee at its sole discretion for each grant.

NOTICE (Contd.)

10. **Maximum number of options to be issued per employee and in aggregate**

    The maximum number of options that may be granted to any one /specific Employee under the ESOP 2005 shall not exceed 2,859,750. Further, the maximum number of options that may be granted to any one of the identified Employee(s), during a financial year, shall not equal to or exceed 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of these options, unless a prior specific approval is obtained from the shareholders of the Company.

11. **Maximum quantum of benefits to be provided per employee**

    Unless otherwise determined by the Compensation Committee, the maximum quantum of benefits underlying the equity shares acquired by the Employee will be equal to the intrinsic value of the option granted plus the appreciation in the value of the Equity Shares, if any.

12. **Route of implementation and source of shares**

    The Plan shall be administered by the Compensation Committee. Upon exercise of options by the Employees, the Company will issue and all.

13. **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both**

    The ESOP 2005 involves issue of new shares of the Company upon exercise of options by option grantees.

14. **Accounting policies**

    The Company shall comply with the applicable accounting policies including the accounting policies under Regulation 15 of the SEBI (Share Based Employee Benefit) Regulations, 2014, as amended from time to time.

15. **The method for valuation of options**

    The Company shall use the fair value method for the valuation of options.

16. **Listing**

    The shares allotted pursuant to the exercise of the stock options, shall be listed on BSE Limited and National Stock Exchange of India Limited.

The draft amended ESOP 2005 will be made available for inspection of the members electronically up to the date of the Annual General Meeting (as per process provided in notes of this Notice).

Since, the options could also be offered and issued to the Whole-Time Directors (other than promoter directors) and Key Managerial Personnel of the Company, such Whole-Time Directors and Key Managerial Personnel and their relatives shall be deemed to be concerned and interested in the said resolution to that extent.

No other director shall be concerned or interested financially or otherwise in the above resolution.

Your Board of Directors, accordingly, recommends the resolutions as set out at Item no. 6 & 7 to this Notice, for the approval of the Members as Special Resolutions.

By Order of the Board
For **NIIT Limited**

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date: July 31, 2020

BOARD'S REPORT

Dear NIIT Shareowner,

Your Directors take pleasure in presenting the 37th Annual Report along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2020.

Financial Highlights

The highlights of your Company's financial results for the financial year (FY) April 1, 2019, to March 31, 2020 (FY20) are as follows:

(Amount in Rs. Million)

Particulars	Consolidated		Standalone	
	FY 2019–20	FY 2018–19	FY 2019–20	FY 2018–19
Net Sales (Income from Operations)	8,892	8,653	4,009	3,778
Other Income	1,168	60	1,487	599
Total Income	**10,060**	**8,714**	**5,496**	**4,377**
Total Expenditure (before Depreciation)	8,246	8,061	3,730	3,793
Profit before Depreciation and Taxes	**1,814**	**652**	**1,766**	**583**
Depreciation and Amortization	598	329	350	231
Exceptional Items [Net Gain/(Loss)]	12,917	(4)	13,802	35
Net Profit/(Loss) before Tax & Share of Associate's Profit & Non-controlling Interests & Loss from Discontinued Operations	**14,133**	**319**	**15,218**	**387**
Tax Expenses	556	271	1,440	12
Profit/(Loss) from Discontinued Operations*	(305)	(122)	(94)	(120)
Share of Associate's Profit and Non-controlling Interests	3	939	-	-
Net Profit/(Loss)	**13,275**	**864**	**13,684**	**255**
Basic EPS (Rs.)	82.87	5.18	85.42	1.53
Diluted EPS (Rs.)	82.40	5.14	84.94	1.52

*Refer Note 44 of the Consolidated Financial Statement and Note 36 of the Standalone Financial Statement.

Your Company's consolidated total income for FY20 is Rs. 10,060 million as against Rs. 8,714 million in the previous year and the net profit (after share of Associate's Profit and Non-controlling Interests) is Rs. 13,275 million as against Rs. 864 million in the previous year.

The Company's total income for the year under review on a standalone basis is Rs. 5,496 million as compared to Rs. 4,377 million in the previous year, and the net profit is Rs. 13,684 million as compared to Rs. 255 million in the previous year.

Business Operations

The Corporate Learning Group (CLG) contributed 78% to NIIT's consolidated revenue for FY20, as compared to 73% in FY19. The business grew 9% YoY to Rs. 6,913 million. On a constant currency basis, the growth was 10% YoY. The EBITDA grew 3% YoY to Rs. 931 million. The EBITDA margin was 13%, down 87 basis points YoY. In Q4 FY20, the revenue growth and margins were affected by the repercussions of Covid-19, which led to significant cancellations and deferrals of planned in-person instructor led learning events. The Company transitioned to work from home and digital learning to ensure continuity for its customers. During the year, the business added 14 new Managed Training Services (MTS) customers, including 5 additions in Q4 FY20. This is the highest ever addition for the CLG business, reaffirming the strong value proposition of NIIT's products and services and the customer's trust in NIIT.

The business ended the year with 54 MTS customers, as compared to 46 at the end of the previous year. As of March 31, 2020, the Revenue Visibility stood at USD 263 million versus USD 245 million at the end of the previous year.

NIIT's Skills & Careers Group (SNC) contributed 22% to NIIT's revenue for the year. SNC achieved revenue of Rs. 1,979 million in FY20, as compared to Rs. 2,329 million last year. Covid-19 restrictions impacted the business severely in Q4 FY20, leading to a sharp impact on the EBITDA. As a result, the business ended the year with a negative EBITDA of Rs. 35 million, as compared to a positive EBITDA of Rs. 65 million in the first 9 months of FY20 and Rs. 89 million in FY19.

Lockdowns and Covid-related restrictions in Q4 led to school closures during March 2020. Q4 is the top quarter for sales for the Schools business, ahead of the next academic cycle. The restrictions had a significant impact on the performance of Q4 and therefore on revenue and profits for the entire year. The business had been impacted in the past by uncertainty due to government regulations. While the current environment has created an opportunity for K-12 focused Edtech players for using technology to aid and complement formal school education, addressing this opportunity would require disproportionate investments and attention from management. In view of the low contribution of the Schools business to NIIT's revenue, the Company decided to divest the current Schools business to allow release of management bandwidth as well as direct its capital allocation on the larger two businesses of Corporate Learning and Skills & Careers. The school business resides in a wholly owned subsidiary, MindChampion Learning Systems Limited (MLSL). Consequently, net result of MLSL have been reported as a separate line below operating result as loss from discontinued operations.

On an overall basis, NIIT achieved an operating revenue of Rs. 8,892 million, as compared to Rs. 8,653 million in the previous financial year, a growth of 3% YoY. The revenue growth, excluding defocused businesses, was 5% YoY.

BOARD'S REPORT (Contd.)

The EBITDA was Rs. 852 million, as compared to Rs. 938 million last year, down 9% YoY. The EBITDA margin declined 126 basis points YoY to 10%. The revenue growth and the EBITDA for the year were impacted due to Covid-19. In Q4 FY20, the revenue declined 4% YoY to Rs. 2,112 million while the EBITDA was Rs. 31 million, as compared to Rs. 189 million in Q4 FY19.

Future Plans

Corporate Learning: Global corporate spending on L&D represents a USD 300 billion opportunity. With the penetration of training outsourcing at less than 5%, there is huge headroom for growth. Presently, a large proportion of the spending is on in-house resources or on insourcing. However, there has been an increasing trend toward outsourcing, as training is becoming increasingly complex. Outsourcing frees customers to focus on their core while improving both efficiency and effectiveness of learning.

Given the impact of Covid-19 related lockdown on businesses, spends are likely to contract in the near term. However, considering the slowdown, companies are expected to seek reduction of fixed expenses and outsource non-core functions. Training is a potential area for greater penetration of outsourcing, driven by this move. This is visible in increased conversations about outsourcing. As the situation stabilizes, NIIT expects a big shift to outsourcing and is well positioned to benefit from this.

NIIT is ranked among the top 10 global providers of Managed Training Services. Among the top providers, NIIT has the most consistent track record of growth and is focused on the segment. With a strong balance sheet and availability of growth capital, NIIT sees an opportunity to move up the leadership ladder. CLG plans to leverage its capability and experience to accelerate growth through large-sized annuity contracts. To achieve this, the Company plans to continue sustained investments in innovation to create customer delight, in advisory services to drive thought leadership, and in sales & marketing to accelerate growth rates.

The full year impact of the contract with Real Estate Council of Ontario (RECO) and other contracts won in FY20 are expected to help in recovery in the near term. CLG expects to drive operational improvement through product mix change in favor of higher margin services and through productivity improvement in delivery operations. A shift to Virtual Instructor Led Training (VILT) is favorable for the overall margins of the business due to savings in premise-related and travel costs.

CLG will continue to explore inorganic opportunities to add new capabilities. The Company has been working with bankers to build a pipeline of potential acquisition targets in identified areas and is actively engaged in the evaluation of such companies. The identified areas include companies with expertise in Augmented Reality/Virtual Reality as well as Transformation Services in focus verticals. NIIT is building a global platform for large comprehensive deals.

Skills & Careers: The IT and BFSI markets continue to offer a significant growth opportunity for NIIT; and with new products, business models, and strengthened leadership team, NIIT is well positioned and remains a leading player in the country for graduates seeking to improve employability for jobs in these industries. NIIT will continue to increase focus on deep skilling as compared to entry level skills. The Company expects StackRoute and TPaaS offerings to remain the key drivers of growth for the business.

Covid-19 has created a significant discontinuity in the way education is and will be delivered. NIIT considers this as an opportunity to accelerate the transformation of its Career Education Business and take leadership in delivering deep skills using the NIIT Digital Platform. This includes Student Acquisition, Academic Delivery, Student Services, Alumni Engagement, Industry Engagement and Placement. In FY21, NIIT plans to continue investing in resources to achieve this transformation, including investments in ramping up the digital learner acquisition and in marketing automation tools.

NIIT has been the able to scale up online learning delivery seamlessly for its existing customers as well as new customers. All direct enrollments for the Skills & Careers business are exclusively for NIIT Digital since April, 2020.

The Company shall honour all commitments made to existing learners who had enrolled in the NIIT centers prior to the lockdown and ensure completion of delivery of programs over the next few months.

The learners preferring face-to-face learning shall continue to enroll at centers owned and operated by NIIT Licensees after the lockdown is withdrawn. The learners enrolling at these centers will be able to avail the benefit of existing services provided by the NIIT ecosystem as well as the online resources provided through NIIT Digital to enrich their learning experience. NIIT remains committed to the success of students as well as its delivery partners.

While Covid-19 lockdowns may impact student acquisition volumes and therefore revenues in FY21, NIIT expects to regain growth in the coming years due to the transition to NIIT Digital.

Dividend

Your Directors, on February 19, 2020, declared an interim dividend of Rs. 8 per equity share (face value of Rs. 2 each) for the financial year ended March 31, 2020. The interim dividend was paid to the shareholders whose names were on the register of members as on March 3, 2020, being the record date fixed for this purpose.

Further, your Directors have also recommended a final dividend of Rs. 2 per equity share (face value of Rs. 2 each) for the financial year ended March 31, 2020, for the approval of the Members at the ensuing Annual General Meeting (AGM). The final dividend, if approved, will be paid within 30 days of the AGM.

Transfer to Reserves

The Company has not transferred any sum to the General Reserve for FY20 (excluding, as required, statutorily for the purpose of buyback), and it has utilized reserves and retained earnings for the purpose of buyback of equity shares in accordance with statutory provisions.

Material Changes and Commitments, If Any, Affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company during FY20, other than those explained herein.

There has been no change in the nature of the business of the Company.

Share Capital

During the year under review, there has been no change in the Authorized Share Capital of the Company.

ESOP

During the year, the Company has allotted 960,509 equity shares to the eligible employees on the exercise of stock options granted under the NIIT Employee Stock Option Plan 2005.

Buyback

Pursuant to the approval of the Board of Directors on August 10, 2019, and the approval of shareholders through postal ballot on October 3, 2019, your Company made the maiden share buyback of 26,800,000 fully paid-up equity shares of face value of Rs. 2 each (equity shares), representing 15.998% of the issued and paid-up equity share capital of the Company as on June 30, 2019, on a proportionate basis, from the eligible shareholders holding equity shares as on October 18, 2019 (the "record date"). The buyback was by way of tender offer through stock exchange mechanism in accordance with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, the Companies Act, 2013 and rules made thereunder. The Company bought shares in buyback for cash at a price of Rs. 125 per equity share for an aggregate amount of Rs. 3,350 million (excluding fees, taxes, and expenses incurred in this regard). The buyback process was completed on December 23, 2019, by the extinguishment of shares bought back and by reducing the issued and paid-up capital of the Company in compliance with applicable laws and regulations.

Subsidiaries, Joint Ventures and Associate Companies

The list of Subsidiaries, Joint Ventures, and Associates of the Company, including the change (if any) during the year, is provided in Note no. 31 of the standalone financial statement of the Company.

During the year under review:

a) The Company had executed a Share Purchase Agreement (SPA) on April 6, 2019, with Hulst B.V. (Purchaser) and NIIT Technologies Limited (NTL) for the sale of its entire shareholding, comprising 14,493,480 equity shares of Rs. 10 each in the equity share capital of NTL, to Purchaser at Rs. 1,394 per equity share, for an aggregate consideration of Rs. 20,204 million as per the terms and conditions stated in the SPA. The Company on May 17, 2019, transferred its entire shareholding in NTL to the Purchaser in accordance with the terms and conditions of the SPA in an Off-Market Trade and received the full consideration of Rs. 20,204 million against the transfer of the said shareholding. Thereafter, NTL ceased to be an associate of the Company.

   The Company also ceased to be the Promoter or a part of the Promoter Group of NTL, after completion of procedural formalities by NTL under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

b) The Company had entered into a Share Purchase Agreement on August 10, 2019, with Genpact Consulting (Singapore) Pte Ltd, the joint venture partner (Genpact), and NIIT Institute of Process Excellence Limited, the joint venture/subsidiary company (NIPE), to acquire the entire equity shareholding held by Genpact, comprising 5,500,000 equity shares of Rs. 10 each, constituting 25% of the aggregate issued and paid-up share capital of NIPE for an aggregate consideration of Rs. 55 million. The equity shares were transferred in the name of the Company on October 16, 2019, and NIPE became a wholly owned subsidiary of the Company.

c) Subsequently, to simplify operations, rationalize low return and capital intensive businesses and conserve the management and administrative resources, the following steps were taken:

   - The Company accepted the transfer of business, contractual obligations, and all assets (excluding cash) & liabilities by NIPE to service NIPE customers and grow the business.
   - NIIT Yuva Jyoti Limited (NYJL) had not been pursuing new skill contracts due to low returns and decided to discontinue its operations as part of rationalization. The Company also accepted the transfer of contractual obligations (including placement, collection, and closure responsibility) and all assets & liabilities by NYJL for the completion of continuing commitments.

   Further, the Company approved the proposal of voluntary liquidation of NIPE and NYJL on February 19, 2020, as the shareholder of NYJL and NIPE, in accordance with the applicable laws.

d) As part of steps for simplification and capacity rationalization, the wholly owned stepdown subsidiaries in China, namely, Zhangjiagang NIIT Information Services Limited has been closed down and Chengmai NIIT Information Technology Company Limited and Chongqing NIIT Education Consulting Limited are under the process of closing.

BOARD'S REPORT (Contd.)

e) In order to sharpen focus on two larger businesses of Corporate Learning and Skills & Careers, the Board of Directors have approved the divestment of its Schools Learning business to a strategic or financial partner by way of sale of shareholding of the Company in MLSL, or in any other appropriate manner.

Pursuant to the provisions of Section 129 (3) of the Act, a statement containing the salient features of each of the Company's subsidiaries, associates and joint venture companies are provided in the prescribed Form AOC-1, annexed herewith as **"Annexure A"** forming part of this Report.

Consolidated Financial Statement

Pursuant to Section 129 of the Act and Regulation 34 of the Listing Regulations, the Consolidated Financial Statements of the Company are attached herewith, as prepared in accordance with the provisions of the Act.

Pursuant to the provisions of Section 136 of the Act, the audited financial statements of the Company (standalone and consolidated) along with the relevant documents and the audited accounts of each of its subsidiaries are available on the website of the Company, i.e., http://www.niit.com/india/training/investors/Pages/financial-performance.Aspx. The same shall also be available for inspection by members upon request.

Directors

As per the provisions of Section 152 of the Act, Mr. Vijay Kumar Thadani (DIN: 00042527) retires by rotation at the forthcoming AGM of the Company, who being eligible, offers himself for reappointment. The relevant details are provided in the Notice to the 37th AGM.

The Board, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on May 25, 2019, appointed Mr. Ashish Kashyap as an additional independent director, not being liable to retire by rotation, for a term of 3 consecutive years, commencing from June 1, 2019 to May 31, 2022, which was also approved by the Members of the Company by passing an ordinary resolution at their 36th AGM held on August 13, 2019.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Act and Listing Regulations.

Further, in the opinion of the Board and on the basis of declaration of independence provided by Mr. Anand Sudarshan, Ms. Geeta Mathur, Mr. Ravinder Singh, and Mr. Ashish Kashyap, the Independent Directors fulfill the conditions specified in the Act and Rules made thereunder, read with the applicable regulations of Listing Regulations, for their appointment as Independent Directors of the Company and are independent of the management.

All Independent Directors have registered themselves with the Indian Institute of Corporate Affairs for the inclusion of their name in the data bank of independent directors, pursuant to the provision of Rule 6 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014. Further, they have confirmed that they shall comply with other requirements, as applicable under the said rule.

Key Managerial Personnel

As on March 31, 2020, the following officials were the "Key Managerial Personnel" of the Company in terms of provisions of the Act:

- Mr. Vijay K Thadani – Vice Chairman & Managing Director
- Mr. P Rajendran – Joint Managing Director
- Mr. Sapnesh Kumar Lalla – Chief Executive Officer
- Mr. Amit Roy – Chief Financial Officer
- Mr. Deepak Bansal – Company Secretary

After the close of FY20, the Board had appointed Mr. Sanjay Mal as Chief Financial Officer of the Company w.e.f. June 5, 2020, in place of Mr. Amit Roy, as part of succession planning.

Meetings of the Board

During the year, nine (9) Board Meetings were convened and held. The intervening gap between the two meetings was within the period prescribed under the Act and Listing Regulations. For further details, please refer to the Corporate Governance Report, forming part of this Report.

Board Evaluation

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the Annual Performance Evaluation for itself, the Directors individually (including the Chairman of the Board), as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee.

A structured evaluation form was administered after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as the adequacy of the composition of the Board and its Committees, its effectiveness, ethics and compliances, the evaluation of the Company's performance, and internal control and audits.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as the level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgment, safeguarding the interest of the Company and its minority shareholders, providing expert advice to the Board, the Board Skills matrix, and contributing in deliberations while approving related party transactions.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Act, the Directors of your Company hereby state and confirm that:

a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures;

b) the Directors have 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 FY20 and of the profit of the Company for that period;

c) the Directors have taken proper and sufficient care 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 Directors have prepared the Annual Accounts on the going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

Secretarial Standards

The Directors state that the applicable mandatory Secretarial Standards, i.e., SS – 1: Secretarial Standard on Meetings of the Board of Directors and SS – 2: Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, have been followed by the Company.

Statutory Auditors

S. R. Batliboi & Associates LLP, Chartered Accountants, Gurugram (FRN 101049W/ E300004), were appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years, at the AGM held on September 22, 2017. The requirement for the annual ratification of the auditors' appointment at the AGM has been omitted pursuant to the Companies (Amendment) Act, 2017, notified on May 7, 2018. The Statutory Auditors have confirmed that they are eligible and qualified to continue as Statutory Auditors of the Company.

Statutory Auditors' Report

The notes on Financial Statement (Standalone and Consolidated) referred to in the Auditors' Report are self-explanatory and do not require any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed PI & Associates, Company Secretaries, as Secretarial Auditors to conduct secretarial audit of the Company for FY20. The Secretarial Audit Report for FY20 is annexed herewith as **"Annexure B"**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Accounts and Cost Auditors

The cost accounts and records are made and maintained by the Company, as required in accordance with the provisions of Section 148 of the Act.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board appointed Ramanath Iyer and Co., Cost Accountants, as the Cost Auditors of the Company, for conducting the audit of cost records of products/services of the Company for FY20. The ratification of remuneration payable to the Cost Auditors is being sought from the members of the Company at the ensuing AGM.

Reporting of Frauds by Auditors

During the year under review, Statutory Auditors, Secretarial Auditors and Cost Auditors did not report any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act. Hence, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, as prescribed under Regulation 34(2)(e) read with Para B of Schedule V of the Listing Regulations, is given as a separate section and forms a part of this Report.

Corporate Governance Report

Your Company continues to adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI) and is committed to the highest standard of Corporate Governance.

Your Company has complied with all the mandatory requirements relating to Corporate Governance in the Listing Regulations. The Corporate Governance Report as per the requirement of Listing Regulations is given as a separate section and forms a part of this Report. The Certificate from the Secretarial Auditors confirming the compliance with the conditions of the Corporate Governance stipulated in Para E of Schedule V of Listing Regulations is also annexed to the Corporate Governance Report.

Corporate Social Responsibility (CSR)

Pursuant to the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a Corporate Social Responsibility (CSR) Committee. The details of the Committee are mentioned in the Corporate Governance

BOARD'S REPORT (Contd.)

Report, forming part of this Report. The CSR Policy of the Company is available on the website of the Company.

The Report on the CSR activities is given in **"Annexure C"** forming part of this Report, approved by the CSR Committee on June 3, 2020.

Related Party Transactions

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a Related Party Transactions Policy for identifying, reviewing and approving transactions between the Company and the Related Parties, in compliance with the applicable provisions of the Listing Regulations, the Act and the Rules thereunder.

All related party transactions entered into by the Company during the year were in the ordinary course of business and on an arm's length basis. There was no material related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties, which may have a potential conflict with the interest of the Company at large. All Related Party Transactions were approved by the Audit Committee and were also placed in the Board meetings as a good Corporate Governance practice.

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 Act. 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 the prescribed Form No. AOC 2 in **"Annexure D"**, forming part of this Report.

Internal Financial Controls

A detailed note on the Internal Financial Controls system and its adequacy is given in the Management Discussion and Analysis Report, forming part of this Report. The Company has designed and implemented a process-driven framework for internal financial controls within the meaning of explanation to section 134(5)(e) of the Act. For FY20, the Board is of the opinion that the Company has sound Internal Financial controls commensurate with the nature and size of its business operations, wherein controls are in place and operating effectively.

Statutory Committees

The details of the Committees of the Board, viz., the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, and the Stakeholders' Relationship Committee constituted in compliance with the provisions of the Act and Listing Regulations are provided in the Corporate Governance Report, forming part of this Report.

On the basis of market capitalization as on March 31, 2020, the Company falls in the top 500 listed entities and the Board of Directors constituted the Risk Management Committee on June 4, 2020, in accordance with the provisions of Regulation 21(5) of Listing Regulations.

The Company's existing mechanism of risk management is detailed in the Management Discussion and Analysis report.

Statutory Policies/Codes

In compliance with the various provisions of the Act and Listing Regulations, the Company has the following policies/ codes:

- Policy on Determination of Material Subsidiaries
- Policy on Determination of Materiality for Disclosure
- Policy on Related Party Transactions
- Nomination and Remuneration Policy
- Code of Conduct to Regulate, Monitor and Trading by Designated Persons
- Code of Practices and Procedures for Fair Disclosure of UPSI
- Policy for Procedure of Inquiry in Case of Leak of UPSI
- Archival Policy
- Whistle Blower Policy
- Code of Conduct
- Corporate Social Responsibility Policy
- Dividend Distribution Policy

The Company has a policy on "Prevention of Sexual Harassment of Women at Workplace" and matters connected therewith or incidental thereto, covering all the aspects as contained under "The Sexual Harassment of Women at Workplace (Prohibition, Prevention, and Redressal) Act, 2013." The detail of the Internal Complaint Committee (ICC) is provided in the Corporate Governance Report, forming part of this Report.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination Remuneration Committee, adopted the Nomination and Remuneration Policy, as stated in the Corporate Governance Report.

Vigil Mechanism

Pursuant to the provisions of Sections 177(9) & (10) of the Act and Regulation 22 of Listing Regulations, the Company has established a vigil mechanism for directors and employees to report genuine concerns, as stated in the Corporate Governance Report.

Dividend Distribution Policy

On the basis of market capitalization as on March 31, 2020, the Company falls in the top 500 listed entities and the Board of Directors approved the Dividend Distribution

Policy on June 4, 2020, in accordance with the provisions of Regulation 43A of Listing Regulations.

The Policy is enclosed as **"Annexure E"** of this Report and is also available on the website of the Company at https://www.niit.com/authoring/Documents/New-Disclosures/Dividend%20Distribution%20Policy.pdf

Business Responsibility Report

The Listing Regulations as amended w.e.f. December 26, 2019, has mandated Business Responsibility Statement (BRR) as part of the Annual Report for the top 1,000 listed companies based on market capitalization. As per amended Regulation 34 of the Listing Regulations, a separate section on Business Responsibility Reporting forms a part of this Annual Report.

Information Relating to Conservation of Energy, Technology Absorption, Research and Development, Exports, Foreign Exchange Earnings and Outgo:

a) Conservation of energy

Although the operations of the Company are not energy-intensive, the management has been highly conscious of the criticality of conservation of energy at all the operational levels and efforts are being made in this direction on a continuous basis. Adequate measures have been taken to reduce energy consumption, whenever possible, by using energy efficient equipment. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3) of the Act read with the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence not provided.

b) Technology absorption

Your Company believes that in addition to a progressive thought, it is imperative to invest in research and development to ascertain future exposure and prepare for challenges. In its endeavour to obtain and deliver the best, your Company has entered into alliances/tie-ups with major global players in the Information Technology industry to harness and tap the latest and best technology in its field, upgrade itself in line with the latest technology in the world, and deploy/absorb technology wherever feasible, relevant, and appropriate. The key areas where technology has made an impact are marketing and customer acquisition, digital online learning delivery, and mobile app-based learning and engagement.

c) Research and development

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us measure up to future challenges and opportunities. We invest in and encourage continuous innovation. Capability was developed to create digital point solutions. Digital point solutions are assembled quickly to help deliver impactful solutions to customers. With this model, the speed of delivery has improved significantly.

During the year under review, the expenditure on research and development is not significant in relation to the nature and size of the operations of your Company.

d) Foreign exchange earnings and outgo:

(i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

The Company exports customized learning content to its overseas clients to meet their varying learning needs. The Company develops content in a range of subjects for widely varied audience. The Company will continue to strengthen its presence in the USA, Europe, China, Africa, South East Asia, etc., with a view to increase exports.

(ii) Total foreign exchange earned and used:

The foreign exchange earned in terms of actual inflows and the foreign exchange outgo in terms of actual outflows, during the year are as follows:

(Rs. Million)

Particulars	FY 2019–20	FY 2018–19
Foreign Exchange Earnings	2,553.93	2,075.50
Foreign Exchange Outflow	374.68	352.44

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statement.

Annual Return

The Annual Return as required under Section 134 (3) read with 92(3) of the Act is attached herewith as **"Annexure F"**.

The same is available on the website of the Company and can be accessed at https://www.niit.com/india/training/investors/Pages/investor-information.aspx

General

Your Directors state that no disclosure or reporting is required in respect of the following matters, as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise
- Issue of shares (including sweat equity shares) to the

employees of the Company under any scheme, except Employees' Stock Options Plan referred to in this Report

- Any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees
- Payment of remuneration or commission to Managing Director/Joint Managing Director from any subsidiary
- Significant or material orders passed by the Regulators or Courts or Tribunals, which impact the going concern status of the Company and its operations in future

Public Deposits

In terms of the provisions of Sections 73 to 76 of the Act read with the relevant rules made thereunder, your Company has not accepted any deposit from the public.

Particulars of Employees

The statement containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), is given in "**Annexure G**", forming part of this Report.

Human Resources

NIITians are the key resource for your Company. Your Company continued to have a favorable work environment that encourages innovation and meritocracy at all levels. A detailed note on human resources is given in the Management Discussion and Analysis Report. Employee relations remained cordial at all the locations of the Company.

Employee Stock Options

The Company established Employee Stock Option Scheme 2005 (ESOP 2005) with the objective of attracting and motivating employees by rewarding performance and retaining the best talent. The aim is to develop a sense of ownership among the employees within the organization and to align your Company's stock option scheme with the best practice in the industry. The Nomination and Remuneration Committee has granted 420,000 Employee Stock Options (Grant #24) at Rs. 99 per option/ share in July 2019 to the eligible employees under ESOP 2005.

The grant-wise details of the Employee Stock Option Scheme are partially provided in the Notes to Accounts of the Financial Statement in the Annual Report and a comprehensive note on the same forms part of the Board Report, which is available on the Company's website at www.niit.com or may be obtained from the Company. The same shall also be available for inspection by members upon request.

Acknowledgement

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. The Directors would like to take this opportunity to place on record their appreciation for the committed services and contributions made by the employees of the Company during the year at all levels. In addition, the Directors thank the Governments of other countries where the Company has its operations. The Directors also acknowledge and appreciate the support and confidence of the Company's shareholders and remain committed to enabling the Company to achieve its growth objectives in the coming years.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: June 04, 2020

Form No. AOC-1

ANNEXURE-A

Statement containing the salient features of the financial statements of subsidiaries

[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]

Subsidiaries

(Amount in Rs. Millions except % of shareholding)

S. No.	Name of the Subsidiary Company	Currency *	Exchange Rate	Year ended	Share Capital	Reserves [Refer Note 2 below]	Total Assets	Total Liabilities	Turnover [Refer Note 3 below]	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit/ (loss) after Taxation	Dividend Proposed / Paid	% of Share holding
1	Mindchampion Learning Systems Limited	INR	1 INR = 1 INR	March 31, 2020	690.64	(968.85)	296.86	575.06	245.48	(247.70)	18.69	(266.39)	-	100
2	NIIT Institute of Finance Banking and Insurance Training Limited	INR	1 INR = 1 INR	March 31, 2020	101.13	28.13	145.33	16.06	111.43	29.78	8.37	21.41	40.45	80.72
3	NIIT (USA) Inc., USA	USD	1 USD = 75.3675 INR	March 31, 2020	530.71	390.10	2,509.22	1,588.43	3,454.56	(77.75)	6.82	(84.57)	-	100
4	PT NIIT Indonesia, Indonesia	IDR	1 IDR = 0.0046 INR	March 31, 2020	7.56	(7.56)	-	-	-	-	-	-	-	100
5	NIIT Malaysia Sdn Bhd, Malaysia	MYR	1 MYR = 17.4701 INR	March 31, 2020	71.10	43.33	130.87	16.45	48.46	11.06	1.11	9.95	-	100
6	NIIT GC Limited, Mauritius	USD	1 USD = 75.3675 INR	March 31, 2020	118.70	(101.35)	32.59	15.25	-	(2.56)	-	(2.56)	-	100
7	NIIT China (Shanghai) Limited, Shanghai	CNY	1 CNY = 10.6453 INR	March 31, 2020	30.59	86.44	394.89	277.85	473.73	119.31	17.61	101.70	-	100
8	NIIT Limited, U.K.	GBP	1 GBP = 93.8689 INR	March 31, 2020	12.65	31.74	1,156.71	1,112.32	1,261.98	0.55	3.47	(2.92)	-	100
9	NIIT Institute of Process Excellence Limited	INR	1 INR = 1 INR	March 31, 2020	220.00	5.22	227.86	2.64	47.43	10.72	13.84	(3.12)	22.00	100
10	Chongqing NIIT Education Consulting Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	5.39	(0.24)	5.16	-	-	(0.63)	-	(0.63)	-	60
11	NIIT Yuva Jyoti Limited	INR	1 INR = 1 INR	March 31, 2020	600.00	(599.61)	1.40	1.00	51.39	15.24	-	15.24	-	100
12	NIIT West Africa Limited	NGN	1 NGN = 0.1934 INR	March 31, 2020	3.32	(4.91)	1.53	3.12	3.66	(15.49)	-	(15.49)	-	100
13	Chongqing An Dao Education Consulting Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	4.38	(3.40)	81.82	80.83	99.08	(20.73)	(2.45)	(18.28)	-	65
14	Zhangjiagang NIIT Information Services Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	4.31	(4.31)	-	-	-	(0.48)	-	(0.48)	-	60
15	Chengmai NIIT Information Technology Company Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	4.39	(4.34)	0.05	-	-	(1.52)	-	(1.52)	-	100
16	NIIT (Ireland) Limited	EURO	1 EURO = 83.0821 INR	March 31, 2020	10.97	(26.96)	482.83	498.81	724.74	(36.65)	(0.50)	(36.16)	-	100
17	Guizhou NIIT Information Technology Consulting Company, Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	30.80	14.64	46.13	0.69	37.29	13.08	(0.06)	13.14	-	100

Form No. AOC-1 (Contd...)

ANNEXURE-A

Statement containing the salient features of the financial statements of subsidiaries

S. No.	Name of the Subsidiary Company	Currency *	Exchange Rate	Year ended	Share Capital	Reserves [Refer Note 2 below]	Total Assets	Total Liabilities	Turnover [Refer Note 3 below]	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit/ (loss) after Taxation	Dividend Proposed / Paid	% of Share holding
18	NIIT Learning Solutions (Canada) Limited	CAD	1 CAD = 53.3855 INR	March 31, 2020	157.90	(60.21)	921.82	824.13	373.94	20.17	-	20.17	-	100
19	NIIT (Guizhou) Education Technology Company, Limited	CNY	1 CNY = 10.6453 INR	March 31, 2020	8.07	25.84	157.90	124.00	110.71	(84.54)	(20.30)	(64.23)	-	100
20	Ningxia NIIT Education Technology Company Ltd	CNY	1 CNY = 10.6453 INR	March 31, 2020	-	0.23	2.67	2.44	21.99	2.06	(0.78)	2.84	-	100
21	Eagle International Institute Inc. USA	USD	1 USD = 75.3675 INR	March 31, 2020	10.87	(95.08)	237.78	321.97	583.85	(101.47)	(3.37)	(98.10)	-	100
22	Eagle Training Spain, S.L.U	USD	1 USD = 75.3675 INR	March 31, 2020	0.23	18.14	40.45	22.08	80.51	6.56	1.65	4.91	-	100

* Local currency of the respective entity in which financials are made.

Notes:
1. Amount in foreign currency in the Financial Statements of the subsidiaries mentioned above have been converted in Indian Rupee equivalent as per the generally accepted accounting principles in India.
2. Reserves include Currency Translation Reserve.
3. Turnover does not include Other Income.
4. Refer Note No. 31 of standalone financial statement for detail of subsidiaries acquired/ liquidated/ sold during the year.
5. NIIT Wuxi Service Outsourcing Training School is not appearing in the above list, as MOU was executed to sell on April 1, 2017.
6. Wuxi NIIT Information Technology Consulting Limited, Changzhou NIIT Information Technology Consulting Limited and Su Zhou NIIT Information Technology Consulting Limited are not appearing in the above list, as agreement to sell was executed on March 31, 2018.

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Place: Gurugram
Date: June 4, 2020

ANNEXURE-B

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[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 Limited
(L74899DL1981PLC015865)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NIIT 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, 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 March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and as applicable to the Company, in the manner and subject to the reporting made hereinafter:

Subject to the limitations mentioned, we have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (hereinafter referred to as 'FEMA');

(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, 2018; (Not applicable to the Company during the audit period)

   d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)

   h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018;

   i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) We further report that with respect to the compliance of the below mentioned laws, we have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other specific laws as applicable hereunder:

   a. The Information Technology Act, 2000;

   b. The Consumer Protection Act, 1986

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, if any 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.

Majority decision were carried through and there were no instances where any director expressing any dissenting views.

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 had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

I. The Company had entered into a Share Purchase Agreement ("SPA") with Hulst B.V.("Purchaser") on April 06, 2019 to transfer its entire shareholding in NIIT Technologies Limited ("NTL") for an aggregate consideration of Rs. 20,204 Million which was received on May 17, 2019 in accordance with terms and conditions of agreement and shares were transferred on the same date.

II. The Company had bought back 26,800,000 equity shares at a price of Rs. 125 per equity share, for an aggregate amount of Rs. 3,350 million (excluding taxes, expenses and fees) through the tender offer route through stock exchange mechanism on a proportionate basis, from the eligible shareholders as on the record date. The buyback process was completed on December 23, 2019 by extinguishment of shares bought back.

III. The Company had acquired 55,00,000 equity shares, constituting 25% of the aggregate issued and paid-up share capital of NIIT Institute of Process Excellence Limited ("NIPE" / 'the joint venture company') from Genpact Consulting (Singapore) Pte Ltd ('Genpact' / 'the joint venture partner') for Rs. 55 million pursuant to the Share Purchase Agreement ('SPA') dated August 10, 2019. NIPE became a wholly owned subsidiary of the Company, post-acquisition of shares.

Limitations

It is to be that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates vide orders dated March 29, 2020, April 15, 2020 and May 01, 2020 for containment of spread of Covid-19, the abovementioned documents, registers, forms, etc. have not been physically verified by us, as being maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company, wherever required but the audit was done subject to limitation of availability of documents.

For PI & Associates,
Company Secretaries

Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109B000283690

Date: 26th May 2020
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure A

To,
The Members,
NIIT Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Compliance Certificate/Management Representation Letter about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109B000283690

Date: 26th May 2020
Place: New Delhi

ANNEXURE-C

Report on Corporate Social Responsibility (CSR) Activities

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

   This CSR policy ("Policy") spells out NIIT's philosophy towards its social responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of NIIT's CSR.

   The CSR Policy is displayed on the website of the Company at https://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf

2. **Composition of the CSR Committee:**
   - Mr. Ravinder Singh
   - Mr. Rajendra S Pawar
   - Mr. Vijay K Thadani
   - Mr. Anand Sudarshan

3. **Average net profit/ loss of the Company for last three Financial Years:** Net Loss of Rs. 194.87 million

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Nil

5. **Details of CSR expenditure for the Financial Year 2019-20:**
   a) Total amount spent for the Financial Year: Nil
   b) Amount unspent, if any: Nil
   c) Manner in which the amount spent during the Financial Year is detailed below:

S. No.	Project/ Activities	Sector	Location	Amount outlay (budget)project Or programs wise (in Rs.)	Amount spent on the projects or programs (in Rs.)	Cumulative expenditure up to the reporting period (in Rs.)	Amount spent Direct or through implementing agency
NA							

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report -** Not applicable

7. **The Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

For CSR Committee

Ravinder Singh
Chairman
DIN: 08398231

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 0042516

Date: June 4, 2020
Place: Gurugram

ANNEXURE-D

FORM NO. AOC - 2

Disclosure of particulars of contracts /arrangements entered into by the Company with related parties (Pursuant to Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Nil							

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

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
Nil					

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 0042516

Date: June 4, 2020
Place: Gurugram

ANNEXURE-E

DIVIDEND DISTRIBUTION POLICY

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), the Board of Directors (the Board) of NIIT Limited (the Company) has approved this Dividend Distribution Policy (the Policy) which provides the guidelines on distribution of dividend to the shareholders from time to time. The Board may deviate from the parameters listed in this Policy under unexpected/ extraordinary circumstances. This Policy shall be applicable to Equity Shares, the only class of shares issued by the Company.

The Board shall determine the dividend after taking into consideration the financial performance of the Company, divestment proceeds, applicable statutory provisions, investment opportunities, competitive and macroeconomic environment, industry trends, advice of executive management, and other parameters described in this Policy. Dividend will normally be declared from the Profit After Tax of the current year's operations of the Company. Dividend may also be declared in any particular financial year by utilizing retained earnings.

The following financial and other internal parameters shall be considered by the Board for dividend :

- Current year profits and future outlook
- Excess cash after providing for
  - Capital allocation plans, including
    - Expected cash requirements of the Company towards working capital, and capital expenditure in content, technology and Infrastructure etc.;
    - Investments required towards execution of the Company's strategy;
    - Funds required for any acquisitions; and
    - Any share buy-back plans.
  - Funds required to service any outstanding loans and other liabilities
  - Sufficient cash balance required for maintaining strong balance sheet, after providing for contingencies and unforeseen events
  - Any other developments that may require material cash investments
- Debt to Equity, and other liquidity ratios
- Any contractual and other covenants

Similarly, the following external parameters would be considered:

- Macro-economic environment affecting the geographies in which the Company and its clients operate
- Significant change in the business or technological environment leading to major investments for business transformation
- Changes in the competitive environment.
- Changes in the Political, tax and regulatory environment relevant to the Company.

The profits earned shall be used for the business purpose mentioned hereinabove to maximize shareholders' value, create cash reserve and distribution to the shareholders.

The Board shall consider dividend alongwith annual financial Results of the Company. The Board may also consider dividend at any other time, at its discretion, based on excess cash in the Company or at any specific event.

This Policy will be reviewed periodically and will be published on the Company's site and in the Annual report.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN : 0042516

Date: June 4, 2020
Place: Gurugram

ANNEXURE-F

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[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	:	L74899DL1981PLC015865
ii)	Registration Date	:	02-12-1981
iii)	Name of the Company	:	NIIT Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the registered office and contact details	:	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110 019 Tel Nos.: +91 11 4167 5000
vi)	Whether listed company	:	Yes
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	:	Alankit Assignments Limited Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110 055 Tel Nos. : +91 11 4254 1960, 4254 1234

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	Sale of Training Services	854	96.29%
2	Sale of courseware and training material	854	3.71%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	% of Shares held[1]	Applicable Section
1.	MindChampion Learning Systems Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U72200DL2001PLC111674	100	2(87)(ii)
2.	NIIT Institute of Finance Banking and Insurance Training Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U80903DL2006PLC149721	80.72	2(87)(ii)
3.	NIIT Institute of Process Excellence Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 (Under Voluntary Liquidation w.e.f. 19.02.2020)	U72300DL2008PLC176254	100	2(87)(ii)
4.	NIIT Yuva Jyoti Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 (Under Voluntary Liquidation w.e.f. 19.02.2020)	U80904DL2011PLC219784	100	2(87)(ii)
5.	NIIT (USA) Inc., USA 40, Technology Parkway South, Suite 300, Gwinnett, Norcross , GA 30092	Foreign Company	100	2(87)(ii)
6.	Eagle International Institute Inc. USA 2165, Brighton Henrietta Town Line Road, Rochester, New York, 14623	Foreign Company	100	2(87)(ii)
7.	Eagle Training Spain, S.L.U Calle Marie Curie 10 Planta Primera, Puerta Izquierda 29590 Campanillas, Parque Tecnológico Málaga	Foreign Company	100	2(87)(ii)
8.	NIIT Limited, UK 100 New Bridge Street London EC4V 6JA	Foreign Company	100	2(87)(ii)
9.	NIIT (Ireland) Ltd., Ireland 6th floor, 2 Grand Canal Square, Dublin 2	Foreign Company	100	2(87)(ii)

ANNEXURE-F (Contd.)

Sl. No.	Name and Address of the Company	CIN/GLN	% of Shares held[1]	Applicable Section
10.	NIIT Learning Solutions (Canada) Ltd 1200, Waterfront Center, 200, Burrard Street, Vancouver, BC V6C 3L6	Foreign Company	100	2(87)(ii)
11.	NIIT Malaysia Sdn Bhd, Malaysia Suite 6.01,6th Floor, Plaza See Hoy Chan, Jalan Raja Chulan,50200, Kuala Lumpur, Malaysia	Foreign Company	100	2(87)(ii)
12.	NIIT GC Limited, Mauritius C/o Ocorian Corporate Services (Mauritius) Limited (formerly ABAX Corporate Services Ltd) 6th Floor, Tower A, 1 Cyber City, Ebène, Republic of Mauritius	Foreign Company	100	2(87)(ii)
13.	NIIT West Africa Limited 29, Ogunlowo Street, Off Obafemi Awolowo Way, Ikeja, Lagos, Nigeria	Foreign Company	100	2(87)(ii)
14.	NIIT China (Shanghai) Limited, Shanghai 22301-660,14 Building, Pudong software Park, House No.498, Guo ShouJin Road, Zhang Jiang Hi-tech Park, Shanghai -201203,PRC	Foreign Company	100	2(87)(ii)
15.	NIIT Wuxi Service Outsourcing Training School 18 zheng Ze Road, Building of Cancer Part, National(Wuxi) Software IT Part, Wuxi City, PRC (MOU was executed to sell on April 1, 2017)	Foreign Company	60	2(87)(ii)
16.	Chongqing NIIT Education Consulting Limited 8th Floor, A Block, SOHO Building, Xi Yong Micro-electrics industrial Park (Under Process of Closing)	Foreign Company	60	2(87)(ii)
17.	Wuxi NIIT Information Technology Consulting Limited 18 Zheng Ze Road, Room 201-8, B Building of Sagittarius Part, National (Wuxi) Software Part. Wuxi City PRC (Agreement to sell entered on March 31, 2018)	Foreign Company	60	2(87)(ii)
18.	Changzhou NIIT Information Technology Consulting Limited 801 Changwu Middle Road, 5 Building of Modern Industry Centre, Changzhou, CSET. Changzhou City, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
19.	Su Zhou NIIT Information Technology Consulting Limited No.78, Keling Rd, High-Tech New District, Suzhou, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
20.	Chongqing An Dao Education Consulting Limited No.2, Floor 5, Block B, Neptune Building, Star street 62, Northern New Area district, Chongqing, PRC	Foreign Company	65	2(87)(ii)
21.	Zhangjiagang NIIT Information Services Limited 3rd Floor, G Block, Sha Zhou Professional Institute of Technology, Zhangjiagang City, Jiangsu Province, PRC (Closed w.e.f. August 12, 2019)	Foreign Company	60	2(87)(ii)
22.	Chengmai NIIT Information Technology Company Limited Hainan Resort Software Community, High-Tech Demonstration Zone of the Old Town, Hainan Province, PRC (Under Process of Closing)	Foreign Company	100	2(87)(ii)
23.	Guizhou NIIT Information Technology Consulting Co. Ltd. Gui'An New Area High End Equipment Manufacturing Industrial Park-(South Park) Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
24.	NIIT (Guizhou) Education Technology Co. Limited Auxiliary Room no B407, Standard Factory Building, Jinyang Science & Technology Industrial Park, Guiyang National Hi-tech, Industrial Development Zone, Guiyang City, Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
25.	Ningxia NIIT Education Technology Co. Ltd No. 490 NiangAn Avenue, Yinchuan IBI, No.1 Building 4th Floor, Yucheng Center Yinchuan City, PRC	Foreign Company	100	2(87)(ii)
26.	PT NIIT Indonesia Indonesia PT. Mercator Services Indonesia, Gedung Wisma Udaya, Jl. Danau Sunter Selatan,Blok IV, No.35, Jakarta Utara 14340 (Under Liquidation)	Foreign Company	100	2(87)(ii)

Note:
1. Representing aggregate % of the shares held by the Company and/or its subsidiaries.
2. The Company, on May 17, 2019 transferred its entire shareholding i.e. 14,493,480 equity shares (23.46%) in the equity share capital of NIIT Technologies Limited ("NTL"). Thereafter, NTL ceased to be an Associate of the Company.

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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year[1]				% Change during the year[1]
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a. Individual/HUF	1,529,166	2,527	1,531,693	0.91	1,476,432	0	1,476,432	1.04	0.13
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e. Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other- Trust	51,282,359	0	51,282,359	30.65	47,111,054	0	47,111,054	33.30	2.65
Sub-Total- A (1)	**52,811,525**	**2,527**	**52,814,052**	**31.56**	**48,587,486**	**0**	**48,587,486**	**34.34**	**2.78**
(2) Foreign									
a. NRI-Individuals	0	14,624	14,624	0.01	17,151	0	17,151	0.01	0.00
b. Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Body Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d. Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total - A (2)	**0**	**14,624**	**14,624**	**0.01**	**17,151**	**0**	**17,151**	**0.01**	**0.00**
Total shareholding of Promoters (A)=A(1)+A(2)	**52,811,525**	**17,151**	**52,828,676**	**31.57**	**48,604,637**	**0**	**48,604,637**	**34.35**	**2.78**
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	21,471,984	0	21,471,984	12.83	17,570,891	0	17,570,891	12.42	-0.41
b. Bank/ FI	1,052,162	0	1,052,162	0.63	314,738	0	314,738	0.22	-0.41
c. Central Govt.	15,000	0	15,000	0.01	15,000	0	15,000	0.01	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0	0.00
f. Insurance Co.	502,627	0	502,627	0.30	632,720	0	632,720	0.45	0.15
g. FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Portfolio Investor	21,810,160	0	21,810,160	13.03	24,417,387	0	24,417,387	17.25	4.22
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
j. Others- Alternate Investment Fund	1,603,900	0	1,603,900	0.96	4,728,381	0	4,728,381	3.34	2.38
Sub-total - B (1)	**46,455,833**	**0**	**46,455,833**	**27.76**	**47,679,117**	**0**	**47,679,117**	**33.69**	**5.93**
2. Non- Institutions									
a. Body Corp. (Indian)	14,189,652	1,402	14,191,054	8.48	7,850,430	1,402	7,851,832	5.55	-2.93
b. Individual									
i. Individual Shareholder holding nominal share capital upto Rs.1 Lakh	25,028,986	421,765	25,450,751	15.21	17,756,433	364,818	18,121,251	12.81	-2.40
ii. Individual Shareholder holding nominal share capital in excess of Rs.1 Lakh`	21,326,656	0	21,326,656	12.74	15,255,788	0	15,255,788	10.78	-1.96
c. Others									
(i) NBFC Regd with RBI	195,094	0	195,094	0.12	7,228	0	7,228	0.00	-0.12
(ii) NRI (Rep)	1,487,762	16,311	1,504,073	0.90	941,795	1,687	943,482	0.67	-0.23
(iii) NRI (Non-Rep)	572,735	0	572,735	0.34	983,383	0	983,383	0.69	0.35
(iv) Foreign National	20,000	0	20,000	0.01	84,455	0	84,455	0.06	0.05
(v) HUF	763,270	0	763,270	0.45	1,086,362	0	1,086,362	0.77	0.32
(vi) Trust	3,263,611	0	3,263,611	1.95	2,112	0	2,112	0.00	-1.95
(vii Clearing Member	431,769	0	431,769	0.26	509,991	0	509,991	0.36	0.10
(viii) Investor Education & Protection Fund	344,370	0	344,370	0.21	378,763	0	378,2763	0.27	0.06
Sub-Total - (B)(2)	**67,623,905**	**439,478**	**68,063,383**	**40.67**	**44,856,740**	**367,907**	**45,224,647**	**31.96**	**-8.71**
Total Public Shareholding (B)=(B) (1)+(B)(2)	**114,079,738**	**439,478**	**114,519,216**	**68.43**	**92,535,857**	**367,907**	**92,903,764**	**65.65**	**-2.78**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**166,891,263**	**456,629**	**167,347,892**	**100.00**	**141,140,494**	**367,907**	**141,508,401**	**100.00**	**0.00**

1. Shareholding & percentage of shareholding during the year and at the year end and percent change during the year are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement.

(ii) Shareholding of Promoters and Promoter Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year[2]			% change in shareholding during the year[2]
		No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Rajendra Singh Pawar[1] & Neeti Pawar	155,000	0.093	0	155,000	0.110	0	0.017
2	Neeti Pawar & Rajendra Singh Pawar	427,326	0.255	0	427,326	0.302	0	0.047
3	Urvashi Pawar	56,250	0.034	0	56,250	0.040	0	0.006
4	Unnati Pawar	56,242	0.034	0	56,242	0.040	0	0.006
5	Udai Pawar	7,500	0.004	0	7,500	0.005	0	0.001
6	R. S. Pawar HUF	2,527	0.002	0	2,527	0.002	0	0.000
7	Vijay Kumar Thadani[1] & Renuka Vijay Thadani	155,000	0.093	0	155,000	0.110	0	0.017
8	Renuka Vijay Thadani & Vijay Kumar Thadani	1,000	0.001	0	1,000	0.001	0	0.000
9	V K Thadani HUF	2,527	0.002	0	2,527	0.002	0	0.000
10	Arvind Thakur [3]	659,242	0.394	0	606,508	0.429	0	0.035
11	Rajendra Singh Pawar as Trustee of Pawar Family Trust [3]	25,366,521	15.158	0	23,280,989	16.452	0	1.294
12	Vijay Kumar Thadani as Trustee of Thadani Family Trust [3]	25,915,838	15.486	0	23,830,065	16.840	0	1.354
13	Veena Uberoi [4]	840	0.000	0	0	0	0	-0.000
14	Veena Uberoi & Vijay Kumar Thadani [4]	14,624	0.009	0	0	0	0	-0.009
15	Rasina Uberoi [4]	0	0.000	0	15,464	0.011	0	0.011
16	Janki Jamwal & Neeti Pawar	652	0.000	0	652	0.000	0	0.0000
17	Janki Jamwal & Keerti Katoch	562	0.000	0	562	0.000	0	0.000
18	Janki Jamwal & Promod Singh Jamwal	562	0.000	0	562	0.000	0	0.000
19	Santosh Dogra	1,687	0.001	0	1,687	0.001	0	0.000
20	Renu Kanwar & Vandana Katoch	2,339	0.001	0	2,339	0.002	0	-0.001
21	Kailash K Singh & Yogesh Singh	750	0.000	0	750	0.000	0	0.000
22	Chablani Vinod & Rubika Vinod Chablani	1,687	0.001	0	1,687	0.001	0	0.000
23	Pace Industries Private Limited	0	0	0	0	0	0	0
24	Global Solutions Private Limited	0	0	0	0	0	0	0
	Total	**52,828,676**	**31.568**	**0**	**48,604,637**	**34.348**	**0**	**2.780**

Note:

1 Rajendra Singh Pawar and Vijay Kumar Thadani are the only promoters of the Company. In joint holding (as second holder), they do not hold beneficial interest and is for the purpose of convenience only.

2 Shareholding & percentage of shareholding during the year and at the year end and percent change during the year are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement.

3 Shares tendered in Buyback of equity shares by the Company.

4 Transmission of equity shares of Late Veena Uberoi, after her demise, in the name of her daughter- Ms. Rasina Uberoi.

ANNEXURE-F (Contd.)

(iii) Change in Shareholding of Promoters and Promoter Group:

	Shareholding at the beginning of the year		increase/decrease in shareholding during the year			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	Date week ending	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
At the beginning of the year	52,828,676	31.568	20-Dec-2019	- 4,224,039	Tendered in Buyback	48,604,637	34.348
At the end of the year	48,604,637	34.348					

Note: Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. Transfer mentioned on 20-Dec-2019 is weekend date and includes buyback of equity shares of the Company.

There are following changes in shareholding of Promoters and Promoter Group during Financial Year 2019-20:

Sr. No.	Name of the Promoter	Shareholding		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 (01-04-2019 to 31-03.-2020)	
		No. of shares at the beginning (01-04-2019)/ end of the year (31-03-2020)	% of total shares of the Company	Date week ending	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
1	Arvind Thakur	659,242	0.394					
				20-Dec-2019	-52,734	Tendered in Buyback	606,508	0.429
		606,508	0.429					
2	Rajendra Singh Pawar as Trustee of Pawar Family Trust	25,366,521	15.158					
				20-Dec-2019	-2,085,532	Tendered in Buyback	23,280,989	16.452
		23,280,989	16.452					
3	Vijay Kumar Thadani as Trustee of Thadani Family Trust	25,915,838	15.486					
				20-Dec-2019	-2,085,773	Tendered in Buyback	23,830,065	16.840
		23,830,065	16.840					
4	Veena Uberoi *	840	0.000					
				27-Dec-2019	-840	Transmission	0	0.000
		0	0.000					
5	Veena Uberoi & Vijay Kumar Thadani *	14,624	0.009					
				27-Dec-2019	-14,624	Transmission	0	0.000
		0	0.000					
6	Rasina Uberoi*	0	0.000					
				27-Dec-2019	15,464	Shares Transmitted	15,464	0.011
		15,464	0.011					

Note: Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. Transfer mentioned on 20-Dec-2019 is weekend date and includes buyback of equity shares of the Company.

* Transmission of equity shares of Late Veena Uberoi, after her demise, in the name of her daughter- Ms. Rasina Uberoi.

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

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
1.	SBI Small CAP Fund * Refer Note 1	Shareholding at the beginning of the Year			-	-
		12-Apr- 2019	4731111	Transfer	4731111	2.83
		19-Apr- 2019	944901	Transfer	5676012	3.39
		26-Apr- 2019	1323988	Transfer	7000000	4.18
		20-Sep-2019	2452213	Transfer	9452213	5.63
		20-Dec-2019	-1557959	Transfer	7894254	5.58
		20-Mar-2020	-39419	Transfer	7854835	5.55
		Shareholding at the end of the Year			7854835	5.55
2.	Reliance Capital Trustee Co. Ltd. – A/C Nippon India Small Cap fund Refer Note 1	Shareholding at the beginning of the Year			8021714	4.79
		26-Apr-2019	352631	Transfer	8374245	5.00
		3-May-2019	207361	Transfer	8581706	5.12
		10-May-2019	311000	Transfer	8892706	5.31
		17-May-2019	815897	Transfer	9708603	5.80
		5-Jul-2019	194901	Transfer	9903504	5.91
		12-Jul-2019	7910	Transfer	9911414	5.92
		20-Dec-2019	-2525598	Transfer	7355816	5.22
		Shareholding at the end of the Year			7355816	5.22
3.	CS Investment Funds 2 - Credit Suisse (LUX) Edutainment Equity Fund * Refer Note 1	Shareholding at the beginning of the Year			-	-
		25-Oct-2019	438011	Transfer	438011	0.26
		1-Nov-2019	949366	Transfer	1387377	0.82
		8-Nov-2019	458139	Transfer	1845516	1.10
		15-Nov-2019	375092	Transfer	2220608	1.32
		22-Nov-2019	348975	Transfer	2569583	1.53
		29-Nov-2019	614000	Transfer	3183583	1.89
		24-Jan-2020	7269	Transfer	3190852	2.25
		31-Jan-2020	264587	Transfer	3455439	2.44
		14-Feb-2020	193472	Transfer	3648911	2.58
		21-Feb-2020	812728	Transfer	4461639	3.15
		28-Feb-2020	538361	Transfer	5000000	3.53
		Shareholding at the end of the Year			5000000	3.53
4.	A K M Systems Private Limited Refer Note 1	Shareholding at the beginning of the Year			4116087	2.46
		12-Apr-2019	528000	Transfer	4644087	2.77
		8-Nov-2019	8547	Transfer	4652634	2.76
		6-Dec-2019	-625725	Transfer	4026909	2.39
		20-Dec-2019	61385	Transfer	4088294	2.89
		27-Dec-2019	554906	Transfer	4643200	3.28
		17-Jan-2020	41679	Transfer	4684879	3.31
		24-Jan-2020	24218	Transfer	4709097	3.33
		Shareholding at the end of the Year			4709097	3.33
5.	Marathon Edge India Fund I* Refer Note 1	Shareholding at the beginning of the Year			-	-
		31-Jan-2020	1	Transfer	1	0.00
		6-Mar-2020	834000	Transfer	834001	0.59
		13-Mar-2020	1214714	Transfer	2048715	1.45
		20-Mar-2020	371871	Transfer	2420586	1.71
		27-Mar-2020	1218169	Transfer	3638755	2.57
		31-Mar-2020	93841	Transfer	3732596	2.64
		Shareholding at the end of the Year			3732596	2.64
6.	Ashish Kacholia * Refer Note 1	Shareholding at the beginning of the Year			4768186	2.85
		10-May-2019	19203	Transfer	4787389	2.86
		17-May-2019	20603	Transfer	4807992	2.87
		20-Dec-2019	-1225157	Transfer	3582835	2.53
		Shareholding at the end of the Year			3582835	2.53

ANNEXURE-F (Contd.)

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
7.	1729 Capital *	Shareholding at the beginning of the Year			2163200	1.29
	Refer Note 1	10-May-2019	65000	Transfer	2228200	1.33
		24-May-2019	675000	Transfer	2903200	1.73
		9-Aug-2019	256500	Transfer	3159700	1.89
		16-Aug-2019	52000	Transfer	3211700	1.92
		20-Sep-2019	40000	Transfer	3251700	1.94
		18-Oct-2019	380000	Transfer	3631700	2.16
		13-Dec-2019	23000	Transfer	3654700	2.17
		20-Dec-2019	-141418	Transfer	3513282	2.48
		24-Jan-2020	-191486	Transfer	3321796	2.35
		7-Feb-2020	41000	Transfer	3362796	2.38
		21-Feb-2020	13500	Transfer	3376296	2.39
		6-Mar-2020	-167000	Transfer	3209296	2.27
		27-Mar-2020	111000	Transfer	3320296	2.35
		31-Mar-2020	-64038	Transfer	3256258	2.30
		Shareholding at the end of the Year			3256258	2.30
8.	Suresh Kumar Agarwal	Shareholding at the beginning of the Year			4177837	2.50
	Refer Note 1	20-Dec-2019	-1064583	Transfer	3113254	2.20
		Shareholding at the end of the Year			3113254	2.20
9.	Polunin Emerging Markets Small CAP Fund LLC	Shareholding at the beginning of the Year			2462899	1.47
	Refer Note 1	5-Apr-2019	37900	Transfer	2500799	1.49
		Shareholding at the end of the Year			2500799	1.49
10.	Lizard International Master Fund LP*	Shareholding at the beginning of the Year			-	-
	Refer Note 1	12-Apr-2019	1000000	Transfer	1000000	0.60
		19-Apr-2019	430376	Transfer	1430376	0.85
		7-Jun-2019	87964	Transfer	1518340	0.91
		14-Jun-2019	229680	Transfer	1748020	1.04
		21-Jun-2019	311428	Transfer	2059448	1.23
		28-Jun-2019	62050	Transfer	2121498	1.27
		19-Jul-2019	13189	Transfer	2134687	1.27
		26-Jul-2019	192452	Transfer	2327139	1.39
		23-Aug-2019	329831	Transfer	2656970	1.58
		11-Oct-2019	-110299	Transfer	2546671	1.51
		18-Oct-2019	-151146	Transfer	2395525	1.42
		20-Dec-2019	-610420	Transfer	1785105	1.26
		Shareholding at the end of the Year			1785105	1.26
11.	GAM Multistock Emerging Markets Equity #	Shareholding at the beginning of the Year			2900000	1.73
	Refer Note 1	19-Apr-2019	-768704	Transfer	2131296	1.73
		26-Apr-2019	-191296	Transfer	1940000	1.16
		20-Dec-2019	-294875	Transfer	1645125	1.16
		24-Jan-2020	34875	Transfer	1680000	1.19
		7-Feb-2020	40000	Transfer	1720000	1.22
		28-Feb-2020	140000	Transfer	1860000	1.31
		13-Mar-2020	-91875	Transfer	1768125	1.25
		20-Mar-2020	-368125	Transfer	1400000	0.99
		Shareholding at the end of the Year			1400000	0.99

ANNEXURE-F (Contd.)

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
12.	Abu Dhabi Investment Authority- Behave# Refer Note 1	Shareholding at the beginning of the Year			4574161	2.73
		4-Oct-2019	-74425	Transfer	4499736	2.67
		11-Oct-2019	-442981	Transfer	4056755	2.41
		18-Oct-2019	-1408408	Transfer	2648347	1.57
		20-Dec-2019	-2048347	Transfer	600000	0.42
		27-Dec-2019	-282137	Transfer	317863	0.22
		31-Dec-2019	-382	Transfer	317481	0.22
		3-Jan-2020	-13933	Transfer	303548	0.21
		10-Jan-2020	-303548	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
13.	Vistra ITCL India Limited # Refer Note 1	Shareholding at the beginning of the Year			3245499	1.94
		20-Sept-2019	-3245499	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
14.	Government Pension Fund Global # Refer Note 1	Shareholding at the beginning of the Year			2573844	1.54
		5-Apr-2019	-310694	Transfer	2263150	1.35
		12-Apr-2019	-470919	Transfer	1792231	1.07
		19-Apr-2019	-75319	Transfer	1716912	1.03
		20-Dec-2019	-320260	Transfer	1396652	0.99
		24-Jan-2020	-45768	Transfer	1350884	0.95
		31-Jan-2020	-84056	Transfer	1266828	0.90
		7-Feb-2020	-106661	Transfer	1160167	0.82
		28-Feb-2020	-521081	Transfer	639086	0.45
		6-Mar-2020	-297290	Transfer	341796	0.24
		13-Mar-2020	-341796	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
15.	UTI - Hybrid Equity Fund# Refer Note 1	Shareholding at the beginning of the Year			2440903	1.46
		12-Apr-2020	-45650	Transfer	2395253	1.43
		17-May-2019	-100000	Transfer	2295253	1.37
		24-May-2019	-100000	Transfer	2195253	1.31
		31-May-2019	-200000	Transfer	1995253	1.19
		5-Jul-2019	-200000	Transfer	1795253	1.07
		12-Jul-2019	-185919	Transfer	1609334	0.96
		2-Aug-2019	-160000	Transfer	1449334	0.86
		9-Aug-2019	-143221	Transfer	1306113	0.78
		16-Aug-2019	-1004589	Transfer	301524	0.18
		23-Aug-2019	-301524	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00

Note 1 : The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/ provided however weekend basis data/date is being provided. This includes Increase / Decrease in Shareholding during the year, reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity/buyback etc).

Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. Transfer mentioned on 20-Dec-2019 is week end date and includes buyback of equity shares of the Company.

* Not in the list of Top 10 shareholders as on 01-04-2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2020.

\# The same is appearing here since the shareholder was one of the Top 10 shareholder as on 01-04-2019, but ceased to be in the list of Top 10 shareholders as on 31-03-2020.

ANNEXURE-F (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Directors and KMP	Shareholding		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 (01-04-2019 to 31-03.-2020)	
		No. of shares at the beginning (01-04-2019)/ end of the year (31-03-2020)	% 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 S Pawar	155,000	0.09	-	-	-		
							155,000	0.11
		155,000	0.11					
2	Mr. Vijay K Thadani	155,000	0.09	-	-	-		
							155,000	0.11
		155,000	0.11					
3	Mr. P Rajendran#	457,537	0.27					
				20-Dec-2019	-68,398	Tendered in Buyback	389,139	0.27
		389,139	0.27					
4	Mr. Ravinder Singh	800	0.00					
				20-Dec-2019	-187	Tendered in Buyback	613	0.00
		613	0.00					
5	Mr. Anand Sudarshan	-	-	-	-	-	-	-
6	Mr. Geeta Mathur	-	-	-	-	-	-	-
7	Mr. Ashish Kashyap	-	-	-	-	-	-	-
8	Mr. Sapnesh Kumar Lalla#	181,550	0.11					
				07-Jun-2019	6000	ESOP	187,550	0.11
				04-Oct-2019	65,200	ESOP	252,750	0.15
				20-Dec-2019	-51,521	Tendered in Buyback	201,229	0.14
		201,229	0.14					
9	Mr. Amit Roy	1000	0.00					
							1000	0.00
		1000	0.00					
10	Mr. Deepak Bansal#	-	-	-	-	-	-	-

Does not include ESOP grants provided by the Company from time to time

* The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. This includes Increase / Decrease in Shareholding during the year, reasons for increase / decrease (e.g. allotment / transfer / bonus / ESOP/buyback etc).

Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. Transfer mentioned on 20-Dec-2019 is week end date and includes buyback of equity shares of the Company.

VI. INDEBTEDNESS:

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

(Rs. Mn)

	Secured Loans excluding deposits*	Unsecured Loans**	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
(i) Principal Amount	1,395.36	742.62	-	2,137.98
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	1.87	9.52	-	11.39
Total(i+ii+iii)	**1,397.23**	**752.14**	**-**	**2,149.37**
Change in Indebtedness during the Financial Year				
-Addition	18.29	-	-	18.29
-Reduction	(1,196.36)	(721.24)	-	(1,917.60)
Net Change	**(1,178.07)**	**(721.24)**	**-**	**(1,899.31)**
Indebtedness at the end of the Financial Year				
(i) Principal Amount	218.52	30.90	-	249.42
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	0.64	-	-	0.64
Total(i+ii+iii)	**219.16**	**30.90**	**-**	**250.06**

*Includes amounts disclosed under Note 12 (iv) current maturities of Secured long-term debt to the Financial Statements forming part of Reports and Accounts.

** Includes amounts disclosed under Note 12 (i) - Deferred payment liabilities and Note 12 (iv) current maturities of unsecured long-term debt to the Financial Statements forming part of Reports and Accounts.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in Rs.

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		Mr. Vijay K Thadani (Vice Chairman & Managing Director)	Mr. P Rajendran (Joint Managing Director)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,087,778	12,884,010	30,971,788
	(b) Value of perquisites under section 17(2) of Income-tax Act, 1961	89,777	39,600	129,377
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify…	-	-	-
5	Others, please specify (Provident Fund, Pension, Superannuation, Gratuity, Mediclaim & GTLI Premium)	5,379,474	3,401,744	8,781,218
6	Performance Linked Bonus/One time Special Incentive	-	30,000,000*	30,000,000
	Total (A)	**23,557,029**	**46,325,354**	**69,882,383**

Note: - Performance linked bonus for FY 2019-20 not to be paid which they were entitled otherwise, considering Covid-19 Pandemic.

- Ceiling as per the Act is Rs. 98.05 Million.

ANNEXURE-F (Contd.)

B. Remuneration to other directors: Amount in Rs.

Sr. No.	Particulars of Remuneration	Name of the Directors				Total
1.	**Independent Directors**	Mr. Anand Sudarshan	Ms. Geeta Mathur	Mr. Ravinder Singh	Mr. Ashish Kashyap*	
	- Fee for attending board/ committee meetings	1,820,000	1,400,000	1,400,000	400,000	5,020,000
	- Commission	2,500,000	2,500,000	750,000	750,000	6,500,000
	-Others, please specify	-	-	-	-	-
	Total (1)	**43,20,000**	**39,00,000**	**21,50,000**	**11,50,000**	**11,520,000**
2	**Other Non-Executive Directors**	**Mr. Rajendra S Pawar**				
	- Fee for attending board/committee meetings	1,100,000				1,100.000
	- Commission	-				-
	-Others, please specify **	8,577,979				8,577,979
	Total (2)	**9,677,979**				**9,677,979**
	Total (B)=(1+2)					**21,197,979**
	Total Managerial Remuneration (A+B)					**91,080,362**

* Appointed as Independent Director of the Company w.e.f. June 01, 2019.
**Remuneration, as approved by the members of the Company in 36th Annual General Meeting.
Note: - Overall ceiling on managerial remuneration as per the Act is Rs. 107.86 Million.
- Commission to the Directors is within the approved limit of 1% as per the Act.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD Amount in Rs.

Sr. No.	Particulars of Remuneration	Chief Executive Officer	Chief Financial Officer	Company Secretary	Total
		Mr. Sapnesh Kumar Lalla	Mr. Amit Roy	Mr. Deepak Bansal	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	8,852,916	7,550,928**	4,262,102**	20,665,946
	b) Value of perquisites u/s 17 (2) Income Tax Act, 1961	1,339,507	39,600	39,600	1,418,707
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option*	3,972,616			3,972,616
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify (Provident Fund, Pension, Superannuation, Gratuity, Mediclaim & GTLI Premium)	777,141	193,320	197,919	1,168,380
	Total	**14,942,180**	**7,783,848**	**4,499,621**	**27,225,649**

*Perquisite value of ESOP exercised during the year
** Includes one-time special incentive

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any give details
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in default					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: June 4, 2020

ANNEXURE-G

A. Statement containing the name and other particulars of employees

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

i. The percentage increase in remuneration of each Director and Key Managerial Personnel (KMPs) during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 are as under:

(a) Remuneration to Executive Directors

Sl. No.	Name	Remuneration (Amount in Rs. Mn)*	% increase in Remuneration@	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Vijay K Thadani Vice-Chairman & Managing Director	23.56	1.58%	40.28
2.	Mr. P Rajendran Joint Managing Director	16.32#	-7.05%	27.92

*Includes salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund, Mediclaim, GTLI premium and provision for gratuity and provision for leave encashment. The remuneration is within limits of Section 197 read with Schedule V of the Company Act, 2013, as approved by shareholders at 35th annual general meeting held on September 28, 2018. Performance linked bonus for FY 2019-20 not to be paid which they were entitled otherwise, considering covid-19 pandemic; Remuneration break-up is provided in Corporate Governance Report and Extract of Annual Return (MGT-9 : Annexure F) forming part of Board Report;

@ This is not comparable since remuneration in previous year was paid as per approval of shareholders pursuant to provision of the Section 197 and Schedule V of the Companies Act 2013 owing to inadequacy of profits in financial year 2018-19.

excludes one-time special incentive.

(b) Remuneration to Non-executive Directors

The Non-executive Directors of the Company are paid sitting fee for attending Board/Committee during the financial year and commission as per the statutory provisions and within the limits approved by the members. Remuneration was paid to Mr. R S Pawar, Non-executive Chairman w.e.f. June 1, 2019 in accordance with the approval of shareholder at the annual general meeting held on August 13, 2019. Remuneration break-up is also provided in Corporate Governance Report and Extract of Annual Return (MGT-9 : Annexure F) forming part of Board Report. The ratio of remuneration and percentage increase is not comparable.

(c) Remuneration of other Key Managerial Personnel

Sl. No.	Name	Remuneration @ (Amount in Rs. Mn)	% Increase in Remuneration
1.	Mr. Sapnesh Kumar Lalla, Chief Executive Officer	14.80*	9.26
2.	Mr. Amit Roy, Chief Financial Officer	5.28#	-
3.	Mr. Deepak Bansal, Company Secretary	3.04#	6.11

@ This amount does not include provision for gratuity

* includes perquisite value of ESOP exercised during the financial year.

excludes one-time special incentive.

ii. In the Financial Year 2019-20, there was an increase of 1.11% in the median remuneration of employees;

iii. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 8.46%;

iv. There were 1786 regular employees on the rolls of Company as on March 31, 2020;

v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: June 4, 2020

B. Statement containing the name and other particulars of employees
[Pursuant to 197 (12) of the Companies Act, 2013 read with rule 5 (2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(a) Name of the top ten employees (in alphabetical order) in terms of the remuneration drawn, including name of employees employed throughout the financial year 2019-20, who were in receipt of remuneration not less than Rs. 10,200,000/- per annum

S. No	Name	Age (Years)	Qualification(s)	Experience (Years)	Designation	Nature of Duties	Gross Remuneration	Date of Joining	Previous Employment	Previous Employment Designation
1	Anurag Gupta	51	BE, MBA	28	Head - India Operations CEB	Head - India Operations, CEB	7,819,004	25-Sep-17	Ice Creative Excellence P Ltd	Chief Mentor and Whole Time Director
2	Arjun Shankar Krishnan [7]	50	MA, MMS	29	Head Strategic & Talent Development Initiatives & Key Project	Head Strategic & Talent Development Initiatives & Key Project	9,060,875	8-Jul-91	First Employment	First Employment
3	Bimaljeet Singh Bhasin	44	B.Com, MBA	21	President - Skills & Career India	Business Head - Skills & Career India	13,406,539	3-Dec-18	Manipal Education Services	Vice President & Head-Enterprise Business
4	Jaydip Gupta [6,7]	49	B.Com, CA	24	Head Audit & Assurance	Head - Internal Audit	7,842,290	5-Jan-15	Labvantage Solution Pvt. Ltd.	Global Finance Controller
5	Kapil Saurabh [6]	40	BE, MBA	18	Vice President	Investor Relations and M&A Leader	8,145,237	14-May-07	TCS Ltd	Associate Consultant
6	P Rajendran [6]	67	B Tech.	46	Joint Managing Director	Whole time Director	46,325,354	1-Sep-82	Keltron Limited	Resident Manager
7	Sanjeev Bansal [6,7]	46	B.Com, CA	21	Senior Vice President	Financial Controller	9,150,640	16-Jan-12	Great Eastern Energy Corp Ltd	VP (Accounts & Finance)
8	Sapnesh Kumar Lalla [7]	54	BE	32	Chief Executive Officer	Chief Executive Officer	14,796,359	1-Aug-17	Godrej Soaps Ltd	Systems Analyst
9	Udai Singh [7]	52	BE, ME	31	President-Product & Alliances LSC & Strategic Initiatives	Head - Product & Alliances LSC & Strategic Initiatives	19,880,399	26-Jun-90	NIIT Online Learning Limited	Branch Manager
10	Vijay Kumar Thadani	69	B Tech	48	Vice Chairman & Managing Director	Whole time Director	23,557,029	2-Dec-81	Keltron Limited	Branch Manager

(b) Name of Employees, employed for part of the financial year 2019-20, who were in receipt of remuneration not less than Rs. 850,000/- per month.

S. No.	Name	Age (Years)	Qualification(s)	Experience (Years)	Designation	Nature of Duties	Gross Remuneration (Rs.)	Date of Joining	Previous Employment	Previous Employment Designation
1	Sanjay Mal *, [7]	57	B. Com, AMP - The Wharton School	36	Executive Vice President	Head - Strategic Finance	5,508,447	8-Jan-03	A Arora & Associates	Senior Associate

* Rejoined on February 1, 2020 after a long leave.

NOTES:

(1) The gross remuneration shown above comprises salary, allowances, performance incentives , monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund, as applicable

(2) For the Wholetime Directors, the figures as per the Managerial Remuneration has been taken and also includes provisions for gratuity and leave encashment (if any).

(3) None of the above employees are related to any Director of the Company.

(4) None of the employees holds 2% or more of the paid-up equity share capital of the Company, in his or her name.
There was no employee, employed through out the financial year or part thereof, who was in receipt of remuneration during the year which, in the aggregate, or as the case may be at a rate, in the aggregate, is in excess of that drawn by the Managing Director or Wholetime Director and holds by himself or along with his/ her spouse and dependent children, not less than 2% of the equity shares of the Company. "

(5) The nature of Employment in all above cases is contractual.

(6) The amount includes one time special incentive paid during the year.

(7) Remuneration also includes perquisite value of ESOP exercised during the year.

For and on behalf of the Board

Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: June 4, 2020

MANAGEMENT DISCUSSION AND ANALYSIS

Company Overview

NIIT is a leading Global Talent Development Corporation that is engaged in building skilled human capital and in enhancing workforce talent worldwide. The Company, which was set up in 1981 to help the nascent IT industry overcome its human resource challenges, today ranks among the world's leading training companies. With a footprint in over 30 nations, NIIT offers training and development solutions to enterprises and individuals.

NIIT addresses these customer categories through its two business groups — Corporate Learning Group (CLG) and Skills & Careers Group (SNC).

Table 1: NIIT Business Group

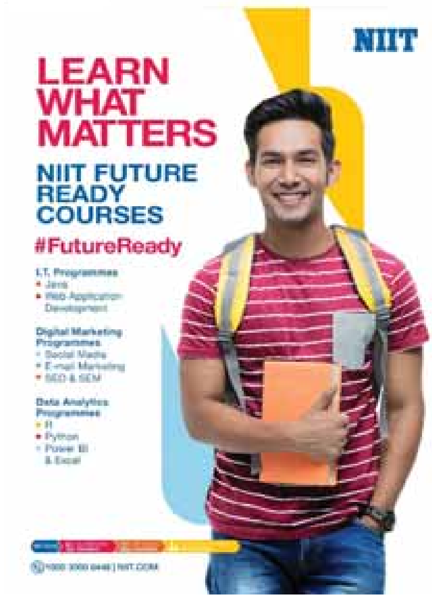
	Corporate Learning Group (CLG)	Skills & Careers Group (SNC)
FY20 Revenue	Rs. 6,913 Mn	Rs. 1,979 Mn
Contribution to Consolidated Revenue	78%	22%
Value Proposition	Productivity	Employability
Focus Geography	North America, Europe, Oceania	India, China, Africa
Offerings	• Managed Training Services • L&D Transformation Services • Application Rollout Training • Consulting & Advisory	• Deep Skilling in IT, BFSI, and Others Service Sector Skills • Talent Pipeline as a Service • Professional Life Skills

- **Corporate Learning:** NIIT's Corporate Learning Group (CLG) offers Managed Training Services (MTS) and Learning & Development (L&D) transformation services to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of Managed Training Services includes Custom Curriculum Design and Content Development, Learning Administration, Learning Delivery, Strategic Sourcing, Learning Technology and Advisory Services. L&D transformation services include AR/VR, curriculum transformation, and portfolio optimization. With a team of some of the world's finest learning professionals, NIIT is dedicated to helping customers run training like a business by improving the efficiency and effectiveness of their L&D organizations.

- **Skills & Careers:** NIIT's Skills & Careers group (SNC) delivers a diverse range of learning and talent development programs to individuals and corporate learners in established and growth areas. These include Technology, Banking & Finance, Digital Marketing, Data Sciences & Analytics, Professional Life Skills, Business Process Excellence, and Multi-sectoral Vocational Skills. The Company provides these programs in India, China, and select growth economies. The programs are delivered through virtual instructor-led mode on the online platform training.com and in face-to-face instructor led mode in over 200 learning centers. NIIT has incubated StackRoute, as a digital transformation partner for corporates to build multi-skilled full stack developers at scale. As online learning become mainstream, NIIT's robust Digital Platform connects the corporate and individual learners seamlessly.

Mind Champion Learning Systems Limited (MLSL): MLSL is NIIT wholly owned subsidiary. The company addresses the K-12 schools market in India and comprises NIIT's Schools Learning Group (SLG). SLG business has now been classified as an 'Asset Held for Sale'.

SLG provides technology-based learning to schools across India, reaching out to more than a million students annually. The state-of-the-art NIIT nGuru range of learning solutions for schools comprises digital content for Interactive Classrooms, technology-driven Math Lab™, IT Wizard programs, Quick School – an Education Resource Planning software – and Practice Plus – an assessments solution. NIIT's solutions can be accessed by stakeholders in the school as well as outside the school through the Integrated Learning Platform (ILP). The focus here is on improving the effectiveness of school education and the academic performance of students.



MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Environment and State of the Industry

The Global GDP growth for CY19 fell to 2.9% (as compared to 3.6% in CY18), driven by increasing protectionism, increased social unrest, and trade barriers. While growth was expected to recover in 2020, driven by trade deals, lower risk of no-deal Brexit, and recovery in manufacturing against the backdrop of broad-based shift toward accommodative economic policy (in January 2020 IMF forecasted 3.3% growth for the year 2020), the Global GDP is likely to contract due to disruption caused by the Covid-19 pandemic.

The spread of the new Coronavirus has caused an unprecedented health and economic crisis across the world. The severity of the economic disruption can be gauged from the fact that an increase in unemployment claims from mid-March to April 30, 2020 in USA added up to over 30 million. In comparison, the number of jobs lost in the 2008 Global Financial Crisis (GFC) was 8.7 million. Also, this completely reverses the number of new jobs created since the GFC, which stood at 22.4 million (Source: Bureau of Labor Statistics, USA). At end of April 2020, the US unemployment rate was 14.7%, which is the highest ever in the history of the series. This is a sharp reversal from record low unemployment levels prevailing in the US job market. In February 2020, US unemployment rate was 3.5%, which was the lowest since 1969.

The necessary protection measures and requirement of social distancing are expected to fundamentally alter the operations and prospects of several industries. While some sectors are impacted in the near term due to various restrictions, demand in sectors such as Hospitality, Restaurants, Cinemas, Aviation, Oil & Gas, etc. is expected to be depressed for a considerably longer period. There are other businesses, majority of whom are digital, which are thriving during the lockdown and benefitting from the shift in consumer behavior. Businesses are expected to accelerate their digital transformation not only to ensure continuity, but also to take advantage of this trend.

Corporate training had been witnessing increasing trend of spending as well as an incremental shift to outsourcing to specialist training companies over the last few years. Training spends are likely to be under pressure in the near term, as organizations focus on business continuity. However, given the increased complexity, demand for rapid digitalization, and cost pressures, the trend of outsourcing is expected to pick up as companies adjust to the new normal.

India's economy also slowed down in FY20 from 6.1% in FY19. A sharp tightening of credit markets driven by new challenges in NBFCs has contributed to consumption slowdown by the private sector. The Reserve Bank of India (RBI) now expects India's GDP to contract in FY21 with some recovery in the second half of the financial year. However, the sharp volatility prevented the RBI from giving out a forecast for the year.

Broad-based impact of Covid-19 is likely to impact hiring across sectors. Even in the IT/ITES industry, which had witnessed robust hiring across companies over the last couple of years as demand recovered due to the increasing share of digital services offered by Indian companies, hiring is likely to decline sharply. While most of the large IT Services companies have reaffirmed commitment to honor job offers at various campuses, joining dates would be significantly delayed. Weak hiring and delayed joining dates for existing offers are likely to impact student sentiment.

The Government of India has announced a series of lockdowns starting with a 21-day lockdown beginning March 24. Various other states have announced additional lockdown measures including curfew in various parts of the country. Covid-19 restrictions have impacted physical education centre -driven learning enrollments in the training industry as facilities have remained shut and classes have moved to online across learner segments. While governments have started to relax rules and allowed offices and manufacturing facilities to open with new safety protocols, in-person classes are likely to remain impacted for a significant part of the year. Even as the situation normalizes, face-to-face training volumes are expected to see a decline due to preference for social distancing and greater adoption of online programs.

Divestment of holding in NIIT Technologies

The Company signed definitive agreements to sell its entire holding in NIIT Technologies Limited to Baring Private Equity Asia through its affiliate Hulst B.V. on April 6, 2019. The transaction was closed on May 17, 2019 after approvals from the respective antitrust authorities in India, USA, and Germany and meeting other customary closing conditions. NIIT received gross proceeds (Transaction Proceeds) of Rs. 20,204 million in cash on the closing date.

The transaction was a result of rigorous process run by a global investment banking team. The Company had received expressions of interest from a healthy mix of strategic and financial investors. The final transaction price of Rs. 1,394 per share of NIIT Technologies was at a premium of about 15% to the previous six-month average price (Rs. 1,216.7), about 20% premium to the price six months earlier (Rs. 1,162.75, Close Price on Oct 5, 2018), and about 54% premium over the price one year back (Rs. 903.50, Close Price on April 6, 2018) from the date of execution of the definitive agreements.

Utilization of Transaction Proceeds:

Transaction Proceeds	Rs. 20,204 million
LESS: Transaction-Related Costs	Rs. 365 million
LESS: Transaction Tax	Rs. 1,512 million
LESS: Debt Repayment	Rs. 1,777 million (paid Rs. 1,577 million till March 31, 2020, balance to be paid by April 2021)
LESS: Prudent Reserve for Indemnity	Rs. 2,222 million (11% of Transaction Proceeds)
Net Cash Available from the Transaction	Rs. 14,328 million

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

The Net Cash Available from the Transaction (after providing for transaction-related costs, taxes, debt repayment, as well as prudent reserves for any contingent liabilities related to the transaction) gives NIIT an opportunity to not only reward shareholders but also to provide the Company with strong balance sheet and ample liquidity for building new capabilities and expanding reach to help the Company move up to global leadership in the education and training market.

NIIT continues to evaluate all options for judicious use of this liquidity. This includes evaluating various organic and inorganic investment opportunities, rationalization of existing products and services with low profitability and growth potential to create bandwidth for growth, liquidity required on balance sheet to de-risk operations especially given the disruption caused by Covid-19, as well as efficient ways to reward the shareholders further.

Rewarding Shareholders

During the year, the Company stepped up its actions to reward the shareholders. In FY20, NIIT paid a total of Rs. 13 per share as dividend, including Rs. 5 per share (250% of Face Value of Rs 2 per share) as final dividend for FY19 and Rs. 8 per share (400% of Face Value) as interim dividend out of the cash proceeds of the divestment. Also, NIIT completed a share buyback of approximately 15.99% of equity at a price of Rs. 125 per share in December 2019.Thus by way of the two dividends and the buyback completed during the year, NIIT has utilized Rs. 6,495 million for rewarding the shareholders. This represents 45.3% out of Rs. 14,328 million of Net Cash Available from the Transaction.

Cash Utilization for Rewarding Shareholders

Dividends Paid during FY20 (including tax)	Rs. 2,365 million
Buyback (including tax)	Rs. 4,130 million
Total for Rewarding Shareholders	Rs. 6,495 million

In addition, the Board of Directors of the Company has recommended a dividend of Rs. 2 per share for FY20. This would bring the total dividend out of divestment proceeds to Rs. 15 per share.

Rationalization Initiatives: Creating Space for Growth

NIIT took various steps during the year to simplify business operations, and exit low-margin and low-return products and services to release bandwidth for growth. These measures include:

- Discontinued operations in a wholly-owned subsidiary, NIIT Yuva Jyoti Limited (NYJL). NYJL was engaged in the business of entry level skilling for various industries. However, the business was dependent on government schemes for students. The business was not-profitable and lacked scale. NIIT has exited this business during the year and filed for voluntary liquidation of the company.
- Transfer of business from NIIT Institute of Process Excellence (NIPE) to NIIT Limited. NIPE was engaged in the business of providing training to the BPM industry. Given the small size, where most of the business came from a single customer, NIIT purchased the equity held by its JV partner (25% from Genpact) and transferred the business to NIIT Limited. The restructuring does not impact the business but simplifies operations and reduces overheads related to managing a separate entity.
- In China, one subsidiary was closed and two subsidiaries are under closure as part of steps for simplification and capacity rationalization.

In addition, the following actions have been initiated:

a) **Exit from the Schools business**

NIIT had transferred its schools business (Schools Learning Group – which provides content and services to schools) into a 100% subsidiary, MindChampion Learning Systems Limited (MLSL) in 2015, with the purpose of creating flexibility for attracting risk capital for the growth of its private schools business while managing a planned exit from government schools business. In subsequent years, MLSL achieved growth in its offerings to the private schools, creating a unique platform with over 1,300 private schools as customers with an asset-light and IP-driven model, while completing the execution of remaining contracts in government schools.

Regulatory ambiguity during the last couple of years had caused uncertainty for private school customers, which resulted in a decline of volume in FY19 at MLSL. The last government schools contract was completed in FY19. While MLSL was expecting to recover growth in FY20, lockdowns in March led to deferral of order intake and missed revenue. While the current environment has created an opportunity for K-12 focused Edtech players for using technology to aid and complement formal school education, addressing this opportunity would require aggressive investments and attention from management. Given the low contribution of the business in schools to NIIT's revenue, the Company believes that divesting the current schools business to an investor focused on K-12 market and allowing NIIT to sharpen its focus on the larger two businesses of Corporate Learning and Skills & Careers, would be prudent and beneficial for all the stakeholders.

b) **Accelerate digital transformation of NIIT's B2C business**

NIIT has always been at the forefront of utilizing technology to improve effectiveness and efficiency in the delivery of education and training to its learners. NIIT has been actively investing in its online learning platform

(NIIT Digital) over the last few years. As a result, NIIT had been able to seamlessly offer continuation of learning services to its existing learners, who had enrolled at the Education Centres for classroom based courses, despite mandated lockdowns, as response to Covid-19.

Covid-19 restrictions have compressed the adoption cycle for Digital businesses across industries. This shift is here to stay. NIIT has established credentials for delivering strong outcomes in online learning across segments. The disruption provides an opportunity for NIIT to accelerate Digital Transformation of its Skills & Careers business and take leadership in delivering deep skills using the NIIT Digital Platform.

NIIT has decided to accelerate this transformation by moving the business from company-operated education centers to a fully digital business on NIIT Digital. This includes learner acquisition, academic delivery, learner services, alumni engagement, industry engagement and placement.

The students who prefer face-to-face learning can continue to enroll at Business Partner-owned centers after these centers are allowed to open. Students enrolling at these centers would also continue to benefit from access to existing services and new online resources provided by NIIT to enrich their learning experience.

Investing for Growth

The strong balance sheet and liquidity position gives NIIT an opportunity to invest in accelerating growth of the Corporate Learning Business given the large opportunity ahead, as well as addressing the opportunity created by digital disruption in SNC business. NIIT is actively seeking to invest in both organic and inorganic initiatives for adding new capabilities relevant for our customers and deeper penetration in select customer segments/geographies.

The company started to accelerate investments in identified organic growth areas, with investments to accelerate MTS in CLG and StackRoute and TPaaS initiatives in SNC. This includes:

a) Expanding sales team for CLG and setting up a dedicated sales team for larger deals, including onboarding of senior salesperson with track record and experience in winning large outsourcing deals

b) Setting up Digital Reality (AR/VR) practice

c) Strengthening India leadership for StackRoute and TPaaS with the onboarding of senior talent in business development and in technology

During the year, the company also engaged with bankers in US, Europe, and India for active search and building a pipeline for inorganic opportunities. NIIT is actively engaged in the process, which includes the evaluation of business and cultural fit, and overlap of expectations on valuation. While the current environment has caused disruption in businesses in the short term, the Company is looking to invest in businesses that are thriving or can emerge stronger once the situation normalizes.

Company Performance

The consolidated financials for FY20 are provided in Table 2.

Table 2: Profit & Loss Statement

(in Rs. Million)	FY20	FY19	YoY
Net Revenues	8,892	8,653	3%
Operating Expenses	8,040	7,716	4%
EBITDA	**852**	**938**	**(9)%**
EBITDA%	**9.6%**	**10.8%**	**(126) bps**
Depreciation & Amortization	598	329	82%
EBIT	**254**	**609**	**(58)%**
Net Interest Cost	194	219	(25) mn
Other Expenses/(Income)	(1,158)	(36)	1,122 mn
Forex Loss/(Income)	1	103	(101) mn
Exceptional Expenses/(Income)	(12,917)	4	(12,921) mn
Profit before Tax	**14,133**	**319**	**4,329%**
Tax (Operational)	1,466	72	1,393 mn
Operational Profit after Tax	**12,667**	**247**	**12,421 mn**
Profit/(Loss) from Asset Held for Sale/Discontinued Operations*	(305)	(122)	(184) mn
Share of Associate/Non-controlling Interest	3	939	(936) mn
Tax on Associate Profit	(910)	199	(1,109) mn
Profit after Tax Attributable to Equity Holders	**13,275**	**864**	**1,436%**
Basic EPS (Rs.)	**82.9**	5.2	1,501%
Operational PAT%	**142.5%**	2.8%	13,961 bps
PAT%	**149.3%**	10.0%	13,930 bps

*Refer Note 44 of the Consolidated Financial Statement for the impact of reclassification of MLSL and NYJL.

Net Revenue in FY20 was Rs. 8,892 million, up 3% YoY. Growth was impacted by mandatory lockdowns and social distancing requirements related to Covid-19 in Q4 FY20. Revenue from CLG grew 9% YoY. The growth had been accelerating during the year for CLG and despite the impact of Covid-19 in March, Revenue grew 10% YoY in Q4 FY20. The business contributed 78% to NIIT's revenue in FY20, as compared to 73% in FY19. The impact of Covid-19 restrictions on SNC business was more severe. Revenue in SNC business was down 15% YoY driven by a 41% YoY decline in revenue in Q4 FY20. This also includes the impact of steps taken for portfolio rationalization during the year. Revenue contribution from SNC declined from 27% in FY19 to 22% in FY20.

NIIT's schools business has now been categorized as Asset held for Sale and net impact of the business (Revenues Less Expenses) has been shown separately, below the operating results.

The System Wide Revenue for FY20 was Rs. 12,357 million up 2% YoY. This represents gross revenue, including the share of fee of Business Partners as well as customer training

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

spends, which are pass-through and excluded from Net Revenue under IND-AS.

The Operating Profit (EBITDA) was Rs. 852 million versus Rs. 938 million in FY19. EBITDA declined 9% YoY. The EBITDA margin decreased 126 basis points as compared to FY19. The reduction was primarily driven by lower EBITDA margin in Q4 due to the impact of coronavirus on revenue. EBITDA for Q4 FY20 was Rs. 31 million as compared to Rs. 189 million in Q4 FY19. The EBTIDA margin was 9.6% in FY20 versus 10.8% in FY19.

The Company recorded a PAT of Rs. 13,275 million as compared to Rs. 864 million last year, leading to an EPS of 82.9 in FY20 versus an EPS of 5.2 in FY19. This includes one-time impact of the divestment of the Company's investment in NIIT Technologies during the year.

A detailed discussion of NIIT's business and performance is given in the subsequent paragraphs.

NIIT Business Highlights

- In CLG, the Company signed 14 new global customers in FY20 for its Managed Training Services offering including 5 in Q4 FY20, despite the impact of Coronavirus. The increase is driven by the trend of larger outsourcing among Fortune 1000 companies. In addition, the Company expanded seven MTS contracts and renewed two contracts during the year. NIIT ended FY20 with 54 MTS customers (versus 46 last year) and a Revenue Visibility of USD 263 million (as compared to USD 245 million last year), up 8% YoY.
- In SNC, NIIT continued to drive the use of technology in learning to increase reach and improve efficiency. The business witnessed a sharp impact of Covid-19 related restrictions in China from January and in India and other geographies in March. Despite the decline, StackRoute and TPaaS remain strong growth pillars for NIIT with strong customer value proposition and proven learning outcomes. Revenue from these key initiatives grew 17% for the year and contributed 40% to SNC revenue.

Covid-19 Impact:

The spread of the new coronavirus has caused an unprecedented health and economic crisis across the world. Starting in Q4 FY20, governments globally have implemented some form of lockdown, and placed various restrictions for businesses. These restrictions and requirement of social distancing have impacted businesses worldwide.

These impacted NIIT's businesses across various geographies as well:

- The company had to suspend the operations of education centers in China from the third week of January.
- Similarly in India, education center operations were severely restricted from early March and were suspended in the last two weeks of the month.
- The enterprise business across US, Europe, and India saw significant deferrals of planned in-person instructor-led training events starting early March.
- Demand side impact for some categories of customers, such as IT Services and BFSI in India due to massive slowdown in hiring, also affected the results.

Covid-19 is expected to cause a global economic slowdown during FY21 with partial recovery probably in the second half of the financial year. This is likely to impact the business volume in near term. However, recessionary pressures are likely to increase the propensity to outsource by clients in the medium term. Also, Covid-19 restrictions have compressed the adoption cycle for Digital products and services across industries including Digital Learning. While learning delivery has moved to online in the near term, it is likely to gain higher prominence even post Covid-19.

NIIT's Response and Decisive Strategic Actions

NIIT responded to the crisis with agility and has taken decisive strategic actions:

- Canceled "Confluence," which is our flagship, annual customer conference as well as Annual Day events to ensure safety of our customers and employees.
- Enabled 100% of our workforce to shift to work-from-home protocol globally, ahead of lockdowns in respective countries.
- Prioritized support for customers in ensuring the continuity of operations as well as rapid transformation to meet the changing customer requirements.
- Transitioned to digital delivery of learning on NIIT Digital platform, and ramped up digital customer acquisition.
- Teams worked with focus and determination to launch new innovative offerings for existing customers as well as aggressively approach new customer segments with emerging requirements due to the crisis.
- The Company took strong steps for cash conservation, which is visible in strong collections and improvement in DSO.
- The Company took steps for cost rationalization across its businesses. These actions initiated during Q4 FY20 are expected to help in the reduction of expenses during FY21.
- The Company also took strong and decisive measures for portfolio and cost rationalization. These include (a) acceleration of Digital Transformation of NIIT and (b) the decision to divest the Schools Business.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Figure 1: NIIT's Response to Covid-19

Corporate Learning Group

NIIT's Corporate Learning Group provides Managed Training Services to Global Multinational Companies, headquartered in North America and Europe.

Global spending on corporate training is estimated to be USD 300 billion per annum. Companies spend over 1% of their revenue on an average for employee training. This is over a thousand dollars per employee each year. This represents a large market opportunity. Over 75% of the spending goes toward in-house L&D staff responsible for proprietary training (balance is on buying off the shelf or standardized training from third parties), so that employees can do their job or customers can adopt their products. This includes areas such as training on proprietary products, processes, and systems of respective companies.

All this training needs to be created, maintained, updated frequently for changes, and delivered to employees or customers. Companies employ armies of L&D staff to do this, leading to heavy cost. Training is not their core competency and therefore the quality is not great. While training demand fluctuates the cost is largely fixed.

CLG plays in this space. NIIT can do this work significantly faster, better, and more efficiently compared to internal training organizations. In addition, NIIT brings unique capabilities that internal training organizations do not have and is inefficient for them to invest for captive use.

Currently, less than 20% of the Fortune 1000 companies outsource training in any substantial way. There is substantial headroom to increase the outsourcing of training from current levels within the companies that outsource, as well as to increase the number of companies that outsource.

The market for managed training services is expected to grow substantially as companies focus on core business, and training specialist companies demonstrate reliability and improvement in both efficiency and effectiveness of learning.

Companies increasingly see Learning and Development (L&D) as one of the keys to driving business success. Therefore, global corporations are not only demanding greater accountability and efficiency on spending from their L&D function but also expecting it to lead to a measurable improvement in employee productivity and business outcomes.

Figure 2: Managed Training Services

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

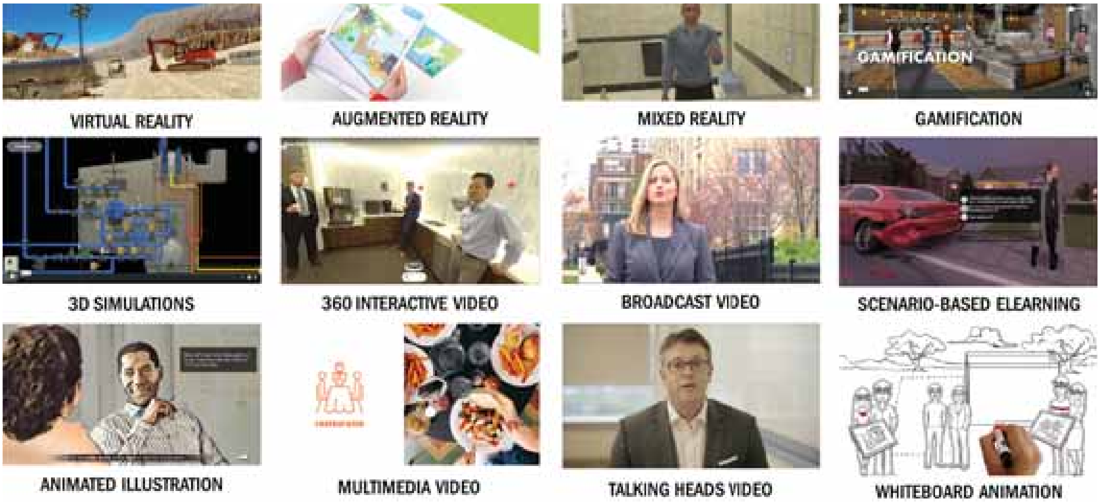


Figure 3: In-House Capabilities

NIIT offers innovative solutions under its Managed Training Services that help clients accelerate the business impact. NIIT's team of learning professionals is helping the world's leading companies transform their training function through training outsourcing services that reduce costs, add a measurable value, and increase the business impact, while allowing customers to redirect resources and energy into core business functions.

Global companies are increasing the use of technology especially around augmented reality (AR) and virtual reality (VR) to drive L&D transformation. NIIT is taking the lead in helping companies in this area.

NIIT provides the following services to its customers:

- Custom Content and Curriculum Design
- Learning Delivery
- Learning Administration
- Strategic Sourcing
- Learning Technology
- Advisory Services
- Application Rollout Training
- L&D Transformation Services

Corporate customers can achieve strong benefits of reduction in cost and fixed head count for training, move to variable model (pay per use) while achieving substantial improvement in learning outcomes (reduced time spent for upskilling, improved productivity, improved business results including increase in sales, etc.).

The strong value proposition, innovation, and excellence in customer service continue to reflect in the large number of industry recognitions and awards. In FY20, NIIT's Corporate Learning Group earned a record 50 industry awards (including awards jointly with customers).

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

NIIT is focused on the following industries/verticals:

- Technology & Telecom
- Energy & Commodities
- Life Sciences
- Banking, Financial Services, and Insurance (BFSI)

The selected verticals represent the highest per employee spending on training with a significant portion of the training spend driven by regulation, making them nondiscretionary.

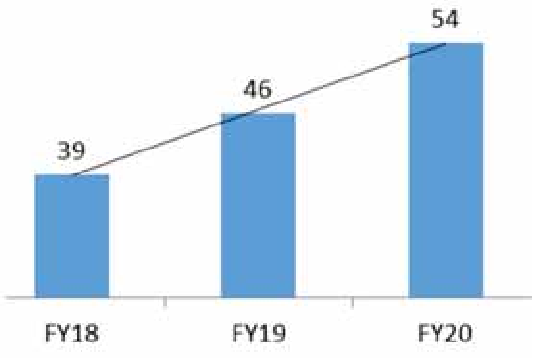


Figure 4: Number of MTS Customers

CLG added 14 new logos in FY20, including five in Q4 FY20 despite the impact of Covid-19. This is the highest ever addition of new MTS customers. NIIT has been investing in building capability for large comprehensive deals, and increasing velocity in contract wins as well as strong renewals are vindication of this strategy.

During FY20, the company set up the Digital Reality practice to strengthen capability in immersive gamification of learning and in immersive AR/VR and Mixed reality. NIIT continues to strengthen talent and leadership in this practice with the recent onboarding of William West and his team of Digital reality professionals from Regatta VR.

The year saw acceleration of new MTS contracts in Life Sciences. Integration of Eagle productivity is helping CLG make further inroads in the segment.

NIIT announced partnership with Josh Bersin Academy (JBA). The partnership strengthens NIIT's L&D Consulting and Advisory practice. Along with JBA, NIIT is helping leading global companies plan for necessary transformation in L&D functions as the world prepares for the new normal post Covid-19.

NIIT started learning delivery for the contract with Real Estate Council of Ontario (RECO) that went live using the NIIT Digital platform. The programs have seen a good start with over a thousand enrollments per month since September 2019. NIIT has invested significant resources in building the courses as digital first programs. This has ensured continued accessibility of the program for aspirants wanting to be part of the real estate industry in the state of Ontario, Canada.

In addition, NIIT successfully transitioned two comprehensive contracts for large customers (including Pitney Bowes) in the office automation space.

The Company also took proactive steps to help customers transition from in-person training to live online learning to ensure business continuity. The Company launched a series of new offerings to help its customers in business continuity and transformation. These include offerings for (a) Digital Assessment services (b) Virtual Selling Skills and (c) Rapid Portfolio Digitalization. CLG won a substantial five-year deal with a US-based EdTech company for Digital Assessment Services in March 2020.

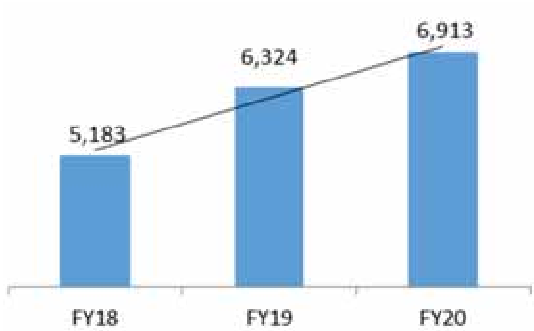


Figure 5: CLG Revenue (Rs. million)

In FY20, Revenue in CLG grew by 9% YoY. The growth was 10% YoY in constant currency terms despite the impact of Covid-19 in Q4 FY20 and impact in the first half of the financial year due to reduced volume of business from three MTS customers that were involved in M&A. Top 10 customers contributed about 62% of the CLG revenue in FY20, similar to last year. The business achieved an EBITDA of Rs. 931 million, up 3% YoY. EBITDA in Q4 FY20 was Rs. 143 million as compared to Rs. 215 million in Q4 FY19. The decline was driven by impact of Covid-19 during the quarter. The EBITDA margin was 13% in FY20.

Table 3: Financials for Corporate Learning Group

Rs. Million	FY20	FY19	YoY
Net Revenues	6,913	6,324	9%
Operating Expenses	5,983	5,418	10%
EBITDA	931	906	3%
EBITDA%	13%	14%	(87) bps

Skills & Careers Group

NIIT's Skills & Careers group provides a wide range of programs that deliver aspirational skills to individuals and corporate customers. These include programs in Technology, Banking & Finance, Digital Marketing, Data Sciences & Analytics, Professional Life Skills, Business Process Excellence, Management Education and multi-sectoral vocational skills. These programs are offered through education centers owned and operated by the Company as well as through centers owned and operated by NIIT Licensees. The learners also get online learning through the Company's online learning platform (NIIT Digital).

The Company provides these programs in India, China, and select growth economies. NIIT leverages its presence in these markets to offer professional courses for Young Adults, preparing them for careers in different industries, and for working professionals, who wish to upgrade their skills for career advancement.

NIIT also offers innovative solutions to corporates in India to transform their talent, including deep skilling programs in IT through its StackRoute initiative and its new offering to provide companies with just-in-time, day one ready professionals through its Talent Pipeline as a Service (TPaaS).

StackRoute

NIIT's deep skilling initiative, StackRoute, which helps companies transform their existing talent, continues to receive sustained and enthusiastic response from IT companies. StackRoute has now been adopted by 21 corporate customers, to develop their top talent, including a global systems integrator and two of the top five IT services companies in India. StackRoute has achieved industry leading completion rates (over 10x of industry average) and strong outcomes for its learners, resulting in improved recognition from employers along with material increase in compensation levels.

Talent Pipeline as a Service (TPaaS)

TPaaS is NIIT's strategic initiative to address the changing talent requirements for the industry with a new model of delivering just-in-time job ready talent with integrated offering of talent sourcing, training, and onboarding. Launched last year, the program saw strong interest from large companies in IT, ITES, and BFSI.

NIIT expects volumes to be impacted in FY21 as slowdown caused by Covid-19 is likely to result in reduced hiring. However, as situation normalizes, the Company expects StackRoute and TPaaS to lead recovery for the business along with NIIT Digital.

The company had to suspend the operations of education centers in China from the third week of January. Similarly in India, education center operations were severely restricted from early March and were suspended in the last two weeks of the month. Given the mandatory lockdowns due to Covid-19, the company had stopped fresh enrollments for in-person classes in education centers operated by the company. The company has been able to offer live online learning to its existing customers across centers operated by the company as well as centers operated by NIIT Licensees, through its online learning platform, NIIT Digital.

All direct enrollments for the Skills & Careers business are exclusively for NIIT Digital since April 2020. In view of the environment, and greater acceptance of online learning, the company has decided to accelerate Digital Transformation of the business and transition of the business from the company-operated education centers to NIIT Digital.

The financial performance of the Skills & Careers Group for the year is provided in Table 4.

SNC reported a revenue of Rs. 1,979 million versus Rs. 2,329 million last year. Covid-19 lockdowns impacted revenue in Q4 FY20. Revenue in Q4 FY20 was down 41% YoY driven by mandatory lockdowns. The Company focused on cost management initiatives, which helped the business moderate the negative impact of operating leverage. However, the business ended the year with a loss of Rs. 35 million in FY20 as compared to a positive EBITDA of Rs. 65 million in the 9M FY20 and EBITDA of Rs. 89 million in FY19.

Table 4: Financials for Skills & Careers Group

Rs. Million	FY20	FY19	YoY
Net Revenues	1,979	2,329	(15)%
Operating Expenses	2,013	2,241	(10)%
EBITDA	(35)	89	(123) mn
EBITDA%	(2%)	4%	(555) bps

Schools Learning Group:

NIIT's Schools Learning Business faced direct impact of the Covid-19 during Q4 as Schools closed during the lockdown. Given seasonal nature of the business, the majority of the revenues are recognized in Q4 as the business provides its solutions to schools ahead of the start of new academic year. As a result revenue in SLG declined 30% YoY in FY20 to Rs. 245 million. The net result of the business is included in the loss from Asset Held for Sale in consolidated accounts.

Awards and Acknowledgments

- NIIT earned 37 coveted Brandon Hall Group HCM Excellence awards jointly with customers. The company was named a top winner for 2019.
- NIIT bagged seven 2019 Brandon Hall Excellence in Technology Gold awards jointly with MetLife for MetLife Distribution Academy.
- NIIT bagged Gold Learning Technologies Award 2019 jointly with MetLife for MetLife Distribution Academy.
- NIIT was recognized as "Best Education Company to work with" at Indian Education Congress & Awards 2020.
- NIIT was ranked among the Top 20 Training Outsourcing Companies by TrainingIndustry.com 2019 for the twelfth consecutive year.
- NIIT was named in the list of Top 20 Content Development Companies for 2019 by TrainingIndustry.com. NIIT has been included in the list now for the nine consecutive years.
- NIIT was selected as a Top 20 Gamification Company by TrainingIndustry.com. NIIT has been included in this list for six consecutive years.
- NIIT has been listed among the Top 20 Highest-Performing Learning Providers 2019 by the Learning and Performance Institute, UK.
- NIIT was accredited by the Learning & Performance Institute, UK.
- NIIT was named a Fosway 9-Grid Digital Learning Strategic Challenger 2019.
- NIIT was named a leader in the Nelson Hall Learning Bps Neat Evaluation 2019.
- NIIT bagged the IDA Education Awards 2019 as the "product/solution/service of the year for K-12 education" for its product Practice Plus, in the education sector.

Consolidated Financials of the Company

The consolidated financial summary for FY20 is provided in Table 5 below:

Table 5: Consolidated Statement of P&L for FY20

Rs. Million	FY20	FY19	YoY
Net Revenues	**8,892**	**8,653**	**3%**
Operating Expenses	8,040	7,716	4%
Personnel Cost	4,693	4,246	11%
Professional and Technical Outsourcing Expenses	1,626	1,559	4%
Purchase of Stock in Trade	133	116	15%
Other Expenses (excluding Finance Costs)	1,588	1,795	(12)%
EBITDA	**852**	**938**	**(9)%**
EBITDA%	9.6%	10.8%	(126) bps
Depreciation & Amortization	598	329	82%
EBIT	**254**	**609**	**(58)%**
Net Interest Cost	194	219	(25) mn
Other Expenses/(Income)	(1,158)	(36)	(1,122) mn
Forex Loss/(Income)	1	103	(101) mn
Exceptional Expenses/ (Income)	(12,917)	4	(12,921) mn
Profit Before Taxes	**14,133**	**319**	**4,329%**
Tax (Operational)	1466	72	1,393 mn
Profit/(Loss) from Discontinued Operations and Asset Held for Sale*	(305)	(122)	(184) mn
Non-controlling Interest & Associate Profit	3	939	(936) mn
Tax on Associate Profit	(910)	199	(1,109) mn
Profit After Tax Attributable to Equity Holders	**13,275**	**864**	**12,410 mn**
Basic EPS (Rs.)	82.9	5.2	1501%

*Refer Note 44 of the Consolidated Financial Statement for the impact of reclassification of MLSL and NYJL.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Net Revenue

In FY20, the Company recorded a revenue of Rs. 8,892 million, up 3% as compared to last year despite the impact of Covid-19 on the business in Q4 FY20. This was driven by 9% YoY growth in revenue from CLG. Growth in CLG made up for decline in revenue from Skills & Careers.

Operating Expenses

Operating expenses for FY20 were Rs. 8,040 million, up 4% YoY. Lease rentals have been excluded from operating expenses from April 1, 2019 due to the adoption of IND-AS 116. Increase in Personnel Cost in FY20 as a proportion of revenue is due to change in business mix, investments in strengthening leadership and in expanding sales, and impact on revenue during the last quarter due to Covid-19.

Depreciation

For the year, the Depreciation and Amortization expense was Rs. 598 million compared to Rs. 329 million last year. This includes the impact of adoption of IND-AS-116 in FY20 on lease rentals from April 1, 2019 as well as amortization of investments in IP related to RECO contract from September 15, 2019.

Net Other Income

The Net Other Income for FY20 was Rs. 13,879 million compared to expense of Rs. 290 million in FY19.The details are given in Table 6 below:

Table 6: Other Income

Rs. Million	FY20	FY19
Foreign exchange Gain/(Loss)	(1)	(103)
Gain on investments in Mutual Funds (Realized and Unrealized)	763	-
Net Interest Income/(Expenses)*	177	(219)
Gain on divestment of holding in NIIT Technologies Limited	13,117	-
Expenses related to restructuring of subsidiaries	(7)	-
Provisions related to Impact of COVID-19 on Skills and Careers Business	(83)	-
Provision related to exit from government projects	(107)	-
Compensated absences due to regulatory changes in UK due to COVID-19	(3)	-
Other Exceptional Income/(Expenses)	-	(4)
Miscellaneous income	24	36
Net Other Income	**13,879**	**(290)**

Net Interest Income/ (Expenses) in FY20 includes Interest expense on Loans of Rs. 110 million, Interest expense on Right-of-use Assets as per IND-AS 116 of Rs. 56 million, Bank & Other Financial charges of Rs. 37 million and Interest Income on Deposits of Rs. 380 million.

Profit/ (Loss) from Discontinued Operations and Asset Held for Sale

The net result of operations from MindChampion Learning Systems Limited (MLSL) and NIIT Yuva Jyoti Limited (NYJL) has been reported as a separate line item in pursuance of IND-AS 105.

Loss from Discontinued Operations and Assets Held for Sale reported in FY20 is Rs. 305 million compared to Rs. 122 million last year. This includes Rs. 211 million related to MLSL, which is classified as "Asset Held for Sale" and Rs. 94 million related to NYJL, net result of which is classified as "Discontinued Operations".

Taxes

Tax provision for FY20 include:

- Rs. 1,466 million of income tax provisions for NIIT Ltd and its subsidiary companies as compared to Rs. 72 million in FY19. This includes tax of Rs. 1,512 million on capital gains related to divestment of holding in NIIT Technologies, reversal of Deferred Tax of Rs. 103 million and tax on operations of Rs 57 million in FY20.
- Rs. 910 million related to reversal of tax provision on share of profits of NIIT technologies recorded in consolidated financials of NIIT in previous years.

Table 7: Detailed Analysis of Consolidated Balance Sheet at the End of the Financial Year 2019–20

Rs. Million	As on 31-Mar-20		As on 31-Mar-19	
Sources of Funds				
Share Capital	283		335	
Reserves & Surplus	14,925		7,996	
Shareholders' Funds		**15,208**		**8,331**
Non-Controlling Interests		27		103
Loan Funds		660		1,829
Total Sources of Funds		**15,895**		**10,263**
Application of Funds				
Net Fixed Assets (including CWIP)		2,973		2,812
Right-of-use Assets		800		-
Lease Liabilities		(824)		-
Deferred Tax Assets/(Liabilities)		292		(669)
Inventory		5		55
Cash & Equivalents		12,088		1,240
Trade Receivables		1,378		1,654
Other Assets		2,364		2,152
Current & Other Liabilities		(3,254)		(3,717)
Assets classified as held for sale*		300		6,737
Liabilities classified as held for sale*		(229)		-
Total Application of Funds		**15,895**		**10,263**

*Refer Note 44 of the Consolidated Financial Statement for impact of re-classification of MLSL

The analysis in this MD&A does not conform specifically to the Schedule III format. Numbers have been regrouped for analysis.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Share Capital

During the year, NIIT completed a buyback of Rs 26.8 million shares. The shares were purchased through tender offer at a price of Rs. 125 per share. The share capital of the Company stood at Rs. 283 million as compared to Rs. 335 million in FY19. The reduction due to Buyback of Shares (Rs. 53.6 million) was partially offset by the issue of new shares upon exercise of ESOPs by employees (Rs. 1.92 million). The total number of shares outstanding as on March 31, 2020 is 141,508,401 of face value Rs. 2 each.

Non-controlling Interests

Non-controlling Interests decreased from Rs. 103 million in FY19 to Rs. 27 million in FY20. This includes the impact of Rs. 55 million due to purchase of Non-controlling Interests in NIIT Institute of Process Excellence Limited during the year.

Reserves and Surplus

Reserves and Surplus stood at Rs. 14,925 million in FY20 compared to Rs. 7,996 million last year. The increase was primarily driven by gain on divestment of holding in NIIT Technologies during the year. This includes the impact of the buyback completed and dividends paid during the year. For details, refer Note 13 of the Consolidated Financial Statements for the year.

Loan Funds

As on March 31, 2020, Gross Debt of the Company stood at Rs. 660 million versus Rs. 1,829 million last year. This is net of impact of change in foreign currency exchange rates on fully hedged foreign currency loan.

The Company has Net Cash of Rs. 11,428 million compared to a Net Debt of Rs. 589 million in FY19.

Debt to Equity ratio of the Company reduced from 0.22 in FY19 to 0.04 in FY20, reflecting a strong balance sheet.

Fixed Assets

During the year, the Company had a total capital expenditure (including Capital Work in Progress) of Rs. 642 million.

The category-wise addition in fixed assets is given below:

a) New initiatives and products: Rs. 84 million
b) Project-related capital expenditure: Rs. 407 million
c) Normal capital expenditure: Rs. 151 million

The Capital Work in Progress as on March 31, 2020 was Rs. 203 million as compared to Rs. 534 million last year. This includes intangible assets under development.

The Net Block stood at Rs. 2,973 million as on March 31, 2020 as compared to 2,812 million as on March 31, 2019.

Rs. million	As on Mar'20	As on Mar'19
Property, plant and equipment	1,478	1,534
Capital work-in-progress	203	534
Investment property	1	1
Goodwill	364	337
Other Intangible assets	927	406
Net Block	**2,973**	**2,812**

Right-of-Use Assets

Adoption of IND-AS 116 led to the creation of Lease Assets of Rs. 800 million during the year.

Deferred Tax Assets/Liabilities

At the year end, the Deferred Tax Assets were Rs. 295 million. This is primarily due to the timing difference in amount of provisions carried in the financial statements and allowed on actual write-off as per the income tax provisions.

Deferred Tax Liabilities reduced from Rs. 915 million in FY19 to Rs. 3 million in FY20. The reduction was primarily due to reversal of Deferred Tax provision on Share of Profit from NIIT Technologies in previous years.

Rs. Million	As on Mar'20	As on Mar'19
Deferred tax liabilities	(3)	(915)
Deferred tax assets	295	246
Net Deferred Tax	**292**	**(669)**

Other Assets & Liabilities

The elements of Net Current Assets were as follows:

➢ **Inventories**

Inventories mainly comprise training materials including educational software used by the Company for imparting training and education. Over the year, the value of the inventory held by the Company decreased from Rs. 55 million in FY19 to Rs. 5 million in FY20.

➢ **Trade Receivables**

The total receivables of the Company were at Rs. 1,378 million, down by Rs. 276 million compared to Rs. 1,654 million as on March 31, 2019, representing 57 Days Sales Outstanding (DSO) versus 70 days in FY19. This includes the impact of reclassification of MLSL as Assets held for Sale in FY20.

➢ **Cash and Bank**

The Cash and Bank Balances as on March 31, 2020 stood at Rs. 12,088 million compared to Rs. 1,240 million as on March 31, 2019. During the year:

- NIIT generated Cash from Operations of Rs. 496 million, compared to Rs. 506 million in FY19.
- NIIT generated Rs. 18,444 million for Investment activities, Sale/Purchase of Fixed Assets & Mutual Funds primarily due to Sale of NIIT Technologies during the year as compared to utilization of Rs. 569 million in FY19.
- NIIT utilized Rs. 8,092 million for financing activities primarily including Buyback, Dividend Payout, and Repayment of debt versus generation of Rs. 12 million in FY19.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Rs. Million	As on Mar'20	As on Mar'19
Investments	8,439	17
Bank Deposits	3,640	1,193
Cheques and drafts on hand	0	21
Cash on hand	2	4
Dividend Accounts	7	5
Cash & Equivalents	**12,088**	**1,240**

➢ **Other Assets**

Other Assets includes Security Deposits, Interest Receivable, Unbilled Revenue, Other Receivables, Advances Recoverable and Advance Income Tax. These have increased from Rs. 2,152 million in FY19 to Rs. 2,364 million in FY20. The increase is primarily due to the increase in Interest receivable during the year.

➢ **Other Liabilities**

Other Liabilities includes Trade Payable, Other Financial Liabilities & Provisions. These have decreased from Rs. 3,717 million in FY19 to Rs. 3,254 million in FY20.

Rs. Million	As on Mar'20	As on Mar'19
Trade payables	981	1,134
Provisions	297	254
Statutory Dues	113	131
Deferred Revenue	195	213
Advances from Customers	136	231
Other Payables*	1,320	1,506
Others	213	247
Other Liabilities	**3,254**	**3,717**

**Includes capital creditors, payable to employees and payable on account of Strategic Sourcing*

Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

Particulars	FY20	FY19	YoY
Revenue Growth (%)	3%	11%	(775) bps
EBITDA Margin (%)	9.6%	10.8%	(126) bps
Net Profit Margin (%)	149%	10%	13,930 bps
Basic EPS (Rs.)	82.9	5.2	1501%
Operating ROCE	7.3%	21.4%	(1,409) bps

Particulars	FY20	FY19	YoY
Days Sales Outstanding (DSO)	57	70	(13) days
Debt to Equity Ratio	0.04	0.22	(0.18) bps
Interest Coverage Ratio	1.7	2.7	(36)%
Current Ratio	3.9	1.1	250%

Revenue growth has increased to 3% in FY20 as compared to 11% in FY19. Reduction in growth rate included impact of Covid-19 in the last quarter of financial year. EBITDA Margin reduced to 9.6% vs 10.8% last year. Net Profit Margin improved to 149% as compared to 10% in FY19. The increase was driven by gain on divestment of holding in NIIT Technologies Limited during FY20. As a result Basic EPS, which is calculated by dividing net profit by total number of shares outstanding, increased by 1501% YoY.

Operating ROCE of the business declined to 7.3% in FY20. Operating ROCE measures efficiency of the net assets employed in the business, excluding cash balances. It is calculated as EBIT divided by capital employed in the business, excluding cash. EBIT was impacted in FY20 due as the business was impacted in Q4 FY20 due to Covid-19. This led to decline in Operating ROCE and Interest Coverage Ratio for FY20 as compared to FY19. Interest Coverage Ratio has declined from 2.7 in FY19 to 1.7 in FY20 owing to drop in EBIT in FY20. Current Ratio increased to 3.9 vs 1.1 due to increase in current assets (increase in cash and equivalents due to divestment of holding in associate company).

EBITDA margin, Debt to Equity ratio, and DSO have been explained in relevant sections above.

The details of return on net worth are mentioned below:

Particulars	FY20	FY19	YoY
Return on Net Worth (%)	138%	30%	10,737 bps

Return on Net Worth (RoNW) is computed as Profit after Tax divided by Net Worth. Net Worth represents the total of Company's equity and reserves excluding capital reserves, hedging reserves, and cumulative translation reserves. RoNW was 138% in FY20 as compared to 30% in FY19. While net profit increased by 1436% to Rs. 13,275 million, Net Worth has increased from Rs. 2,835 million to Rs. 9,629 million in FY20. This includes impact of divestment of holding in associate company during the year.

Accounting Policies

The Company has selected the accounting policies described in the Notes to Accounts, which have been consistently applied, 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 as on March 31, 2020, and of the Profit or Loss of the Company for the year. The significant accounting policies and practices followed by the Group are disclosed in Note 2 of the Consolidated Financial Statements for the year.

Related Party Transactions

Related Party transactions are defined as transactions of sale/ purchase of goods / services made by the Company with Promoters, Directors, Key Managerial Personnel, Subsidiaries, Associates or other parties in which Promotors or Director are having significant interest / control directly or indirectly, which may have potential conflict of interest with the Company. There were no material transactions during the year under review that were prejudicial to the interests of the Company.

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. Please refer note 31 of the standalone financial statements and note 36 of the consolidated financial statements for details of related party transactions during the year.

Human Resources

The NIIT vision document promises to "foster career building by creating opportunities that demand learning, thinking, and innovation from each one of us." People are at the core of the organization and its values and beliefs. The Company believes that the growth of NIIT is a function of the growth of individual NIITians, and that in all its engagements, society shall stand to gain substantially more than it gives to the Company. This emphasis on the learning and growth of each individual NIITian, a culture of strong quality consciousness, and focus on the value creation for society are the cornerstones of NIIT.

During FY20, the Company continued to drive a high performance culture through data-driven decision-making. It enhanced "AGILER", the in-house system that integrates the implementation of transformational initiatives into a balanced scorecard structure. The fast-track ladder-based growth model, ACE (Accelerated Career Enhancement) added more entry-level roles into its fold. ACE now covers over 450 NIITians, thus enhancing performance and career growth. The Company plans to bring more entry-level roles into the folds of the ACE model in line with the career ambitions of a young and dynamic workforce.

The Company demonstrated a sharper focus on the overall well-being of each NIITian during FY20. NIIT implemented an integrated "Health and Wellness program" during the year. The program approached wellness from a proactive and holistic perspective, addressing dimensions of physical, mental, and emotional health. Expert consultations, online counseling, as well as workplace fitness initiatives were organized under this program.

NIIT has always valued employee feedback, and in 2018, the Company introduced an AI-powered employee engagement bot called "Amber". During 2019, the scope of employee engagement through Amber was extended to cover all NIITians worldwide. Amber reaches out to NIITians regularly and at key milestones, and gathers responses to provide an organization-wide "daily mood sentiment" score as well as specific feedback enabling an agile management response.

A few new schemes and benefits were also introduced during the year. These include reimbursement of expenses incurred on "counseling services" and "adoption assistance services". The company widened the scope of some other benefits. The Company increased paternity leave duration and enhanced the coverage of vacation reimbursement to include short-term courses and hobbies. The Company also introduced a special work-from-home day during the year for enabling the company sponsored "Executive Health Check-Up".

The Company expanded the scope of training in the areas of "Gender Sensitivity," "Prevention of Sexual Harassment," "General Data Protection Regulation" (GDPR), and "NIIT Code of Conduct," to cover all NIITians compulsorily. The Company extended the scope of business mentoring to Center Heads, and increased the span of executive coaching sessions for its leaders. A "diversity, equity, inclusion, and integrity" (DEII) committee was formed during the year to build upon the existing culture and practices of the company, and establish a greater rigor into the company's hiring and career progression processes. As of the year ending FY20, the people count stood at 2,600 (excluding project retainers) as compared to 2,565 last year (up 35 YoY), with 77% in Direct roles, 9% in Sales & Marketing roles, and the balance in Indirect roles.

Managing in COVID Times

At NIIT, a number of best practices were implemented in order to prepare for, and then to manage the impact of COVID-19:

- ***Keeping all NIITians updated:*** Multiple sessions were conducted in all NIIT offices and centers, in early March, to give guidelines to keep safe during the pandemic. These continued virtually later, as NIITians moved to "work from home". Further, regular updated are being provided to NIITians on the company intranet (iNIITian.com). This provides regular information updates and advisories, and acts as a repository for all company directives on the subject.
- ***Enabling work from home:*** The Company enabled NIITians to seamlessly work remotely in an organized manner. This preparation includes provision for appropriate computing hardware, software licenses, data connectivity, and implementation measures for data access and security.
- ***Enabling digital processes:*** While most people processes were already digital, the areas where documentation was necessary were enabled through scans and document uploads.

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

- ***Keeping connected:*** The CEO and senior leaders maintained regular virtual connect sessions with all NIITians through Skype. The HR, IT, and CSO teams maintained a roster and personally called up employees to know about any challenges that they were facing. All people processes including e-induction were conducted virtually and seamlessly. The Company conducted fun events including gaming contests, fitness challenges, music, and dance shows. NIITians also used social platforms such as Facebook and LinkedIn, to connect across locations. The company carried a special newsletter capturing all the stories of "NIITians in COVID Times". Amber, the AI-powered CEO's assistant, reached out to NIITians, to gather the "mood score," enabling an agile management response.

- ***Raising the learning quotient:*** The learning and development team designed courses targeted at virtual modes of working, for teams, supervisors, for holding meetings remotely, and for giving feedback remotely. "NIIT Learning Portal" on the Company's staff portal iNIITian put together all the curated virtual trainings for easy access. The trainers added popular productivity tools, technical training, leadership and communication training. The Sales Academy launched training for remote counseling and tools for virtual selling. The Company also launched a special scheme for the "little NIITians".

- ***Emphasizing fitness:*** The Health & Wellness team launched initiatives for a holistic fitness program with yoga, mental health, and emotional counseling; and expert sessions for good posture, eye health, managing the body clock, and diet and nutrition tips to avoid stress.

NIITians have shown resilience and agility in their responses.

Future Outlook

➢ **Corporate Learning:** Global corporate spending on L&D represents a USD 300 billion opportunity. With the penetration of training outsourcing at less than 5%, there is a large headroom for growth. A large proportion of this expenditure is on in-house or insourced resources. However, there has been an increasing trend toward outsourcing, as Training is becoming increasingly complex and outsourcing frees the customers to focus on their core.

Given the impact of Covid-19 on businesses, spends are likely to contract in the near term. However, slowdowns typically drive companies to find ways to drive efficiency including outsourcing of non-core functions. Post the initial shock, most customers want business continuity and stabilization of their training function. Some have started to plan for the future.

Training is a potential area for greater penetration of outsourcing due to the potential to improve efficiency as well as the need to transform L&D for the new normal. This is visible in increased conversations about outsourcing. As businesses stabilize, NIIT expects a big shift to outsourcing and is well positioned to benefit from this opportunity.

NIIT is ranked among the top 10 providers of Managed Training Services. Among the top providers, NIIT has the most consistent track record of growth and is focused on the segment with close to 80% of the revenues from CLG. With a strong balance sheet and availability of growth capital, NIIT sees an opportunity to move up the leadership ladder. CLG plans to leverage this capability and experience to accelerate growth through large-sized annuity contracts. To achieve this, the Company plans to continue sustained investments in innovation to create customer delight, in advisory services to drive thought leadership, and in Sales & Marketing to accelerate growth rates.

Full year impact of RECO contract, and other contracts added in FY20 would help in recovery in the near term.

CLG expects to drive operational improvement through product mix change in favor of higher margin services and through productivity improvement in delivery operations. While in-person training volume is expected to remain impacted in the near term, shift to VILT is favorable for overall margins of the business due to savings in incidental expenses including premise and travel costs.

CLG would continue to explore inorganic opportunities to add new capabilities. The Company has been working with bankers to build a pipeline of potential targets in identified areas for acquisition and is actively engaged in the evaluation of such companies. Identified areas include companies with expertise in AR/VR as well as Transformation Services in focus verticals. NIIT is building a global platform for large comprehensive deals.

➢ **Skills & Careers:** The IT and BFSI markets continue to offer significant growth opportunity for NIIT; and with new products, business models, and the strengthened leadership team, NIIT is well positioned and remains a leading player in the country for graduates seeking to improve employability for jobs in these industries. NIIT would continue to increase focus on Deep Skilling as compared to entry level skills. The Company expects StackRoute and TPaaS offerings to drive growth for the business in the future.

COVID-19 has compressed the adoption cycle for digital businesses across industries. This shift is here to stay. The same is happening in learning as well. NIIT has been a pioneer in use of technology to improve learning efficiency as well as to drive learning effectiveness. Given the increased adoption of online learning, the Company believes this is an opportunity to transform its SNC business and take leadership role in delivering Deep Skills using the NIIT Digital Platform.

NIIT has therefore decided to accelerate digital transformation of its business and transition its business to NIIT Digital. This includes learner acquisition, academic delivery, learner services, alumni engagement and industry & placement. Post lockdowns, NIIT had stopped fresh enrollments for its own centers. From April onward, all direct enrollments are for online learning through NIIT Digital. NIIT plans to continue to invest in resources to achieve this transformation, including investments in ramping up digital learner acquisition and in marketing automation tools.

The Company shall honor all commitments made to existing learners who had enrolled at NIIT Centers prior to the lockdown, and shall ensure the completion of delivery of programs over the next few months.

The learners who prefer face-to-face learning can continue to enroll at centers owned and operated by NIIT Licensees after lockdown is withdrawn. Learners enrolling at these centers would be able to avail the benefit of existing services provided by NIIT ecosystem as well as online resources provided through NIIT Digital to enrich their learning experience. NIIT remains committed to success of students as well as delivery partners.

While Covid-19 lockdowns would impact student acquisition volumes and therefore revenues in FY21, NIIT expects strong ramp-up due to shift to NIIT Digital that will help the company regain growth in the coming years.

Risks and Concerns

NIIT services customers in over 30 countries. As a global enterprise, the Company faces a variety of risks. These include risks from competitors, changes in technology, loss of key customers, execution risks, employee attrition, and natural disasters including pandemics, political and social risks, exchange rate volatility and cybersecurity.

The Company continues to put in place a comprehensive and robust enterprise-wide risk management structure, to enable all the businesses to recognize risks in advance based on the key initiatives by the business, so that appropriate and adequate mitigation plans can be worked out to ensure that the goals are achieved.

The risk management mechanism is an integral part of the Company's core process and involves recording, monitoring, independent testing, and controlling of the internal functions of the enterprise by way of establishing Risk Control Matrix (RCM) to ensure process control, Business Risk Management (BRM) framework for business objectives, and Entity Level Control (ELC) for a comprehensive risk reporting. The rapid changes in technology across the globe have necessitated a dynamic change in the Company's business and delivery models. As risk-taking is an intrinsic part of all the businesses, it has been NIIT's constant endeavor to balance risk appetite in each line of business to ensure that each of the businesses generates high risk-adjusted returns, with the underlying objective of maximizing value for the shareholders.

NIIT has taken proactive steps to identify and prioritize the risks up front, document them in consultation with the business groups, and define the risk management framework. The Company has laid out internal controls over Financial Reporting to be followed by the Company. Such internal financial controls are adequate and operate effectively.

At entity level, NIIT's risk management framework addresses all significant risks of the businesses as envisaged by the management from time to time, based on the experience, the environment surrounding each business activity, and future initiatives, to achieve the business group's objectives along with the relevant mitigation strategy. The mitigation strategy is simultaneously addressed by the respective business groups for each of the identified risks while finalizing strategic and operational parameters of the business. The compliances

MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

and assurance of the risk mitigation strategies are addressed by the Internal Audit and Assurance Group. The Company has identified the major and significant risks into two broad categories, External Risks and Internal Risks, with mitigation strategies of each.

The Company is well diversified in terms of both its service offerings and geographic spread. The mix of revenue from the different business lines (Corporate Learning, Skills & Careers) ensures that the Company is well positioned to manage slowdown in a particular product portfolio or in a specific geography. With the Enterprise Risk Management (ERM) process in place, the Company has a robust mechanism for risk management, and the strategies for risk management are reviewed at appropriate levels at regular intervals.

A strong balance sheet and liquidity position give the company strong ability to withstand external shocks and provide a lot of confidence to all the stakeholders, including its global customers as well as employees.

Internal Control Systems and Their Adequacy

The Company has adopted global practices for evaluating and reporting on internal controls, based on its operational experience in multiple countries. It has also implemented one of the leading ERP solutions in its global operations to integrate various facets of business operations, including Human Resources, Finance, Logistics, and Sales. This has enabled the Company to control and monitor its worldwide operations and strengthen the ability of internal controls to function most optimally. The evaluation of internal controls is an integral part of the plan for Audit & Assurance Organization.

Disclaimer

Statements in this management discussion and analysis describing the Company's views about the industry, objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances, or achievements could differ materially from those expressed or implied in such statements. Readers are cautioned as not to place undue reliance.

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY	
1. Corporate Identity Number (CIN) of the Company	L74899DL1981PLC015865
2. Name of the Company	NIIT Limited
3. Registered address	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019, India
4. Website	www.niit.com
5. E-mail id	investors@niit.com
6. Financial Year reported	April 1, 2019 to March 31, 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Group: 854
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	Instructor-led and Online Training Services in Technology, Healthcare, Banking & Financial services; Managed Training Services, Learning content development services, Sale of courseware and training material.
9. Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations	i. 29 international locations. Company's main subsidiaries are at: a. Atlanta, Georgia, USA b. London, UK c. Dublin, Ireland d. Shanghai, RPC e. Mississauga, Ontario, Canada ii. 35 national locations
10. Markets served by the Company – Local/State/National/ International	India, China, Africa, North America, Europe, Oceania
SECTION B: FINANCIAL DETAILS OF THE COMPANY FOR FY20	
1. Paid up Capital (INR)	283.03 Million
2. Total Turnover (INR)	4,008.57 Million
3. Total profit after taxes (INR)	13,683.64 Million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Not significant as average annual profit over FY17 to FY19 were below CSR spending threshold level.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? 2. Do the Subsidiary Company/Companies participate in the BR (Business Responsibility) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	The Company has four subsidiaries in India and seven direct subsidiaries outside India. Each company does their own business responsibility and CSR activities e.g., Company's subsidiaries in India have provided scholarships for deserving students for their higher education; given their IPR for Hole-In the Wall Learning stations and skills training material approved by NSDC (National Skills Development Corporation) to the NGO NIIT Foundation, to help reach such programs to the underserved communities and create livelihoods.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The Company has suppliers and business licensees in India and outside. Their BR initiatives are driven by the needs in the communities in their proximity. Though many of them get to learn about the BR initiatives of the Company, the Company does not insist on their automatic participation.

BUSINESS RESPONSIBILITY REPORT (Contd.)

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

   The Corporate Social Responsibilty (CSR) Committee of the Board has the following members:

Sl No.	Name	DIN	Designation
1	Mr Ravinder Singh	08398231	Independent Director & Chairman, CSR Committee
2	Mr Anand Sudarshan	00825862	Independent Director
3	Mr Rajendra S Pawar	00042516	Chairman & Non-Executive Director
4	Mr Vijay K Thadani	00042527	Vice Chairman & Managing Director

2. Principle-wise (as per NVGs) BR Policy/policies

   Principles [P] as per National Voluntary Guidelines [NVG]

   P1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

   P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycles

   P3: Businesses should promote the wellbeing of all employees

   P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

   P5: Businesses should respect and promote human rights

   P6: Business should respect, protect, and make efforts to restore the environment

   P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

   P8: Businesses should support inclusive growth and equitable development

   P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

   (a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for each of the principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policies have been created and improved based on good general management practices over the last 38 years of the life of the Company. In certain cases like environment & safety policy, international standards like ISO get applied.								
4	Has the policy being approved by the Board? Is 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

BUSINESS RESPONSIBILITY REPORT (Contd.)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
6	Indicate the links for the policy to be viewed online?	a. NIIT Vision, Values and Beliefs statement [https://www.niit.com/authoring/NewsRoom/MediaKit/VISION.pdf] b. Code of conduct https://www.niit.com/authoring/Documents/Corporate%20Governance/codeofconduct.pdf c. Whistleblower policy https://www.niit.com/india/training/investors/Pages/investor-information.aspx d. CSR Policy https://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf All other operative policies for the Company, e.g., Environment policy, Procurement policy & process, Policy against sexual harassment, Equal Opportunity Policy, Information Security policy, HR benefits and policies, Environment policy, Business Continuity Policy, Disciplinary policy are available to the employees on the secure company intranet.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stagewhere it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. **Governance related to BR**

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

   The Company's BR performance shall be 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 is now publishing its first Business Responsibility report along with the Annual report for the financial year 2019 - 20. From now on, this will be published annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

   NIIT is governed by the Company's Code of Conduct. The code of conduct is applicable to all employees and directors and it aims to uphold the standards of its business ethics and practices, which are required to be observed in all business transactions. This code is available on the Company's website https://www.niit.com/authoring/Documents/Corporate%20Governance/Code%20of%20Conduct.pdf.

   No such complaints were received during the Financial Year 2019-20.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

   (a) Green NIIT initiative : The Company is a services company. The Company is committed to plastic waste reduction and keeping this goal in mind all single use plastic like plastic straws, forks, spoons, plates, polybags have been banned inside premises and alternate cutlery made of wood or paper have been provided.

   (b) Solar Power Plant: The Company is committed to use renewable sources of energy. For this purpose, two solar power plants were installed at two of the large premises of the company. The Company now generates 86.4 kWp, which is helping it generate 290 units of electricity per day which aggregates to 100,000 units annually.

   (c) Water Conservation: The Company is sensitive to the crucial value of water conservation and hence focused on saving water resources. The strategy adopted is Reduce-Reuse. To this end, many plans have been implemented, including installation of waterless urinals, replacement of old taps with sensor based taps and aerator taps and operation of STP (sewage treatment plant). The STP is being upgraded in order to use more recycled water to meet the needs of horticulture and non-drinking purposes.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

   (a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   The Company is engaged in delivering training services in areas defined earlier and not engaged in any manufacturing activity. The initiatives taken for reduction of consumption of water and fossil fuel based energy are explained in (1) above.

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

   The Company has taken up many initiatives to promote sustainable sourcing. Since this is a people-based business, need for frequent travel for internal and client meetings are a norm. To reduce the carbon footprint, Company has started a massive focus on promoting online methods of conferencing, minimizing use of paper by insisting on e-documents with workflow and canvassing for double side printing and reuse of consumables. The transport management for bringing employees to work and taking them back home has been made highly efficient using GPS and route optimization. The transportation deployed by the Company uses CNG (Compressed Natural Gas) fuel. Employees are also encouraged to use carpooling and ride share, leading to reduction in carbon footprint.

4. Has the company taken any steps to procure goods and services from local & 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?

   The Company has engaged the services of many local businesses and communities around our office locations – these include transport services and security services that employ local population and small vendors. Further, local youth are engaged in operating the food shops/ canteen in the premises of the Company. This practice helps improves their socio-economic conditions by providing employment to these youth.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).

   The Company is committed to manage and dispose waste in a responsible manner. We work on the philosophy of sustainable use and try to recover, reuse or recycle consumables such as laptops, computers, copiers, and paper. Devices that have reached the end of useful life like computers, monitors, computer accessories, printer, projectors, and other such hardware are handed over to authorized recyclers or E-waste 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 submission of vouchers, receipts, invoices and other documents. The Company recycles water through a treatment plant in and for its premises at Gurgaon, which gets re-used for non-drinking purpose. At both the offices at Gurgaon, organic waste generated from cafeteria and other sources gets converted into compost.

Principle 3

1	Total number of employees	2600 worldwide including subsidiaries
2	Total number of employees hired on contractual fixed-term basis	101
3	Number of permanent women employees.	964 (37%) The Company promotes gender diversity by not only ensuring equal opportunity employment and career advancement but also by supporting women with gender specific initiatives. Some examples are: i. As a response to the safety issues faced during usage of transport by women in certain regions, a special facility is enabled for ensuring immediate, emergency assistance services during commute for all women employees. ii. Special baby-care program, wherein half-day, half-pay leave option is extended for a period of six months for women employees who are new mothers. This option which gets availed within the first year of child birth helps them pursue a career as well as devote additional time at home for the nurturance of the newborn(s). iii. Gender sensitivity training programs and awareness initiatives are conducted to sensitize and encourage staff towards appropriate behavior at the workplace.
4	Number of permanent employees with disabilities	4
5	Any employee association that is recognized by management	No The Company has a comprehensive people-friendly mechanism to listen to and address employee concerns in an effective and agile manner. i. Employee feedback and inputs are valued. There are several avenues of periodic interaction for an employee including quarterly townhall meetings with senior managers. ii. The NIITian 'ASSIST' function on the Staff Portal iNIITian allows the employees to post specific queries seeking clarifications, express concerns, give feedback and suggestions and seek specific support to fix/improve/handle issues at the workplace. iii. The Company has used modern technology and provided an engagement bot which initiates digital conversations with staff members at defined milestones of their tenure (six times a year for new joiners and bi-annually thereafter). The essence of these conversations is scanned for improvement of policies, workplace health and fun. iv. An annual Employee Satisfaction Survey gives an in-depth view of an employee's outlook on various perspectives impacting their lives at the workplace. v. Various employee-friendly policies addressing matters like maternity and paternity, care for children of employees, opportunity for social contribution, wedding allowance and loan, company leased accommodation and car, work from home, break from work and sabbatical have been introduced to foster overall employee wellbeing.

<table>
<tr><td>6</td><td>Percentage of permanent employees who are members of this recognized employee association?</td><td>NA</td></tr>
<tr><td>7</td><td>Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.</td><td>
<table>
<tr><th>Sl. No.</th><th>Category</th><th>No of complaints filed during the financial year</th><th>No of complaints pending as on end of the financial year</th></tr>
<tr><td>1</td><td>Child labour/forced labour/ involuntary labour</td><td>NIL</td><td>NIL</td></tr>
<tr><td>2</td><td>Sexual harassment</td><td>1</td><td>0</td></tr>
<tr><td>3</td><td>Discriminatory employment</td><td>NIL</td><td>NIL</td></tr>
</table>
</td></tr>
<tr><td>8</td><td>Percentage of under-mentioned employees who were given safety & skill up- gradation training in the last year?
(a) Permanent Employees
(b) Permanent Women Employees
(c) Casual/Temporary/Contractual Employees
(d) Employees with Disabilities</td><td>i. Over 60% employees were covered through trainings of different kinds. For women the figure is 75%.
ii. Skill building programs have been conducted targeting the business role requirement through Boot Camps, Role based Induction programs, Product trainings and Process trainings.
iii. Compliance & Mandatory trainings such as Gender Sensitivity Workshops, NIIT Code of Conduct and GDPR [General Data Protection Framework], sessions have been carried out across the organization for all types of employees. These sessions are also conducted during new employee induction programs.
iv. Executive and managerial development programs for upgrading behavioural skills are also conducted. Coaching and career advancement programs are also implemented.
v. An internal on-line learning portal is made available to all for self development and training, with rich learning content.
vi. The safety training needs are identified for different personnel based on the physical environment. Accordingly, training – including awareness sessions, mock fire drills, classroom sessions and periodic demonstrations related to safety, security and well-being are provided to all employees.</td></tr>
</table>

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No

   Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

2. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders?

   The Company has mapped its internal and external stakeholders.

   NIIT Limited is a responsible corporate citizen and is committed to being responsive to all its stakeholders including shareholders, customers, business associates, employees, vendors and suppliers, governments and society at large including communities that it operates in. These approaches are laid out in our Code of Conduct document on our website.

   The Company considers that the communities around its facilities constitute one of its most important stakeholders. The Company actively hires without discrimination including disadvantaged, vulnerable and marginalized stakeholders. The Company in the recent past, has hired services of employees who have hearing disability/impairment and created proficiency in them for visual/graphics skills.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

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

   The policy of the Company is applicable to the company only. Company does not deal with any supplier/ contractor if it is in violation of human rights and do not employ any person below the age of eighteen as per the recruitment policy. Use of forced or compulsory labour is prohibited at all the units and the same is discouraged at our business associates.

No complaint was received pertaining to human rights violation during the past financial year

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.
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.
3. Does the company identify and assess potential environmental risks?Y/N
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 environmental compliance report is filed?
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.
6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

NIIT Limited's environment control policy and quality policy does not extend to its subsidiaries, JV and suppliers/contractors.

The Company is addressing the critical area of climate change mitigation through several initiatives. These include continuous improvement in energy efficiency, adopting the sources of renewable energy, integrating green attributes into the operating environment, maximizing water use efficiencies and rain water harvesting, maximizing collection, segregation, recycling and safe disposal under solid waste management drive.

The Company regularly identifies the potential environmental risks by complying to the Environment Management System - ISO 14000, at its largest facility used by maximum number of employees. The steps taken to identify potential risks helps determine any significant risks. Management plan is then made and executed in time in order to eliminate/ mitigate such risks.

During the year NIIT Limited continued to implement the sustainability initiatives including renewable energy, as already explained earlier in this document.

Yes, the emissions and waste generated by the Company are within the permissible limits of the Pollution Control Board.

There have been no show cause notices or other legal notices received from either the central or state pollution control board during the year under review.

Principle 7 (Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner)

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

NIIT Limited is an active member of the following Industry bodies -

(a) CII.

(b) PHDCCI.

(c) NASSCOM.

(d) FICCI.

Senior officials of the Company have played active roles in these associations to help the industry and Government in the areas of higher education, skills training and technology adoption.

Principle 8 (Businesses should support inclusive growth and equitable development)

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?
3. Have you done any impact assessment of your initiative?
4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

The Company supports equitable growth and development through:

a. Reaching the underserved communities for computer familiarization, suitable to them.

b. Teaching IT skills to rural and semi-urban population to help create livelihoods.

The Company provides subsidized intellectual propery rights access and certified course material to a not-for-profit NGO – NIIT Foundation who reaches our directly and through a network of over 150 NGOs to independently conduct these programs mainly funded

BUSINESS RESPONSIBILITY REPORT (Contd.)

by CSR funds of different corporate entities. Last year, NIIT Foundation has impacted 700,000 children, youth and adults through their 180 skills training centres, 280 hole-in-the-wall learning stations, online training platforms and 400 NGO partner training centres.

Principle 9 (Businesses should engage with and provide value to their customers and consumers in a responsible manner)

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

As on March 31, 2019, there were forty pending consumer complaints. A total of 9 new consumer complaints were received, while 11 complaints were disposed during the year 2019-20, resulting in 38 pending as March 31, 2020.

Case pertaining to unfair trade practices complaints: One 'Information" was filed against the Company in 2017 before the Competition Commission of India [CCI], which was dismissed by CCI in the same year. Complainant's writ petition against the order of CCI in Hyderabad High Court was dismissed in 2018; the subsequent writ appeal by complainant was also dismissed in the same year. This Complainant appealed against the CCI's order in NCLAT in 2019-20, was dismissed in May 2020. The Complainant has filed second appeal before Supreme Court in August 2020, which is yet to be heard.

NIIT strongly believes in Customer Feedback and make necessary changes in the Products, Processes and Policies for improving Customer Satisfaction. NIIT conducts quarterly surveys to assess the customer satisfaction levels and Net Promoter Score. This survey is conducted nation wide among all the learners, and is conducted Online. For the year 2019-20, the Net Promoter Score of our Career Education Business in India is 62.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANACE

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interests and corporate goals through the efficient conduct of its business and meeting obligations in a manner that is guided by transparency, accountability and integrity. We consider stakeholders as partners in our success and are committed to maximizing stakeholder's value, be it shareholders, employees, customers, vendors, governments or the community at large. We believe that following global practices, transparent disclosures and empowerment of stakeholders are as necessary as delivering solid financial results, for creating and sustaining value for shareholders and meeting expectations of customers and society.

NIIT's Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. NIIT not only adheres to the prescribed Corporate Governance Practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") but is also committed to sound Corporate Governance principles and practices. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs. The Company has ensured stability in a dynamic environment and in challenging times.

The Securities and Exchange Board of India (SEBI) has mandated the Corporate Governance standards for listed companies through Chapter IV of Listing Regulations. The Company continues to be in compliance with the applicable Corporate Governance standards of said Chapter IV, as referred above. This Section along with the Section on Management Discussion & Analysis, provides report on the Company's compliance with Schedule V of Listing Regulations.

BOARD OF DIRECTORS

Composition of Board

Your Company is managed and guided by a professional Board comprising Executive, Non-Executive and Independent Directors. As on March 31, 2020, the Board has seven Directors out of which four are Independent Directors, constituting more than half of the Board's total strength. The composition of the Board of Directors is in conformity with the provisions under Regulation 17 of Listing Regulations and the Companies Act, 2013 ("the Act"). The Directors are eminent persons with professional expertise and experience. The Independent Directors of the Company meet all the criteria mandated by the Listing Regulations and Section 149 of the Act. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Act and its rules thereto. A Brief Profile of each director is available at https://www.niit.com/india/training/about-niit/Pages/board-of-directors.aspx

The details of the Directors on the Board of the Company during the Financial Year 2019-20 (FY20) including their attendance in Board Meetings and in the last Annual General Meeting, the number of Boards and Board's Committees they are involved in as on March 31, 2020 are presented below:

Name of Director & DIN	Designation	Category	Attendance Particulars			No. of Directorships in other Indian Companies*	No. of Memberships/ Chairpersonships in other Board's Committees**	
			No. of Board Meetings under tenure		Last AGM			
			Held	Attended			Member	Chairperson
Mr. Rajendra S Pawar (00042516)	Chairman	Promoter & Non-Executive Director	9	9	Yes	-	-	-
Mr. Vijay K Thadani (00042527)	Vice Chairman & Managing Director	Promoter & Executive Director	9	9	Yes	4	-	-
Mr. P Rajendran (00042531)	Joint Managing Director	Executive Director	9	8	Yes	5	-	-
Mr. Anand Sudarshan (00827862)	Director	Independent Director	9	9	Yes	2	1	-
Ms. Geeta Mathur (02139552)	Director	Independent Director	9	8	Yes	8	9	4
Mr. Ravinder Singh (08398231)	Director	Independent Director	9	7	Yes	1	1	-
Mr. Ashish Kashyap*** (00677965)	Director	Independent Director	7	5	Yes	-	-	-

* Directorships do not include private companies, companies incorporated under Section 8 of the Act and companies incorporated outside India.

** Board's Committee for this purpose includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies.

*** Appointed as Independent Director of the Company w.e.f. June 1, 2019.

CORPORATE GOVERNANCE REPORT (Contd..)

Pursuant to Part C of Schedule V of the Listing Regulations, details of Directorship in other listed entity and their category of directorship as on March 31, 2020, are mentioned below:

S. No.	Name of Director	Company	Category of Directorship
1.	Mr. Rajendra S Pawar	-	-
2.	Mr. Vijay K Thadani	-	-
3.	Mr. P Rajendran	-	-
4.	Mr. Anand Sudarshan	-	-
5.	Ms. Geeta Mathur	JTEKT India Limited	Independent Director
		Motherson Sumi Systems Limited	Independent Director
		IIFL Finance Limited	Independent Director
		Info Edge (India) Limited	Independent Director
		IIFL Wealth Management Limited	Independent Director
6.	Mr. Ravinder Singh	-	-
7	Mr. Ashish Kashyap	-	-

The Board's role, functions, responsibilities and accountability are clearly defined. The Board is provided with all requisite information as required for effective discharge of its duties and informed decision making, including information as required under the Listing Regulations and the Act. In addition to its primary role of monitoring corporate performance, the function of the Board, inter alia, include:

- Articulating the corporate philosophy and mission;
- Formulating strategic plans;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against strategic plans including overseeing operations;
- Ensuring ethical behaviour and compliance with laws and regulations;
- Reviewing and approving borrowing/lending, investment limits and exposure limits etc.;
- Keeping Shareholders informed about plans, strategies and performance; and
- Maximizing stakeholders' value.

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

PI & Associates, Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed herewith as **"Annexure – A"**.

BOARD MEETINGS

There were nine (9) Board Meetings held during FY20 (April 06, 2019, May 25, 2019, June 10, 2019, July 16, 2019, August 10, 2019, October 24, 2019, February 05, 2020, February 19, 2020 and March 28, 2020) and gap between two meetings did not exceed one hundred and twenty (120) days. The requisite quorum was present in all the meetings.

The Company holds at least four Board Meetings in a year, with a maximum time gap of one hundred and twenty days between two meetings, inter alia, to review the Financial Results. Besides these, additional Board Meetings are convened as per business needs of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation, if required. All Directors on the Board are free to suggest any item for inclusion in the agenda for consideration of the Board.

During the year, the Board was provided with all relevant information required for its consideration and conduct of business including those mentioned in Part A of Schedule II of Listing Regulations, as applicable.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the applicable provision of the Act and Listing Regulations, a separate meeting of the Independent Directors was held on March 31, 2020 to review the performance of Non-Independent Directors, Chairman and the Board as a whole. All the Independent Directors were present at the meeting. The Independent Directors reviewed the quality, content and timeliness of the flow of information between the Management, the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

BOARD'S COMMITTEE

The Board has constituted following Committees in accordance with the requirements of applicable provisions of the Act and Listing Regulations:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

CORPORATE GOVERNANCE REPORT (Contd..)

Details on composition of these Committees as on March 31, 2020 are given hereunder:

Name of the Directors	Category	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee**
Mr. Rajendra S Pawar	Non-Executive	-	Member	-	Member
Mr. Vijay K Thadani	Executive	Member	-	Member	Member
Mr. P Rajendran	Executive	-	-	-	-
Mr. Anand Sudarshan	Independent	Member	Chairperson	Chairperson	Member
Ms. Geeta Mathur	Independent	Chairperson	Member	-	-
Mr. Ravinder Singh	Independent	Member	Member	Member	Chairperson
Mr. Ashish Kashyap*	Independent	-	-	-	-

* Appointed as Independent Director w.e.f. June 01, 2019.

** Ms. Geeta Mathur was member/chairperson up to October 23, 2019 and Mr. Ravinder Singh became member/chairperson w.e.f. October 24, 2019.

In addition, the Board has also constituted the following Committees of the Directors for efficient and quick decision-making on the affairs of the Company:

a) The Operations Committee, to approve the opening/ closing of bank accounts, modification in operation of bank accounts, grant of power of attorney/ authorization and such other operational matters.

b) The Share Allotment Committee, to approve allotments, splits, consolidations, dematerialisations, rematerialisations and issue of new and duplicate share certificates.

c) The Debenture Allotment Committee, to approve the matters related to issue and allotment of Debentures and matters related thereto, if any.

d) The Borrowing Committee, to approve the borrowing upto prescribed limits on behalf of the Company.

The aforesaid committees also deal with any other matter, as may be assigned by the Board from time to time. Further, the Board may also constitute Committee for specific purpose, as and when required.

The Company Secretary acts as Secretary to these Committees.

Audit Committee

The Company has a qualified and Independent Audit Committee in accordance with Regulation 18 of Listing Regulations and Section 177 of the Act and other applicable provisions thereto. More than two-third of the members of the Committee are Independent Directors and each member has rich experience in the financial sector. Statutory Auditors, Internal Auditors and Senior Management Personnel of the Company also attend the meetings by invitation. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

The Committee also oversees vigil mechanism, as required by the provisions of the Act and Listing Regulations. Further, the Audit Committee considers such other matters as may be referred by the Board or required under the Act/ Listing Regulations and other applicable provisions for the time being in force.

During FY20, Audit Committee was provided with all relevant information required for its consideration and conduct of business including those mentioned in Part C of Schedule II of Listing Regulations, as applicable.

The particulars of meetings held and attended by members during FY20 are given herein. The requisite quorum was present in all meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Ms. Geeta Mathur	7	6	April 06, 2019 May 24, 2019 July 16, 2019 August 9, 2019 October 23, 2019 February 04, 2020 March 28, 2020
Mr. Vijay K Thadani	7	7	
Mr. Anand Sudarshan	7	7	
Mr. Ravinder Singh	7	7	

Nomination and Remuneration Committee

The Company has a duly constituted Nomination and Remuneration Committee ("the Committee"/"NRC") in accordance with Regulation 19 of Listing Regulations and Section 178 of the Act and other applicable provisions. The Committee is constituted to identify persons who are qualified to become directors or who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, senior management personnel (including key managerial personnel) and other employees and to determine the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out and to review its implementation and compliance. The Committee is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The charter of the Committee is in compliance of the Listing Regulations and the Act.

The particulars of meetings held and attended by members during FY20 are given herein. The requisite quorum was present in all meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Anand Sudarshan	5	5	May 24, 2019 June 10, 2019 July 16, 2019 October 23, 2019 March 28, 2020
Mr. Rajendra S Pawar	5	5	
Ms. Geeta Mathur	5	4	
Mr. Ravinder Singh	5	3	

CORPORATE GOVERNANCE REPORT (Contd..)

Nomination and Remuneration Policy

The Nomination and Remuneration Committee has powers to determine and recommend to the Board, the amount of remuneration, including performance-linked bonus and perquisites, payable to Directors, Senior Management Personnel (including key managerial personnel) and other employees.

The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of guidelines, the Company ensures that remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Act and approved by shareholders. Nomination and Remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Policy is available on the website of the Company and can be accessed through https://www.niit.com/authoring/Documents/New-Disclosures/Nomination%20and%20Remuneration%20Policy.pdf

The Committee also consider the remuneration payable to non-executive directors of the Company.

Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. A separate exercise was carried out to evaluate the performance of the Committees and individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing expert advice to Board. The performance evaluation of Independent Directors was done by the entire Board of Directors. The performance evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Following is the list of core skills/ expertise/ competencies identified by the Board of Directors as required in the context of the Company's business and sector for it to function effectively and those actually available with the Board :

Skills	Description
Leadership	Leadership experience in enterprises, in positions such as MD, CXO - setting goals and with understanding of leading change, practical management of people, products, strategy and industry networking.
Board experience & governance oversight in public companies	Experience in working on boards of listed public companies, involved in governance, leading board committees, addressing shareholder concerns
Financial	Proficiency in understanding financial reporting, making capital allocation decisions, challenging and help optimise complex financial transactions, help to ensure long-term financial health of the company.
Global business	The company's robust growth is dependent on its business in markets outside India - which contributes over 70% of its business and most of its profits. The board shall be competent in governing a structure involving international company entities.
Technology/Talent development industry experience	The company is primarily in the technology business with learning and workforce talent enhancement as main focus areas.
Sales, Marketing & customer service	With the mix of businesses addressed by the company and in the face of competition from global entities, proficiency in sales & marketing directed to enterprises & consumers is an imperative for the board.
Innovation & entrepreneurship	With the continuous rapid changes in technology and customer behaviour, the company needs to be constantly striving for new products/services to be introduced into markets. The ability for innovation and demonstrating a culture of entrepreneurship is necessary right from the board level.
M & A	Board needs to have the competence for advising the management on M&A opportunities brought in by them for inorganic growth of the company at a global level.
Legal, risk & compliance Management	With risks of doing in the environment increasing and the statutory compliance needs getting tighter worldwide, board needs to be proficient in directing checks & balances, internal controls, compliances and audit mechanisms.

In the table below, specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against the member's name does not necessarily mean the members does not possess the corresponding qualification or skill.

Key Board Qualification							
Areas of Expertise	Name of the Board Members						
	R S Pawar	V K Thadani	P Rajendran	Anand Sudarshan	Geeta Mathur	Ravinder Singh	Ashish Kashyap
Leadership	Y	Y	Y	Y	Y	Y	Y
Board experience & governance oversight in public companies	Y	Y	Y	Y	Y		
Financial	Y	Y	Y	Y	Y	Y	Y
Global business	Y	Y	Y	Y		Y	
Technology/Talent development industry experience	Y	Y	Y	Y			Y
Sales, Marketing & customer service	Y	Y	Y	Y		Y	Y
Innovation & entrepreneurship	Y	Y	Y	Y		Y	Y
M & A	Y	Y		Y	Y		Y
Legal, risk & compliance Management	Y	Y	Y	Y	Y	Y	

Stakeholders' Relationship Committee

The Company has a duly constituted Stakeholders' Relationship Committee in accordance with Regulation 20 of Listing Regulations and Section 178 of the Act.

The Committee was constituted to specifically look into various aspects of interest of shareholders and thus strengthen their relationship with the Company. The charter of Stakeholders' Relationship Committee of the Company is in compliance of the Listing Regulations and the Act.

The particulars of meetings held and attended by the members during FY20 are given below:

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Anand Sudarshan	4	4	May 24, 2019 August 09, 2019 October 23, 2020 February 04, 2020
Mr. Vijay K Thadani	4	4	
Mr. Ravinder Singh	4	4	

During FY20, the Company has received requests/ queries/ complaints from Shareholders/Investors relating to non-receipt of declared dividend/ shares certificates /annual report, change of bank account details/address, transfer/ transmission of shares/ rematerialisation/dematerialisation, buyback of equity shares etc. The same were addressed and resolved by the Company. The detail is provided in Shareholders' Information section of this Report. As on March 31, 2020, no complaint was pending for redressal.

Corporate Social Responsibility (CSR) Committee

In compliance with the requirement of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, the Company has constituted a Corporate Social Responsibility Committee (CSR Committee). Mandate of CSR Committee is in compliance with the provisions of the Act and rules thereto. The CSR Policy of the Company has been formulated and recommended by the CSR Committee and approved by the Board of Directors.

REMUNERATION TO DIRECTORS

Executive Directors

Detail of remuneration paid to executive directors for FY20 is as under:

Amount in Rs.

Particulars	Vijay K Thadani	P Rajendran	Total
Salary	18,087,778	12,884,010	30,971,788
Perquisites and allowances	89,777	39,600	129,377
Contribution to Provident Fund, Pension Superannuation, Gratuity, Mediclaim and GTLI premium	5,379,474	3,401,744	8,781,218
Performance-Linked Bonus/ One time special incentive	-	30,000,000	30,000,000
Total	**23,557,029**	**46,325,354**	**69,882,383**

Notes:

- Service Contract of Executive Directors: Until cessation in service.
- Notice period: Six months unless otherwise agreed by the Board.
- Severance fee: None unless otherwise agreed by the Board.
- Remuneration paid is within the limits prescribed under Section 197 read with Schedule V of the Act and approved by shareholders.
- Performance linked bonus for FY 2019-20 not to be paid which they were entitled otherwise, considering covid-19 pandemic.

Non-Executive Directors

The non-executive directors play an important role in the governance of the Company and in advising the Board in critical domains like finance, marketing, remuneration, planning and legal matters. Non-executive directors do not have any pecuniary relationship or transactions with the Company. The non-executive directors are paid sitting fees for attending the meetings of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Company may also decide to pay commission to non-executive directors from time to time (based on the net profits of the Company and within the limits approved by the shareholders) in compliance with the applicable provisions of the Act.

Detail of remuneration paid/ payable to non-executive directors for FY20 is as under:

Amount in Rs

Name of Director	Sitting Fee	Commission	Others#	Total
Mr. Rajendra S Pawar	1,100,000	-	8,577,979	9,677,979
Mr. Anand Sudarshan	1,820,000	2,500,000	-	4,320,000
Ms. Geeta Mathur	1,400,000	2,500,000	-	3,900,000
Mr. Ravinder Singh	1,400,000	750,000	-	2,150,000
Mr. Ashish Kashyap	400,000	750,000	-	1,150,000
Total	**6,120,000**	**6,500,000**	**8,577,979**	**21,197,979**

Remuneration paid pursuant to the approval of the members of the Company at its 36th Annual General Meeting, w.e.f. June 01, 2019.

Mr. Rajendra S Pawar holds 155,000 equity shares as first holder with spouse, 427,326 equity shares as second holder with spouse and 2,527 equity shares as Karta of HUF. 23,280,989 equity shares are held by Mr. Rajendra S Pawar as trustee of Pawar Family Trust.

Mr. Ravinder Singh along with his wife holds 613 equity shares in the Company as first holder and holds 281 equity shares as second holder.

No other non-executive director of the Company holds any share in the Company as on March 31, 2020.

No Stock Option was granted to non-executive directors during FY20.

Re-appointment of Directors

As per the provisions of Section 152 of the Act, Mr. Vijay K Thadani (DIN: 00042527) retires by rotation at the forthcoming Annual General Meeting of the Company, who being eligible, offers himself for re -appointment. The relevant details are provided in Notice to the 37th Annual General Meeting ('AGM').

CORPORATE GOVERNANCE REPORT (Contd..)

The Board, based on the recommendation of NRC, at its meeting held on May 25, 2019 had appointed Mr. Ashish Kashyap as an additional independent director, not being liable to retire by rotation, for a term of three consecutive years commencing from June 1, 2019 to May 31, 2022, which was also approved by the Members of the Company by passing an ordinary resolution at their 36th AGM held on August 13, 2019.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Act and Listing Regulations.

Further, in the opinion of the Board and on the basis of declaration of Independence provided by the Independent Directors, Mr. Anand Sudarshan, Ms. Geeta Mathur, Mr. Ravinder Singh and Mr. Ashish Kashyap fulfil the conditions specified in the Act and Rules made thereunder read with applicable regulations of Listing Regulations, for their appointment as Independent Directors of the Company and are independent of the management.

CODE OF CONDUCT

The Board has laid down a Code of Conduct for all directors and senior management personnel of the Company. The Code of Conduct is available on the Company's website https://www.niit.com/authoring/Documents/Corporate%20Governance/codeofconduct.pdf

The directors and senior management personnel have affirmed compliance with the Code of Conduct for FY20. A certificate by Chief Executive Officer to this effect is annexed to this Report as "**Annexure B**".

PROGRAM FOR INDEPENDENT DIRECTORS

Independent directors of the Company are made aware of their roles and responsibilities at the time of their appointment, through a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The terms and conditions of the appointment are also placed on the website of the Company. All efforts are made to ensure that they are fully aware of the current state of affairs of the Company and the industry in which it operates. The Company extends all support and assistance required in order to facilitate the independent directors to meet /interact with the business heads/ members of the senior management team as and when desired by them. Presentations are made regularly at the meetings of the Board of Directors, the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders' Relationship Committee by the senior management in relation to the performance of the Company, quarterly and annual results, business strategies, business outlook, various policies, review of internal audit and risk management framework, operations of the Company and its subsidiaries, its business model and strategy, amendments in applicable laws etc. The calendar of Board and Committee Meetings of the Company is scheduled in advance and appropriate notice is served for convening Board and committees Meeting. The minutes of the meetings of various Committees of the Company and minutes of Board Meetings of subsidiary companies are periodically circulated to the Board. All the relevant developments relating to the Company are informed to the Board as and when deemed necessary. Detailed Familiarization Program imparted to Independent Directors is available on Company's website https://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf

CEO AND CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statements for the financial year ended on March 31, 2020 present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this Report as "**Annexure C**".

GENERAL MEETINGS

Detail of the last three Annual General Meetings (AGM) is given hereunder:

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2018-19	Tuesday, August 13, 2019 at 9.00 a.m.	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	• Re-appointment of Mr. Anand Sudarshan as an Independent Director for a second term of five consecutive years with effect from April 01, 2019 to March 31, 2024. • Re-appointment of Ms. Geeta Mathur as an Independent Director for a second term of five consecutive years with effect from April 01, 2019 to March 31, 2024. • Payment of Additional Remuneration to Mr. Rajendra Singh Pawar, Non-executive Director and Chairman of the Company.
2017-18	Friday, September 28, 2018, 10.00 a.m.	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	• Re-appointment of Mr. Vijay K Thadani, Vice –Chairman and Managing Director of the Company. • Re-appointment of Mr. P Rajendran, Joint Managing Director of the Company.
2016-17	Friday, September 22, 2017, 10.00 a.m.	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	• Payment of Remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company, for his remaining tenure in the event of inadequacy of profit or no profit. • Payment of Remuneration to Mr. P Rajendran, Joint Managing Director of the Company, for his remaining tenure in the event of inadequacy of profit or no profit. • Payment of commission to Non-executive Directors of the Company.

Book closure/Record dates:

2019-20- August 01, 2019 to August 13, 2019, both days inclusive (for Dividend for FY19)

2019-20- March 03, 2020 (Record Date for Interim Dividend for FY20)

2018-19– N.A.

2017-18– N.A.

No extra-ordinary general meeting was held during the last three years.

General Meeting convened by National Company Law Tribunal

Pursuant to the Order dated July 28, 2017 by the National Company Law Tribunal (Tribunal), the meeting of equity shareholders of the Company was held as per details mentioned below:

Day, Date & Time	Location	Resolution passed with requisite Majority
Saturday, September 16, 2017, 10.00 am	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	To approve the Scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with the Company as per the Provisions of Sections 230-232 and any other applicable provisions of the Act.

Special Resolution passed through Postal Ballot

During the financial year 2019-20, the members of the Company approved following matter by passing Special Resolution through Postal Ballot:

The members approved a Special Resolution under section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 on Thursday, October 3, 2019 permitting the Company to buyback 26,800,000 (Twenty Six Million and Eight Hundred Thousand) fully paid-up equity shares of face value of Rs.2 each ("equity shares"), representing up to 15.998% of the issued and paid-up equity share capital of the Company as on June 30, 2019, on a proportionate basis from the eligible shareholders holding equity shares as on the record date, by way of Tender Offer Mechanism for acquisition of shares through stock exchange under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 at a price of Rs.125 (Rupees One Hundred and Twenty Five only) per equity share for an aggregate amount of up to Rs.3,350 million (Rupees Three Thousand Three Hundred and Fifty Million only) excluding fees, expenses and taxes. Mr. Nityanand Singh, Practising Company Secretary (Membership No. FCS – 2668), was appointed as Scrutinizer to conduct the postal ballot process in a fair and transparent manner. The summary of voting results is as follows:

Particulars	No. of votes cast			% of Total Votes cast
	Ballot	E-Voting	Total	
In favour of the resolution	666,947	95,926,734	96,593,681	99.95
Against the resolution	0	3,148	3,148	0.05
Total	**666,947**	**95,929,882**	**96,596,829**	**100.00**

Procedure for Postal Ballot:

After receiving the approval of the Board of Directors, Notice of Postal Ballot including the Resolution and Explanatory Statement, relevant documents, Postal Ballot forms and self-addressed envelopes were sent to the shareholders to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. E-voting facility was made available to all the shareholders and instructions for the same were specified under the heading "the process and manner for E-voting" in the Postal Ballot Notice. E-mails were sent to the shareholders whose e-mail were available with the depositories and Company along with Postal Ballot Notice Ballot Form. After the last day for receipt of ballots / e-voting, the Scrutinizer, after due verification, submitted the results to the Chairman. Thereafter, the Company Secretary, as authorised by the Chairman, declared the results of the Postal Ballot. The same was published in the Newspapers and displayed on the Company's website and Notice Board and also submitted to the Stock Exchanges.

There is no immediate proposal for passing any resolution through Postal Ballot in the Financial Year 2020-21.

DISCLOSURES

a) **Related Party Transactions**

The Company's related party transactions are generally with its subsidiary companies and associate company. The related party Transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered by the Company during the FY 20 with related parties were in its ordinary course of business and on an arm's length basis. The same are reported under notes to the financial statements.

All related party transactions are regularly/ periodically reviewed and approved / ratified by the Audit Committee/ Board, as applicable. For details, please refer Note No. 31 of the Standalone financial statement of the Company.

b) **Total Fees to Statutory Auditor (Pursuant to Part C of Schedule V of the Listing Regulations)**

The total fees for all services paid by the Company and its subsidiaries on consolidated basis to M/s. S. R. Batliboi & Associates LLP, Statutory Auditors of the Company and all entities in the network firm/ network entity of which the statutory auditors are a part, aggregated to Rs. 25.72 mn.

c) **Compliance**

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital market during the last three years. No penalty or stricture was imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority(ies) during the financial year.

d) **Vigil Mechanism / Whistle Blower Policy**

In view of the requirement of Section 177 of the Act and Regulation 22 of Listing Regulations, the Company has a Whistle Blower Policy duly approved by the Audit Committee to report the concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Directors or any

Official of the Company may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee.

e) **Risk Management**

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Company in its Audit Committee and Board Meeting and at various levels reviews the risk and recommends the risk mitigation mechanism for business of the Company. Detailed note on risk & concern is provided in the Management Discussion and Analysis, forming part of Board's Report.

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

There was no fresh public issue/right issue/ preferential issues etc. during FY20.

g) **Inter-se relationship between Directors**

None of the directors of the Company are related to each other.

h) **The following Policies are available on the Company's website:**

- Policy on determining Material Subsidiaries – https://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Determination%20of%20Material%20Subsidiaries.pdf
- Policy on related party transactions-https://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Determination%20of%20Material%20Subsidiaries.pdf
- Policy on Corporate Social Responsibility-https://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf
- Archival Policy- https://www.niit.com/authoring/Documents/Other%20Disclosures/Archival%20Policy%2023.01.2018.pdf
- Policy on determination of material/price sensitive information-https://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Determination%20of%20Materiality.pdf
- Vigil Mechanism / Whistle Blower Policy – https://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf
- Dividend Distribution Policy – https://www.niit.com/authoring/Documents/New-Disclosures/Dividend%20Distribution%20Policy.pdf

COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS

A. **Mandatory Requirements**

The Company has complied with all mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

B. **Non-mandatory Requirements**

The Company continues to comply with the following discretionary requirements of Regulation 27(1) of the Listing Regulations:

a) **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.

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 full financial statement along with Board's Report and Auditors' Report to all the shareholders every year. These are also posted on Company's website i.e. www.niit.com

c) **Modified Opinion(s) in Audit Report:**

The Company continued to have its financial statements with unmodified audit opinion (for both standalone and consolidated) for the financial year ended on March 31, 2020

d) **Separate posts of Chairperson and CEO:**

During the year 2019-20, the Company continued to have separate persons in the post of Chairperson and CEO.

e) **Reporting of Internal Auditor:**

The Internal Auditor of the Company reports to the Audit Committee.

C. **Code for Prevention of Insider Trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), Policy for procedure of enquiry in case of leak of UPSI and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (NIIT Code of Conduct). The said Code(s) lay down guidelines for fair disclosure of UPSI and advises the persons covered under the Code(s) on procedures to be followed and disclosures to be made, while dealing with shares of NIIT and cautioning them of the consequences of violations. The NIIT Code of Conduct is available on Company's website-

https://www.niit.com/authoring/Documents/New-Disclosures/Code%20of%20Conduct%20to%20Regulate%2C%20Monitor%20and%20Trading%20by%20Designated%20Persons.pdf

D. **Accounting Treatment in preparation of Financial Statement:**

These consolidated financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the consolidated financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million, within two decimals, except per share data and unless stated otherwise.

E. **Statutory Compliance**

The Company has a system in place whereby Chief Executive Officer/Chief Financial Officer/Compliance Officer provides Compliance Certificate to the Board of Directors based on the confirmations received from concerned persons/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 including trade names/service marks/ trademarks/ patents/ copyrights, etc. belonging to the Company.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has set up an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. As on March 31, 2020, the Committee comprised the following members:

Ms. Susmita Pruthi, SusmitaP@niit.com, Presiding Officer

Ms. Rakhi Sharma, Rakhi.Sharma@niit.com, Member

Ms. Suja Ajith, SujaA@niit.com, Member

Ms. Jaya Chakravarti, Jayac@niit.com, Member

Mr. Arjun Shankar, ArjunS@niit.com, Member

Mr. Deepak Bansal, Deepak.bansal@niit.com, Member

Ms. Sadhana Chopra/Ms. Gayatri Prakash, Members (nominated by Sakaar Outreach, NGO)

Employees are sensitised at regular intervals through structured training program and mailers.

During the financial year 2019-20, one complaint was received and disposed off. No complaint was pending at the beginning or at the end of the financial year.

MEANS OF COMMUNICATION

a. The quarterly / half yearly / annual results during the year were published in one national English and one regional Hindi Newspapers having wide circulation and displayed on the website of the Company https://www.niit.com/india/training/investors/Pages/investor-information.aspx Official news releases, Financial Results, Consolidated news releases, consolidated financial highlights and presentations etc. are also displayed at the Company's website. The same were also submitted with Stock Exchanges where equity shares of the Company are listed.

b. During the financial year 2019-20, the Company published its financial results in the following newspapers:

Financial Results	Newspapers	Date of publication
Audited Financial Results for the quarter/year ended March 31, 2019	Financial Express (English) & Jansatta (Hindi)	May 26, 2019
Audited Financial Results for the quarter ended June 30, 2019	Financial Express (English) & Jansatta (Hindi)	August 11, 2019
Unaudited Financial Results for the quarter ended September 30, 2019	Financial Express (English) & Jansatta (Hindi)	October 25, 2019
Unaudited Financial Results for the quarter ended December 31, 2019	Financial Express (English) & Jansatta (Hindi)	February 06 , 2020

c. Quarterly Investor's teleconferences and press conferences were held on May 25, 2019, August 10, 2019, October 24, 2019 and February 05, 2020 for the Investors of the Company immediately after the declaration of quarterly/ annual financial results. All official press releases, presentations to analysts and institutional investors are also available on the Company's website. In addition to uploading the same on the website of the Company, the press releases/ presentations are sent to the Stock Exchanges for dissemination.

d. The management perspective, business review and financial highlights are part of the Annual Report.

e. The quarterly shareholding patterns are also displayed on the Company's website, as sent to the Stock Exchanges.

SHAREHOLDERS' INFORMATION

a. **Company Registration Details**

The Company's Corporate Identity Number (CIN) is L74899DL1981PLC015865.

b. **Annual General Meeting (AGM)**

Date: September 22, 2020, Time: 4.00 p.m. IST

Venue: The meeting will be conducted through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and other relevant circulars and notifications from time to time as may be applicable. The deemed venue for the AGM shall be the Registered Office of the Company.

c. **Financial Year**

April 01, 2020 to March 31, 2021

Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2020	By August 14, 2020
Financial reporting for the second quarter ending September 30, 2020	By November 14, 2020
Financial reporting for the third quarter ending December 31, 2020	By February 14, 2021
Financial reporting for the quarter/year ending March 31, 2021	By May 30, 2021
Annual General Meeting for the year ending March 31, 2021	By September 30, 2021

d. **Dividend**

The Board of Directors, on February 19, 2020, declared interim dividend of Rs. 8/- per equity share (face value of Rs. 2/- each) for the Financial Year ended March 31, 2020. The interim dividend was paid to shareholders whose names were on the register of members as on March 3, 2020 being the record date fixed for this purpose.

Further, the Board of Directors has also recommended a final dividend of Rs. 2/- per equity share (face value of Rs. 2/- each), for the Financial Year ended March 31, 2020 for the approval of the Members at the ensuing AGM. The final dividend, if approved, will be paid (subject to deduction of tax at souce, as applicable) within 30 days of AGM, as per the provisions of the Companies Act, 2013. The dividend will be paid to those members whose names will 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 2, 2020.

e. **Book Closure Date**

Thursday, September 3, 2020 to Saturday, September 5, 2020 (both days inclusive)

f. **Listing of Equity Shares**

The Equity Shares of the Company are listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fees for the financial year 2020-21 has been paid to the both Stock Exchanges.

g. **Stock Code**

Trading symbol on NSE	NIIT LTD
Trading symbol on BSE (Scrip Code)	NIIT (500304)
ISIN No. of Equity Shares at NSDL/CDSL	INE 161A01038

h **Stock Market Data**

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE and NSE from April 1, 2019 to March 31, 2020 and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

Share price movement:

Month	BSE				NSE			
	Sensex #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs Mn)	Nifty #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-19	39032	116.90	87.20	17,689	11748	116.85	87.20	17,680
May-19	39714	110.10	97.65	17,606	11923	110.35	97.50	17,681
Jun-19	39395	107.55	102.35	17,237	11789	107.85	102.40	17,262
Jul-19	37481	106.50	87.65	15,160	11118	106.60	87.65	15,168
Aug-19	37333	101.00	83.30	15,351	11023	100.80	84.40	15,393
Sep-19	38667	97.40	83.90	15,320	11474	97.00	83.45	15,337
Oct-19	40129	99.75	74.00	16,528	11877	99.80	74.00	16,536
Nov-19	40794	109.70	95.90	17,824	12056	109.80	95.55	17,832
Dec-19	41254	108.80	92.60	13,259	12168	108.45	92.50	13,266
Jan-20	40723	115.55	91.20	13,896	11962	112.50	91.10	13,896
Feb-20	38297	114.60	93.40	14,059	11202	114.80	93.05	14,059
Mar-20	29468	96.40	53.55	11,611	8598	94.00	54.00	11,632

*Market Capitalization as per closing price of the month; Company data for Dec-19 & onwards is post buyback of equity shares

Month end closing data.

Source: BSE/NSE Website

Performance of the Share Price of the Company in Comparison to Indices:

Stock Price/ Index	As on March 31, 2019	As on March 31, 2020	% Increase/ (Decrease)
NIIT Limited*	90.35	82.05	(9.19)
Nifty IT	15,628.20	12,763.65	(18.33)
Nifty 50	11,623.90	8,597.75	(26.03)
S&P BSE Sensex	38,673	29,468.49	(23.80)

*Closing price per share in Rs. at BSE/ March 31, 2020 is post buyback of equity shares; Source: BSE/NSE website

i. **Unclaimed/Unpaid Dividend**

Pursuant to Section 124 of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the unclaimed/unpaid dividend for the Financial Year ended on March 31, 2012, has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the financial year.

In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company had also transferred 37,799 equity shares of Rs.2/- each to the IEPF Account [on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of August 01, 2019] after following the prescribed procedure. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Further, the Company shall transfer the unpaid/ unclaimed dividend for financial year 2012-13, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF Account after July 31, 2020 (as per due date for transfer). As on March 31, 2020, the amount outstanding in unclaimed dividend account for the financial year 2012-13 is Rs. 1,988,571/-.

In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account with reference to the due date of July 31, 2020. In this regard, the Company has informed the concerned shareholders separately and also published notice in the newspapers as per IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: https://www.niit.com/india/training/investors/Pages/investor-information.aspx

Members, whose shares and unclaimed dividends have been transferred to IEPF Account/IEPF, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5. The claim can be made only once in a financial year for all unclaimed/unpaid dividend and share transferred to IEPF Accounts. Please ensure submission of claim documents, complete in all respect alongwith relevant documents in respect of claim, so as to avoid any rejection by appropriate authorities.

The process for claim is also available on the website of the Company and the same can be accessed through the link: https://www.niit.com/india/training/investors/Pages/investor-information.aspx

j Unclaimed Shares

As per SEBI Circular CIR/CFD/DIL/10/2010 dated December 16, 2010 read with Clause 5A of the erstwhile Listing Agreement, the Company had opened Unclaimed Suspense Account i.e. "NIIT Limited - Unclaimed Suspense Account" with Alankit Assignments Limited and the unclaimed shares lying with the Company were dematerialized and credited to "NIIT Limited - Unclaimed Suspense Account". The voting rights on these shares shall remain frozen till the rightful owners of such shares claims the shares. The status of unclaimed shares as per Regulation 39 of Listing Regulations for the year ended March 31, 2020 is as under:

S. No.	Particulars	No. of Shareholders	No. of Shares
i.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the beginning of the year	14	8300
ii.	Number Of shareholders who approached for transfer of shares from Unclaimed Suspense Account during the year	1	840
iii.	Number of shareholders to whom Shares were transferred from Suspense Account during the year	1	840
iv	Number of shareholders whose shares were transferred from Unclaimed Suspense Account to IEPF Account during the year	2	652
v.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the end of the year	11	6808

k. Nomination Facility

The Act provides for a nomination facility to the shareholders of a company. The Company is pleased to offer the facility of nomination to shareholders, who may avail this facility by sending the duly completed form to the Registered Office of the Company/ Registrar and Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain a copy of the said form from the Registered Office of the Company or can download it from the website of the Company at https://www.niit.com/authoring/Documents/Investors%20Form/NIIT-NF.pdf In case of demat holdings, the request may be submitted to the Depository Participant.

l. Compliance Certificate

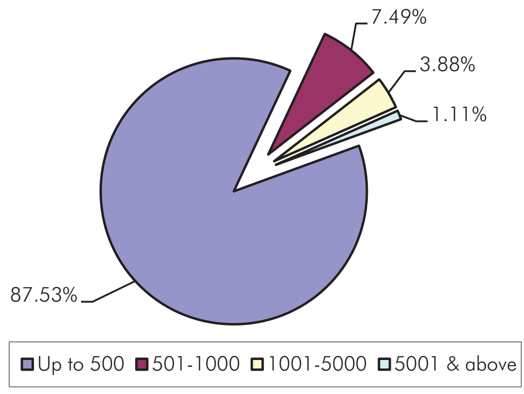
Certificate obtained from the Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in Part E of Schedule V of the Listing Regulations, is annexed to this Report as **"Annexure D"**.

m. Detail of distribution of shareholding of the equity shares of the Company, by size and ownership as on March 31, 2020, is given hereunder:

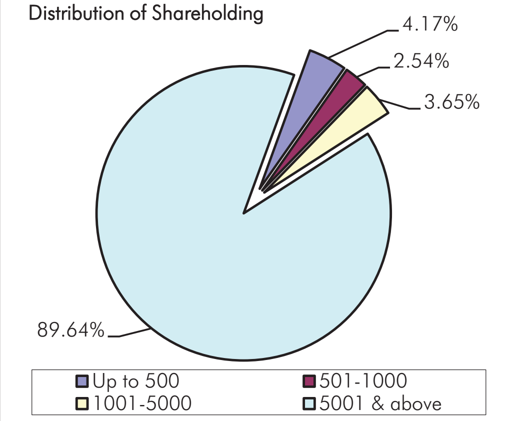
Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to 500	53687	87.53	5,898,876	4.17
501-1000	4596	7.49	3,597,334	2.54
1001-5000	2377	3.88	5,158,564	3.65
5001 & above	679	1.11	126,853,627	89.64
TOTAL	**61339**	**100.00**	**141,508,401**	**100.00**

CORPORATE GOVERNANCE REPORT (Contd..)

Distribution of Shareholders



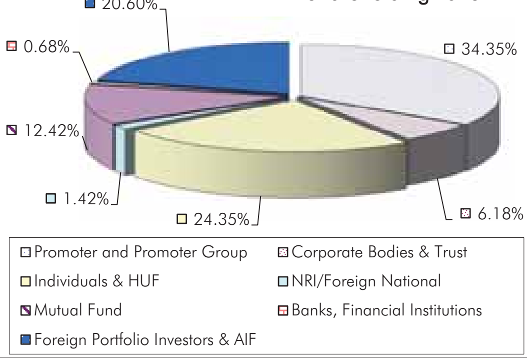
Distribution of Shareholding



Shareholding Pattern as on March 31, 2020:

Category	No. of Shares held (face value of Rs.2/- each)	% of total shareholding
Promoter and Promoter Group	48,604,637	34.35
Corporate Bodies & Trust	8,749,926	6.18
Individuals & HUF	34,463,401	24.35
NRI/Foreign National	2,011,320	1.42
Mutual Fund	17,570,891	12.42
Banks, Financial Institutions	962,458	0.68
Foreign Portfolio Investors & AIF	29,145,768	20.60
Grand Total (A+B+C)	**141,508,401**	**100.00**

Shareholding Pattern



n. **Details of requests/queries/complaints received and resolved during the Financial Year 2019-20**

Nature of Query/ Complaint	Request/ queries received	Complaints received	Resolved	Unresolved
Buy back offer related queries	46	-	46	-
Change of address	8	-	8	-
Change of bank details	20	-	20	-
Change of name on share certificate	4	-	4	-
Consolidation of share certificate	1	-	1	-
Legal matter, shares in legal dispute	1	-	1	-
Non receipt of buy back letter of offer (LoF) / proceeds*	-	104	104	-
Non receipt of dividend	-	6	6	-
Request for annual report	110	-	110	-
Request for bonus shares	5	-	5	-
Request for dividend warrant correction	160	-	160	-
Request for duplicate share certificates	11	-	11	-
Request for share transferred to IEPF Ac	34	-	34	-
Share certificates lodged for transfer/transmission	5	-	5	-
Miscellaneous	22	-	22	-
Grand Total	427	110	537	-

* Complaints primarily comprises of non-receipt of LOF / non-receipt of consideration for Buyback, which was already paid by the Company through stock exchange mechanism.

There was no complaint pending at the beginning of the year. During the financial year, the Company responded 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 complaint pending at the end of the financial year.

CORPORATE GOVERNANCE REPORT (Contd..)

o. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

As on date there are no outstanding warrants / bonds/ other instruments (except Stock Options granted under NIIT ESOP-2005, the details of which are given in Board's Report) which are convertible into equity shares.

p. Commodity price risk or foreign exchange risk and hedging activities:

During the financial year 2019-20, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Notes No. 12 and 26 of the financial statement (Standalone) of the Company.

q. Dematerialisation of Equity Shares and Liquidity

The equity shares of the Company are compulsorily traded in dematerialised form on NSE and BSE. The Company has arrangements with both the NSDL and CDSL to establish electronic connectivity of its shares for scrip less trading. As on March 31, 2020, 99.74% shares of the Company were held in dematerialised form. The physical shareholders are advised to get their physical shareholding in demat form, as no transfer of physical share is allowed from April 1, 2019.

r. Consolidation of multiple folios

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

s. Share Transfer System

The Company has appointed a common Registrar for the physical share transfer and dematerialisation of shares i.e.

Alankit Assignments Limited
Unit-NIIT Limited, Alankit House,
4E/2, Jhandewalan Extension, New Delhi-110 055,
Tel Nos. : +91 11 4254 1234 & 4254 1960.
Fax: +91 11 2355 2001,
E-Mail: rta@alankit.com.

The shares lodged for physical transfer/ transmission/ transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. During the financial year under review, the Committee met 10 times. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains, from a Company Secretary in Practice, half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

t. Compliance Officer

Mr. Deepak Bansal, Company Secretary is the Compliance Officer of the Company.

u. Designated email-ID:

The Company has designated an email-ID "investors@niit.com" exclusively for Shareholders and Investors to correspond with the Company.

v. During the year, no security of the Company was suspended from trading.

w. Address for Correspondence

The shareholders may send their communication/ suggestions/ grievances /queries related to the Company to:

The Company Secretary
NIIT Limited
Investor Services
Registered Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019, India
Tel Nos. : +91 11 4167 5000
Fax: +91 11 4140 7120
E-Mail: investors@niit.com

x. Plant Locations

In view of the nature of the Company's business, the Company operates from various offices worldwide.

The Corporate Governance Report was adopted by the Board of Directors at its meeting held on June 4, 2020 as a part of Board's Report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NIIT Limited** having CIN: L74899DL1981PLC015865 and having registered office at 8, Balaji Estate, 1st Floor, Guru Ravi Das Marg, Kalkaji, New Delhi- 110019 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name of Director	Date of Appointment in Company*
1	00042516	Mr. Rajendra Singh Pawar	02/12/1981
2	00042527	Mr. Vijay Kumar Thadani	02/12/1981
3	00042531	Mr. Parappil Rajendran	01/05/1990
4	00827862	Mr. Anand Sudarshan	11/10/2013
5	02139552	Ms. Geeta Mathur	01/04/2014
6	08398231	Mr. Ravinder Singh	29/03/2019
7	00677965	Mr. Ashish Kashyap	01/06/2019

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109B000283734

Date: May 26, 2020
Place: New Delhi

Annexure B

Certificate relating to compliance with the Code of Conduct by Board Members and Senior Management Personnel

[Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This is to certify that as per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

i. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.

ii. The Code of Conduct has been posted on the website of the Company.

iii. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year 2019-20.

Place: Gurugram
Date : June 4, 2020

Sapnesh K Lalla
Chief Executive Officer

Certificate by Chief Executive Officer and Chief Financial Officer
[Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi- 110019

We hereby certify that for the Financial Year 2019-20:

1. We have reviewed the financial statements and the cash flow statement for the year 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 2019-20 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:

   - Significant changes, if any, in internal control over financial reporting during this year;
   - Significant changes, if any, in accounting policies during this year and that the same have been disclosed in the notes to the financial statements; and
   - 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.

Place: Gurugram
Date: June 4, 2020

Sapnesh K Lalla
Chief Executive Officer

Amit Roy
Chief Financial Officer

Annexure D

Certificate on Corporate Governance

To,
The Members
NIIT Limited

1. We have examined the compliance of the conditions of Corporate Governance by NIIT Limited ("Company"), for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").
2. The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance stipulated in SEBI Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Nitesh Latwal
Partner
ACS No.: A32109
C P No.: 16276
UDIN: A032109B000283723

Date: May 26, 2020
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of NIIT Limited ("the Company"), which comprise the Balance sheet as at March 31, 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Revenue recognition and Recoverability from trade receivables (Refer to the summary of significant accounting policies in point 2(d) and 2(l) and the disclosure in note 15 and note 6(iv) of the standalone Financial Statements)</td></tr>
<tr><td>The Company derives significant portion of its revenue from long-term and fixed price projects. Estimation of effort is a critical estimate to determine revenues for fixed price contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues and deferred revenues.

In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a key audit matter.

Further, the Company has significant amount of accounts receivables of Rs. 1,069.76 Mn in the balance sheet. The Company has determined the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions, while considering possible impact from the COVID-19 pandemic. We focused on this risk as the balances are material and there are significant judgments involved in assessing recoverability of trade receivables and calculating the expected credit losses.</td><td>We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition and accounts receivable process.

We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions. We have:
• Assessed the Company's accounting policies relating to revenue recognition;
• Checked the revenue recognition from fixed price contracts by reading the supporting documents including inspection of contracts / statement of work/purchase orders from customers and documents evidencing delivery, on a test check basis;
• Checked, pre and post year end, sample of revenue recognized and agreed with the supporting documents;
• Circulated the confirmations for outstanding account receivables on sample basis on year end, and performed alternate procedures for the confirmations not received;
• Checked the subsequent collection made from the accounts receivables and inquired of management for the reasons of any long outstanding amounts and correspondences with the customers;
• Checked the calculation of expected credit loss model, based upon the past trend and forward looking scenarios;
• Evaluate the credit risk profile of the customers on sample basis using external information available;
• Tested the journal entries impacting revenue, using data extracted from the accounting system, made in the preparation of the Standalone Ind AS financial statements;
• Checked the Standalone Ind AS financial statement disclosures in this regard.</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Impairment of Investments (Refer to the summary of significant accounting policies in point 2(j) and the disclosure in note 6 (i) & (ii) of the standalone Financial Statements)	
Annually, the management assesses the existence of impairment indicators for each non-current investment and in case of occurrence, such investments are subjected to an impairment test. As at the reporting date, the Company has investments in certain subsidiaries, of which, the management has identified impairment indicators such as net worth erosion and loss in the current year, in respect of certain investments in subsidiaries. Accordingly, investments have been tested for impairment as at year end in accordance with Indian Accounting Standard ('Ind AS') 36, "Impairment of Assets". Based on the management's assessment, an impairment provisions of Rs. 688.20 Mn has been recorded in the books as at the year end. In consideration of the judgments required in particular with reference to the forecast of cash flows and the assumptions used in estimating the value-in-use of these subsidiaries, we have identified this matter to be a key audit matter.	Our audit procedures included the following: • Assessed the Company's valuation methodology applied in determining the recoverable amount; • Assessed the assumptions used in determining cash flow forecasts, discount rates, expected growth rates and terminal growth rates used; • Involved our internal valuation specialist to evaluate the adequacy of the assumptions used in impairment analysis; • Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance; • Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used; • Discussed potential changes in assumptions as compared to previous year / actual performance with management in order to evaluate the inputs and assumptions used in the cash flow forecasts ; • Tested the arithmetical accuracy of the models; • Checked the financial statement disclosures in this regard.
Impairment of Intangible Assets and Goodwill (Refer to the summary of significant accounting policies in point 2(r) and the disclosure in note 5 of the Standalone Financial Statements)	
Annually, the management assesses the impairment of internally generated intangible assets for each cash generating Unit (CGU) and goodwill for an impairment test. As at the reporting date, the Company has internally generated intangible assets (including intangible assets under development) for which management has evaluated future economic benefits in accordance with Indian Accounting Standard ('Ind AS') 36, "Impairment of Assets". In view of the COVID-19 pandemic, the management has reassessed its future business plans and key assumptions as at March 31, 2020 while assessing the adequacy of impairment provision. In consideration of the judgments required in particular with reference to the forecast of CGU cash flows and the assumptions used in estimating the value-in-use of these intangibles and Goodwill, we have identified this matter to be a key audit matter.	Our audit procedures included the following: We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth. We have • Assessed the Company's valuation methodology applied in determining the value in use; • Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance; • Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used; • Checked the Standalone Ind AS Financial Statement disclosures in this regard.
Recoverability of Deferred Tax Assets (Refer to the summary of significant accounting policies in point 2 (g) and the disclosure in note 7 of the Standalone Financial Statements)	
The Company has recognized Deferred Tax assets of Rs. 198 Mn on timing differences. There is inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized. The analysis of the recoverability of such deferred tax assets has been identified as a key audit matter because the assessment process involves judgement regarding the future profitability and the likelihood of the realization of these assets, in particular whether there will be taxable profits in future periods that support the recognition of these assets. In consideration of the judgments required in particular with reference to the estimation of future taxable income, we have identified this matter to be a key audit matter.	• Checked management's calculation of the Deferred tax assets and the key assumptions used. • Checked the basis for estimating projected future profits and evaluated the assumptions used by management in these profit forecasts. • Performed sensitivity analysis on projections used for determining future taxable income to understand and challenge the key assumptions used by management. • Checked the Standalone Ind AS Financial Statement disclosures in this regard.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

As more fully described in note 37 of Ind AS standalone financial statements, the comparative financial statements of the Company for the corresponding year included in the financial statement have been restated to give the effect to the adjustments arising from the Business Combination of NIIT Institute of Process Excellence and NIIT Yuva Jyoti Limited, wholly owned subsidiaries of the Company, with the Company. Further, the current year financial statements, of such subsidiaries upto the period described in aforesaid note have also been audited by another auditors. The independent auditor's reports on financial statements of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of such subsidiaries are based solely on the report of such auditors and procedures performed by us as stated in paragraph basis of opinion above.

INDEPENDENT AUDITOR'S REPORT Contd..

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

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

   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

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

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 28 to the standalone Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were 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 Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACL8077

Place: Gurugram
Date: June 04, 2020

ANNEXURE-1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENT OF NIIT LIMITED

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

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

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

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.

(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, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made guarantees and securities 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) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, related to the educational services and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities 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, cess and other statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, value added tax, goods and service tax, cess and other applicable 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 of income tax, works contract tax, sales tax and value added tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.in Mn)	Period to which the amount relates	Forum where the dispute is pending
Andhra Pradesh General Sales Tax Act, 1957	Works contract tax	31.32	2002-2005	Supreme Court of India
Central Sales Tax Act, 1956	Sales Tax	44.57*	2005-2011	VAT Appellate Tribunal
Bihar Value Added Tax Act, 2005	Value Added Tax	5.03**	2011-2012	Joint Commissioner Appeals
Income Tax Act, 1961	Income Tax	3.09	2008-2009	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	14.17	1999-2000 to AY 2005-2006	HC / ITAT
Income Tax Act, 1961	Income Tax	15.86	2010-2011	CIT (A) (Company Appeal)
Income Tax Act, 1961	Income Tax	11.37	2011-2012	CIT (A) (Company Appeal)

*This includes amount paid under protest amounting to Rs 22.29 Mn.

**This includes amount paid under protest amounting to Rs. 2.5 Mn.

(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 borrowings to a financial institution and bank. There are no dues in the nature of borrowings payable to Government or debenture holders.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised. The Company has not raised money by way of initial public offer / further public offer and debt instruments.

(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 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 Act.

ANNEXURE-1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENT OF NIIT LIMITED Contd..

(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 the Act, 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) of the order 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 the Act.

(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 Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACL8077

Place: Gurugram
Date: June 04, 2020

ANNEXURE - 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIIT LIMTED

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 Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2020, 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 Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACL8077

Place: Gurugram
Date: June 04, 2020

Balance Sheet as at March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

	Notes	As at March 31, 2020	As at March 31, 2019 (restated*)
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,431.90	1,480.92
Capital work-in-progress	3	1.03	-
Investment property	4	0.56	0.56
Goodwill	5(i)	18.35	18.35
Other intangible assets	5(i)	203.92	220.63
Right-of-use assets	34(ii)	416.55	-
Intangible assets under development	5(i)	76.32	107.65
Financial assets			
Investments	6(i)	1,068.74	1,943.48
Loans	6(ii)	-	250.00
Other financial assets	6(iii)	31.48	62.83
Deferred tax assets (net)	7(i)	198.05	104.17
Income tax assets (net)	7(ii)	444.87	384.45
Other non-current assets	8	2.97	0.80
Total non-current assets		**3,894.74**	**4,573.84**
Current Assets			
Inventories	9	4.89	5.79
Financial assets			
Investments	6(i)	8,425.59	-
Trade receivables	6(iv)	1,069.76	1,078.74
Cash and cash equivalents	6(v)	280.98	289.97
Bank balances other than above	6(vi)	1,508.11	7.74
Other financial assets	6(iii)	1,752.30	306.18
Other current assets	8	260.69	254.36
Total current assets		**13,302.32**	**1,942.78**
Assets classified as held for sale	6(i)	238.81	5,186.90
TOTAL ASSETS		**17,435.87**	**11,703.52**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10	283.03	334.71
Other equity	11		
Reserves and surplus		15,070.17	7,754.88
Other reserves		(25.95)	0.76
Share application money pending allotment		-	0.35
TOTAL EQUITY		**15,327.25**	**8,090.70**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	12(i)	72.84	1,343.66
Lease liabilities	34(ii)	323.61	-
Other financial liabilities	12(iv)	0.77	1.08
Other non-current liabilities	14	2.79	3.42
Total non-current liabilities		**400.01**	**1,348.16**
Current liabilities			
Financial liabilities			
Borrowings	12(ii)	-	285.00
Lease liabilities	34(ii)	104.95	-
Trade payables	12(iii)		
(a) Total outstanding dues of micro enterprises and small enterprises		17.08	3.76
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises		541.34	639.62
Other financial liabilities	12(iv)	581.68	887.24
Other current liabilities	14	176.78	252.39
Provisions	13	235.87	196.65
Income tax liabilities (net)	7(ii)	50.91	-
Total current liabilities		**1,708.61**	**2,264.66**
TOTAL LIABILITIES		**2,108.62**	**3,612.82**
TOTAL EQUITY AND LIABILITIES		**17,435.87**	**11,703.52**

The accompanying notes form an integral part of these financial statements.
As per our report of even date.
* Refer note 37

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

Continuing and Discontinued Operation	Notes	Year ended March 31, 2020	Year ended March 31, 2019 (restated*)
INCOME			
Revenue from operations	15	4,008.57	3,777.83
Other income	16	1,487.02	598.79
Total income		**5,495.59**	**4,376.62**
EXPENSES			
Purchase of stock-in-trade		44.37	53.62
Changes in inventories of stock-in-trade	9	0.90	(0.46)
Employee benefits expenses	17	1,792.00	1,663.57
Professional & technical outsourcing expenses		804.06	783.00
Finance costs	18	133.03	193.52
Depreciation and amortisation expenses	5(ii)	349.96	231.49
Other expenses	19	955.66	1,100.02
Total expenses		**4,079.98**	**4,024.76**
Profit before exceptional items and tax		**1,415.61**	**351.86**
Exceptional items	21	13,802.17	34.89
Profit before Tax		**15,217.78**	**386.75**
Tax expense:	24		
- Current tax		1,533.98	31.61
- Deferred tax		(93.89)	(19.77)
Total Tax Expenses		**1,440.09**	**11.84**
Profit after tax for the year from continuing operations		**13,777.69**	**374.91**
Loss after tax for the year from discontinued operations	36	**(94.05)**	**(119.95)**
Profit for the year		**13,683.64**	**254.96**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
a) Remeasurement of the defined benefit obligation	22	(7.49)	4.94
b) Fair value changes on cash flow hedges, net	11(ii)	8.71	13.95
c) Income tax effect		-	-
		1.22	**18.89**
Items that will be reclassified to profit or loss			
a) Fair value changes on cash flow hedges, net	11(ii)	(35.42)	15.91
b) Income tax effect		-	-
		(35.42)	**15.91**
Total other comprehensive (loss) / income for the year, net of tax		**(34.20)**	**34.80**
Total comprehensive income for the year		**13,649.44**	**289.76**
Earnings per equity share (Face Value Rs. 2 each) for Continuing Operations:	30		
- Basic		86.01	2.24
- Diluted		85.53	2.23
Loss per equity share (Face Value Rs. 2 each) for Discontinued Operations:	30		
- Basic		(0.59)	(0.71)
- Diluted		(0.59)	(0.71)
Earnings per equity share (Face Value Rs. 2 each) for Continuing and Discontinued Operations:	30		
- Basic		85.42	1.53
- Diluted		84.94	1.52

The accompanying notes form an integral part of these financial statements.
As per our report of even date.
* Refer note 36 and 37

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

a) Equity Share Capital

Particulars	Numbers	Amount
Equity share of Rs. 2 each subscribed and fully paid		
Balance as at April 1, 2018*	166,593,391	333.20
Issue of equity share capital [Refer note 10 (b)]	754,501	1.51
Balance as at March 31, 2019	167,347,892	334.71
Issue of equity share capital [Refer note 10 (b)]	960,509	1.92
Buyback of equity shares [Refer note 10 (b)]	(26,800,000)	(53.60)
Balance as at March 31, 2020	141,508,401	283.03

* Paid up capital includes 6,000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

b) Other Equity

Particulars	Reserves and Surplus						Other Reserves	Total other equity	Share application money pending for allotment
	Capital Reserve	Securities Premium	Employees Stock Option Outstanding	General Reserve	Capital Redemption Reserve	Retained Earnings	Cash flow hedge		
Balance as at April 1, 2018	5,172.27	601.55	78.62	1,055.14	-	714.77	(29.10)	7,593.25	0.35
Reserves assumed on Business transfer of NIPE and NYJL (Refer note 37)	(210.23)	-	-	-	-	-	-	(210.23)	-
Balance as at April 1, 2018 (Restated)	4,962.04	601.55	78.62	1,055.14	-	714.77	(29.10)	7,383.02	0.35
Profit for the year	-	-	-	-	-	254.96	-	254.96	-
Other comprehensive income for the year	-	-	-	-	-	4.94	29.86	34.80	-
Total comprehensive income for the year	-	-	-	-	-	259.90	29.86	289.76	-
Allotment of shares during the year	-	-	-	-	-	-	-	-	(0.35)
Additions during the year on account of exercise of employee stock options	-	31.41	-	-	-	-	-	31.41	-
Amalgamation of entities	0.42	-	-	-	-	-	-	0.42	-
Share Based Payments recovered from subsidiaries	-	-	18.76	-	-	-	-	18.76	-
Share Based Payments (Refer note 23)	-	-	32.27	-	-	-	-	32.27	-
Application money received	-	-	-	-	-	-	-	-	0.35
Transferred to Securities Premium from Employee Stock Options outstanding	-	9.62	(9.62)	-	-	-	-	-	-
Balance as at March 31, 2019	4,962.46	642.58	120.03	1,055.14	-	974.67	0.76	7,755.64	0.35
Balance as at April 01, 2019	4,962.46	642.58	120.03	1,055.14	-	974.67	0.76	7,755.64	0.35
Profit for the year	-	-	-	-	-	13,683.64	-	13,683.64	-
Other comprehensive loss	-	-	-	-	-	(7.49)	(26.71)	(34.20)	-
Total comprehensive income for the year	-	-	-	-	-	13,676.15	(26.71)	13,649.44	-
Allotment of shares during the year	-	-	-	-	-	-	-	-	(0.35)
Additions during the year on account of exercise of employee stock options	-	42.58	-	-	-	-	-	42.58	-
Share Based Payments recovered from subsidiaries	-	-	14.38	-	-	-	-	14.38	-
Share Based Payments (Refer note 23)	-	-	23.36	-	-	-	-	23.36	-
Transferred to Retained earning from Employee Stock Options Outstanding	-	-	(7.60)	-	-	7.60	-	-	-
Dividend (including dividend tax thereon)-Refer note 38(i)	-	-	-	-	-	(2,364.93)	-	(2,364.93)	-
Creation of Capital redemption reserve (Refer note 11)	-	-	-	-	53.60	(53.60)	-	-	-
Utilization against buyback (Refer note 11)	-	(700.73)	-	(1,055.14)	-	(1,540.54)	-	(3,296.41)	-
Buyback Expense including tax (Refer note 11)	-	-	-	-	-	(779.84)	-	(779.84)	-
Transferred to securities premium from ESOP outstanding	-	15.57	(15.57)	-	-	-	-	-	-
Balance as at March 31, 2020	4,962.46	-	134.60	-	53.60	9,919.51	(25.95)	15,044.22	-

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of NIIT Limited

Sanjay Bachchani
Partner
Membership No. 400419

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: June 4, 2020

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Statement of Cash Flows for the year ended March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

		Year ended March 31, 2020	Year ended March 31, 2019 (restated*)
A.	**Cash Flow From Operating Activities:**		
	Profit before exceptional items and tax		
	From Continuing Operations	**1,415.61**	**351.86**
	From Discontinued Operations	**(94.05)**	**(119.95)**
	Adjustments to reconcile profit before tax to net cash flows		
	Depreciation and Amortisation	352.06	232.93
	Allowance for Doubtful Debts	0.85	1.31
	Allowance for Unbilled Revenue	9.04	-
	Allowance for Doubtful Advances	1.07	0.59
	Advances Written off	0.32	2.41
	Allowance for Slow / Non-moving Inventory (Net)	(2.93)	0.80
	Unrealised Foreign Exchange (Gain) / Loss (Net)	(17.71)	(8.23)
	Finance Cost	128.93	193.81
	Unwinding of Discount Interest expenses	5.44	6.10
	Share based payments	23.35	32.27
	Interest Income	(403.87)	(402.66)
	Gain on modification of Lease Assets (Net)	(0.08)	-
	Dividend Income from Subsidiaries	(49.15)	(61.81)
	Dividend Income from Associate	-	(217.40)
	Profit on sale of Property, Plant and Equipments (Net)	(1.29)	(1.52)
	Net gain on Investment carried at fair value through profit and loss	(762.26)	(0.07)
	Operating cash flow before changes in working capital	**605.33**	**10.44**
	Working Capital Adjustments		
	Increase in Current Trade Receivables	(62.75)	(6.44)
	Decrease / (Increase) in Inventories	3.83	(1.26)
	Decrease in Non-Current Financial Assets	12.52	22.09
	Increase in Current Financial Assets	(144.74)	(133.56)
	Increase in Other Non-Current Assets	(0.13)	(2.20)
	(Increase) / Decrease in Other Current Assets	(7.40)	17.42
	Decrease in Trade Payables	(91.99)	(127.51)
	Increase in Short Term Provisions	31.73	33.22
	Decrease in Other Current Liabilities	(75.61)	(85.41)
	Decrease in Other Non-Current Financial Liabilities	(0.31)	(0.11)
	(Decrease) / Increase in Other Non-Current Liabilities	(0.63)	3.42
	Increase in Other Current Financial Liabilities	49.20	154.31
		(286.28)	**(126.03)**
	Net Cash flow generated from / (used in) operations	**319.05**	**(115.59)**
	Income taxes paid (net of refund)	(31.29)	(47.79)
	Net Cash flow generated from / (used in) Operating activities before exceptional items	**287.76**	**(163.38)**
	Exceptional Items (Other than those disclosed in movement in working capital)	(2.83)	-
	Net Cash flow generated from / (used in) operating activities (A)	**284.93**	**(163.38)**
B.	**Cash Flow From Investing Activities:**		
	Purchase of Property, Plant and Equipment (including Capital Work-in-progress, internally developed intangibles and Capital Advances)	(227.63)	(437.45)
	Proceeds from sale of Property, Plant and Equipment	1.40	1.70
	Cash received on acquisition of business	-	0.15
	Loans given to Subsidiary	(50.00)	-
	Interest received	106.58	421.74
	Dividend received from Associate	-	217.40
	Dividend received from Subsidiaries	49.15	61.81
	Investment in Bank Fixed Deposits (Net)	(2,498.21)	(3.46)
	Investment in Deposits with other Financial Institution	(2,697.00)	-
	Purchase of Mutual Funds	(22,691.11)	(60.00)
	Sale of Mutual Funds	17,724.78	60.07
	Purchase of Business from Subsidiaries (Refer note 37)	(43.52)	-
	Amount received from Subsidiaries under liquidation as distribution proceeds	247.73	-
	Proceeds (net) from sale of investments in associate	18,326.28	-
	Net cash flow generated from investing activities (B)	**8,248.45**	**261.96**

Statement of Cash Flows for the year ended March 31, 2020

Contd...

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
		March 31, 2020	March 31, 2019 (restated*)
C.	**Cash Flow From Financing Activities:**		
	Issue of shares under employee stock options scheme	44.16	32.57
	Purchase of shares under buyback scheme	(3,350.00)	-
	Tax on buyback	(738.11)	-
	Expenses in relation to buyback	(41.73)	-
	Share application money received	-	0.35
	Term Loan raised during the year	-	1,297.96
	Term Loan repaid	(1,576.50)	(1,008.34)
	Proceeds from Short Term Borrowings	-	285.00
	Repayment of Short Term Borrowings	(285.00)	(279.00)
	Payment of Lease Liabilities	(128.65)	-
	Interest Paid on Fixed Loan	(101.61)	(201.02)
	Dividend Paid	(1,968.28)	(0.93)
	Dividend Distribution Tax Paid	(394.85)	-
	Net Cash flow (used in) / generated from financing activities (C)	**(8,540.57)**	**126.59**
	Net (decrease) / increase in cash and cash equivalents (A) + (B) + (C)	**(7.19)**	**225.17**
	Cash and cash equivalents at the beginning of the year (Footnote 1)	295.17	70.00
	Cash and cash equivalents as at the end of the year (Footnote 1)	**287.98**	**295.17**

Notes: Reconciliation of cash and cash equivalents as per the cash flow statement:

		As at	
1	**Particulars**	**March 31, 2020**	**March 31, 2019**
	Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:		
	Cash and cash equivalents as per the balance sheet [refer note 6(v)]	280.98	289.97
	Add: Earmarked bank balances [refer note 6(vi)]	7.00	5.20
	Total	**287.98**	**295.17**

2 Figures in parenthesis indicate cash outflow.

3 The statement of cash flows has been prepared using the indirect method as set out in Ind AS - 7.

* Refer note 37

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Notes to the Financial Statements for the year ended March 31, 2020

1 Company Information

NIIT Limited ('the Company') is a talent development company which was set up in 1981. NIIT Limited currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered place of business of the Company is : 8 Balalji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

2 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.

2.a) Basis of preparation

(i) Compliance with Ind AS

These financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS - 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in million of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million with two decimals, except per share data and unless stated otherwise.

(ii) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- Financial assets and liabilities (including derivative instruments) are measured at fair value or amortised cost
- Defined benefit plans – plan assets measured at fair value
- Share-based payments (ESOP's) are measured at fair value

b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (Rs.), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. 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 period end exchange rates are generally recognised in the statement of profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

c) Current and non-current classification

Assets and liabilities are classified into current and non-current as follows :

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets (including deferred tax assets) are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

  Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

  Current liabilities include the current portion of non-current financial liabilities. All other liabilities (including deferred tax liabilities) are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations 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 being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

d) Revenue recognition

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

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.

Services are provided under time and material contracts and fixed price contracts. Revenue from providing services is recognised over a period of time in the accounting period in which services are rendered. The revenue from time and material contracts is recognised at the amount to which the Company has right to invoice.

In respect of fixed price contracts, revenue is recognised based on the technical evaluation of utilization of services as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenue in respect of sale of courseware and other physical deliverables is recognised at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

e) Other Income

(i) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) **Dividend income**

It is recognised when the right to receive dividend is established.

f) **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of the Company are considered as chief operating decision makers who assess the financial performance and position of the Company, and make strategic decisions.

g) **Income taxes**

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 in India 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 in India at the end of the reporting period. 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 bases of assets and liabilities and their carrying amounts in the financial statements. 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 realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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, as the case may be.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement and deferred tax.

h) **Leases**

Nature of the effect of adoption of Ind AS - 116

The Company has lease contracts for various items of building, plant, machinery, vehicles and other equipment. Before the adoption of Ind AS - 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Company; otherwise it was classified as an operating lease. Finance leases were 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 were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS - 116, the Company applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The Company recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As a lessee

Ind AS - 116 will replace the existing leases Standard, Ind AS - 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS - 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit & loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS - 116 substantially carries forward the lessor accounting requirements in Ind AS - 17.

The effective date for adoption of Ind AS - 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS - 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
  - Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
  - An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS - 17 immediately before the date of initial application.

- Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

- Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

As a lessor

Lessor accounting under Ind AS - 116 is substantially unchanged from Ind AS - 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS - 17. Therefore, Ind AS - 116 did not have an impact for leases where the Company is the lessor.

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

i) 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 Company 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 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 and the amount recognised 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 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.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as on the acquisition date. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

j) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

• those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), or

• those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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:

• **Amortised Cost :** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

• **Fair value through profit or loss :** Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVOCI) are measured at fair value through profit or loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS - 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on 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 as borrowings in current liabilities in the balance sheet.

l) Trade receivables

Trade receivables are recognized initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

m) Inventories

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

n) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

For the purpose of hedge accounting, hedges are classified as:

• Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;

• 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.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the 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.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains / (losses).

Forward contracts are used to hedge forecast transactions, the Company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains / (losses).

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) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the Statement of Profit and Loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the Effective Interest Rate (EIR) method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged. If the hedged item is derecognised, the unamortised fair value is recognised immediately in the Statement of Profit and Loss.

(iii) Derivatives that are not designated as hedges

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains / (losses).

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 depreciation and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016. 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 recognised 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 de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Description of Assets	Useful life
Buildings	58 years
Leasehold Land	99 years or lease period, whichever is lower
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 years
- Computer Servers and Networks	5 years
- Electronic Equipments	8 years
- Air Conditioners	10 years
Office Equipments	5 years
Furniture & Fixtures	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Assets under employee benefits scheme except Vehicles	3 years
Assets acquired under lease (Included under Plant & Equipment and Furniture & Fixtures)	Lease period or useful life, whichever is lower
All other assets (including Vehicles)	Rates prescribed under Schedule II to the Companies Act, 2013

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognized in the Statement of Profit and Loss. The residual values is considered as nil.

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its 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 gains / (losses).

p) **Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Freehold land has been classified as investment property which has indefinite economic useful life.

q) **Intangible assets**

Computer software & Educational content / products - Acquired

Shown at acquistion cost and are subsequently carried at cost less accumulated amortization and impairment losses and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016.

Education content / products-Internally generated

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

• it is technically feasible to complete the development so that it will be available for use;

• management intends to complete the content / products and use or sell it;

• there is an ability to use or sell the content / products;

• it can be demonstrated how the content / products will generate probable future economic benefits;

• adequate technical, financial and other resources to complete the development and to use or sell the content / products are available, and

• the expenditure attributable to the content / products during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised 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 or Company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Amortisation methods and periods

Intangible assets are amortised on a straight line basis over their estimated useful lives which are as follows:

Particulars	Useful life
Internally generated (Content and products)	3-5 years
Acquired (Software, content and products)	3-5 years

r) **Impairment testing of goodwill and intangible assets**

Goodwill on acquisitions of subsidiaries is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes 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 group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

s) **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. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

t) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised 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 capitalised as a prepayment for liquidity services and amortised 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 recognised in profit or loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

u) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised 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. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

v) **Provisions**

Provisions for legal claims and volume discounts are recognised 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 recognised for future operating losses.

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. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

w) **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 recognised 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. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

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**

The Company operates the following post-employment schemes:

- Defined benefit plans such as Gratuity and Compensated Absences.

- Defined contribution plan such as Provident fund, Superannuation Fund, Pension fund and National Pension fund.

Gratuity

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Company has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the Statement of Profit and Loss as income or expense as the case may be.

Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilized entitlement at the year end.

Provident fund

The Company makes contribution to the "NIIT Limited Employees' Provident Fund Trust" for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

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

Superannuation fund

The Company makes defined contribution to the Trust established for the purpose by the company towards superannuation fund maintained with Life Insurance Corporation of India. The Company has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Statement of Profit and Loss.

Pension Fund

The Company makes defined contribution to a government administered pension fund towards it's pension plan on behalf of its employees. The Company has no further obligations beyond its monthly contributions. The contribution towards Employee Pension Scheme is charged to Statement of Profit and Loss.

National Pension System

The Company makes defined contribution towards National Pension System for certain employees for which Company has no further obligation. Contributions made during the year are charged to Statement of Profit and Loss.

x) **Share based payments - Employee stock option plan (ESOP)**

The Company operates equity settled employee share based employee settled plan. The fair value of options granted under the 'NIIT Employee Stock Option Plan 2005' is recognised 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 (e.g. the entity's share price)

• 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 recognised 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 recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

y) **Share capital**

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

z) **Dividends**

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian rupees. The Finance Act, 2020 has repealed the Dividend Distribution Tax (DDT). Companies are now required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

aa) **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 the weighted average number of equity shares outstanding during the financial year.

(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.

ab) **Fair value measurement**

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

The principal or the most advantageous market must be accessible to / by the Company.

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: 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 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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

ac) **Critical accounting estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation / uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- Measurement of defined benefit obligations: key actuarial assumptions - refer notes 2 w.
- Measurement of useful life and residual values of property, plant and equipment - refer note 2 o.
- Judgement required to determine grant date fair value technique - refer notes 2 x and 23.
- Fair value measurement of financial instruments - refer notes 2 ab and 25.
- Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 g.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

ad) Exceptional items

Exceptional items refer to items of income or expense within the income statement that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance for the period.

Materiality threshold can be used to select items to be disclosed as exceptional on case to case basis. This threshold would be applied separately for standalone as well as consolidated financial statements. However, in case an item qualifies for disclosure in standalone financial statements but not in consolidated financial statements or vice versa, this would need to be evaluated on case to case basis

Basis the above analysis, mainly following items would be evaluated for disclosure as exceptional items:

a) **Business Combination:** Impact of one-time accounting policy alignment / unusual write off / impairment of assets arising as a result of business combination, including transaction cost.
b) Fair valuation gains on business combination.
c) **Reassessment / Change in life of asset** (in case of re-evaluation of business/product, impact of all assets specific to that business/product to be considered for applying the threshold).
d) **Disputed regulatory / tax levies including tax rate change having retrospective impact** (other than impact on account of restatement of deferred tax asset / liability for tax rate change) – only impact for the past periods to be disclosed as exceptional.
e) Provision for other than temporary diminution in the value of non-current investment.
f) Shareholders' dispute settlement arising out of merger / acquisition transactions.
g) Write-downs of inventories to net realisable value or of property, plant and equipment to recoverable amount, as well as reversals of such write-downs.
h) Restructurings of the activities of an entity and reversals of any provisions for the costs of restructuring.

In case of other significant item of income or expense, not covered above, the same would be **evaluated on a case to case** basis for disclosure under exceptional items.

af) Non-current assets held for sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write - down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non - current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

(Amount in Rs. Millions, unless otherwise stated)

3 Property, Plant and Equipment and Capital work-in-progress

Particulars	Land		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total tangible other than Capital Work-in-Progress	Capital Work-in-Progress	Total tangible assets
	Freehold	Leasehold (Footnote i)									
Year ended March 31, 2019											
Gross carrying amount											
Opening gross carrying amount	704.04	6.93	581.57	186.97	119.44	30.34	9.07	12.82	1,651.18	-	1,651.18
Additions Consequent to Business purchase of Subsidiaries (Refer note 37)	-	-	-	2.18	0.03	0.05	-	0.06	2.32	-	2.32
Opening gross carrying amount (Restated)	704.04	6.93	581.57	189.15	119.47	30.39	9.07	12.88	1,653.50	-	1,653.50
Additions	37.95	-	23.36	46.58	4.18	23.07	-	8.06	143.20	-	143.20
Disposals	-	-	-	0.72	0.06	0.11	0.65	-	1.54	-	1.54
Closing gross carrying amount (A)	741.99	6.93	604.93	235.01	123.59	53.35	8.42	20.94	1,795.16	-	1,795.16
Accumulated depreciation											
Opening accumulated depreciation	-	0.81	22.02	97.26	66.50	16.46	3.49	6.93	213.47	-	213.47
Additions Consequent to Business purchase of Subsidiaries (Refer note 37)	-	-	-	0.97	0.03	0.01	-	0.03	1.04	-	1.04
Opening accumulated depreciation (Restated)	-	0.81	22.02	98.23	66.53	16.47	3.49	6.96	214.51	-	214.51
Depreciation charged during the year	-	0.07	11.31	43.93	32.15	9.57	1.54	2.55	101.12	-	101.12
Disposals	-	-	-	0.56	0.06	0.12	0.65	-	1.39	-	1.39
Closing accumulated depreciation (B)	-	0.88	33.33	141.60	98.62	25.92	4.38	9.51	314.24	-	314.24
Net Carrying Amount (A-B)	741.99	6.05	571.60	93.41	24.97	27.43	4.04	11.43	1,480.92	-	1,480.92
Year ended March 31, 2020											
Gross carrying amount											
Opening gross carrying amount	741.99	6.93	604.93	235.01	123.59	53.35	8.42	20.94	1,795.16	-	1,795.16
Additions	-	-	-	47.07	2.05	3.39	2.64	3.34	58.49	1.03	59.52
Disposals	-	-	-	2.84	0.81	1.10	-	-	4.75	-	4.75
Closing Gross Carrying Amount (C)	741.99	6.93	604.93	279.24	124.83	55.64	11.06	24.28	1,848.90	1.03	1,849.93
Accumulated Depreciation											
Opening accumulated depreciation	-	0.88	33.33	141.60	98.62	25.92	4.38	9.51	314.24	-	314.24
Depreciation charged during the year	-	0.07	11.44	46.68	18.56	9.45	1.44	3.46	91.10	-	91.10
Depreciation charged in exceptional during the year (Refer note 21)	-	-		9.11	3.31	3.65	-	0.24	16.31	-	16.31
Disposals	-	-	-	2.77	0.79	1.09	-	-	4.65	-	4.65
Closing accumulated depreciation (D)	-	0.95	44.77	194.62	119.70	37.93	5.82	13.21	417.00	-	417.00
Net Carrying Amount (C-D)	741.99	5.98	560.16	84.62	5.13	17.71	5.24	11.07	1,431.90	1.03	1,432.93

Footnotes:

(i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar is allotted for education purpose. This land cannot be transferred without the approval of the allotment authority.

(ii) Building includes 10 shares of Rs. 50 each in the Guru Vidya Co-operative Housing Society Limited.

(iii) For details of assets pledged as security [Refer note 12 (i)]

(Amount in Rs. Millions, unless otherwise stated)

4 Investment Property

Particulars	Amount
Year ended March 31, 2019	
Gross carrying amount	
Opening gross carrying amount	0.56
Closing gross carrying amount	**0.56**
Year ended March 31, 2020	
Gross carrying amount	
Opening gross carrying amount	0.56
Closing gross carrying amount	**0.56**

(i) The Company has not generated any rental income from the investment property, since inception.

(ii) The Company's investment property consist of one piece of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets – Land – based on the nature, characteristics and risks of property.

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Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

5 (i) Intangible Assets, Goodwill and Intangible assets under development

Particulars	Educational Content / Products Internally Generated	Software Acquired	Total Intangibles other than Goodwill and intangibles assets under development	Goodwill	Intangible assets under development (footnote i)	Total Intangible assets
Year ended March 31, 2019						
Gross carrying amount						
Opening gross carrying amount	295.98	95.90	391.88	18.35	87.79	498.02
Additions Consequent to Business purchase of Subsidiaries (Refer note 37)	8.80	0.04	8.84	-	1.32	10.16
Opening gross carrying amount (Restated)	304.78	95.94	400.72	18.35	89.11	508.18
Additions	114.08	91.57	205.65	-	132.62	338.27
Transfer	-	-	-	-	114.08	114.08
Closing gross carrying amount (A)	418.86	187.51	606.37	18.35	107.65	732.37
Accumulated amortisation and impairment						
Opening accumulated amortisation and impairment	159.98	86.73	246.71	-	-	246.71
Additions Consequent to Business purchase of Subsidiaries (Refer note 37)	7.16	0.05	7.21	-	-	7.21
Opening accumulated amortisation and impairment (Restated)	167.14	86.78	253.92	-	-	253.92
Amortisation charge for the year	94.80	37.02	131.82	-	-	131.82
Closing accumulated amortisation (B)	261.94	123.80	385.74	-	-	385.74
Net carrying amount (A-B)	156.92	63.71	220.63	18.35	107.65	346.63
Year ended March 31, 2020						
Gross carrying amount						
Opening gross carrying amount	418.86	187.51	606.37	18.35	107.65	732.37
Additions	165.22	3.73	168.95	-	133.89	302.84
Transfer	-	-	-	-	165.22	165.22
Closing gross carrying amount (C)	584.08	191.24	775.32	18.35	76.32	869.99
Accumulated Amortisation and Impairment						
Opening accumulated amortisation and impairement	261.94	123.80	385.74	-	-	385.74
Amortisation charge for the year	106.53	32.68	139.21	-	-	139.21
Amortisation charged in exceptional items (Refer note 21)	46.22	0.23	46.45	-	-	46.45
Closing accumulated amortisation (D)	414.69	156.71	571.40	-	-	571.40
Net carrying amount (C-D)	169.39	34.53	203.92	18.35	76.32	298.59

Footnotes:

(i) Refer note 32 for cost incurred during the year on internally generated intangible assets.

(ii) For details of assets pledged as security [Refer note 12 (i)]

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

5 (ii)	Reconciliation of Depreciation and Amortisation charged to Statement of Profit and Loss	March 31, 2020	March 31, 2019
	Depreciation and amortisation recognised in statement of profit and loss under the head depreciation and amortisation expenses		
	(i) Depreciation on Property, plant and equipment	91.10	101.12
	(ii) Amortisation on Intangible assets	139.21	131.82
	(iii) Depreciation on Right-of-use Assets	121.75	-
	Total (A)	**352.06**	**232.94**
	Depreciation / Amortisation recognised in statement of profit and loss of Discontinued operations		
	(i) Depreciation / Amortisation on Property, plant and equipment and Intangible assets	1.48	1.45
	(ii) Depreciation on Right-of-use Assets	0.62	-
	Total (B)	**2.10**	**1.45**
	Depreciation / Amortisation recongnised in statement of profit and loss as continuing operations (A-B)	349.96	231.49
	Depreciation and amortisation recognised in statement of profit and loss under the head exceptional items		
	(i) Depreciation on Property, plant and equipment (Refer note 21)	16.31	-
	(ii) Amortisation on Intangible assets (Refer note 21)	46.45	-
	Total	**62.76**	**-**

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(Amount in Rs. Millions, unless otherwise stated)

6 Financial Assets

6(i) Investments

A Non-Current Investment

	As at March 31, 2020	As at March 31, 2019
Investments in equity instruments (fully paid)		
Unquoted in subsidiary companies:		
In Subsidiary Companies		
-Equity		
(Valued at cost)		
10,662,113 (March 31, 2019: 10,662,113) shares of US $ 1 each fully paid-up in NIIT (USA) Inc., USA	478.15	478.15
10,000,000 (March 31, 2019: 10,000,000) Equity Shares of NGN 1 each fully paid-up in NIIT West Africa Limited, Nigeria	8.37	8.37
Less: Provision for impairment in value of Investment	(8.37)	-
	-	8.37
5,541,000 (March 31, 2019: 5,541,000) shares of MYR 1 each fully paid-up in NIIT Malaysia SDN. BHD, Malaysia	91.66	91.66
2,400,000 (March 31, 2019: 2,400,000) shares of US $ 1 each fully paid-up in NIIT GC Limited, Mauritius	389.07	389.07
150,000 (March 31, 2019: 150,000) shares of Euro 1 each fully paid-up in NIIT Ireland Limited, Ireland	10.78	10.78
69,064,065 (March 31, 2019: 69,064,065) shares of Rs. 10 each fully paid-up in Mindchampion Learning Systems Limited, India	809.78	809.78
Less: Provision for impairment in value of Investment	(570.97)	(191.14)
Less: Classified as Asset Held for Sale	(238.81)	-
	-	618.64
155,000 (March 31, 2019: 155,000) shares of GBP 1 each fully paid-up in NIIT Limited, UK	13.10	13.10
8,162,500 (March 31, 2019 : 8,162,500) shares of Rs. 10 each fully paid-up in NIIT Institute of Finance Banking and Insurance Training Limited, India	85.98	85.98
22,000,000 (March 31, 2019 : 22,000,000) shares of Rs. 10 each fully paid-up in NIIT Institute of Process Excellence Limited, India-(Previous year restated - Refer note 37)	220.00	220.00
Less:- Interim Amount received pursuant to liquidation process of entity (refer footnote (i))	(220.00)	-
	-	220.00
60,000,000 (March 31, 2019 : 60,000,000) shares of Rs. 10 each fully paid-up in NIIT Yuva Jyoti Limited, India [Refer footnote (ii)]	510.28	510.28
Less:- Realisation of Investment [Refer footnote (ii)]	(27.73)	-
Less: Provision for impairment in value of Investment- (Previous year restated - Refer note 37)	(482.55)	(482.55)
	-	27.73
Total Non Current Investments	1,068.74	1,943.48

(Amount in Rs. Millions, unless otherwise stated)

		As at March 31, 2020	As at March 31, 2019
B	**Asset Held for Sale**		
	Quoted:		
	[Valued at fair value on acquisition date less any provision for diminution other than temprorary]		
	Investments in equity instruments (fully paid)		
	In Associate Company		
	-Equity		
	14,493,480 (March 31, 2019: 14,493,480) shares of Rs. 10 each fully paid-up in NIIT Technologies Limited, India [Refer footnote (iii)]	-	5,186.90
	[Market Value as on March 31, 2019 : Rs. 19,216.18 Million]		
	Total Quoted	-	5,186.90
	Unquoted:		
	(Valued at cost)		
	In Subsidiary Companies		
	-Equity		
	69,064,065 (March 31, 2019: 69,064,065) shares of Rs. 10 each fully paid-up in Mindchampion Learning Systems Limited, India	809.78	-
	Less: Provision for impairment in value of Investment [Refer footnote (iv)]	(570.97)	-
	Total Unquoted	238.81	-
	Total Asset Held for Sale	238.81	5,186.90
C	**Current Investment**		
(i)	Current Investment carried at Fair Value through profit or loss		
	Investment [Quoted]		
	Investment in Mutual Funds	5,728.59	-
(ii)	Current Investment carried at amortised cost		
	Investment [Unquoted]		
	Investment in term deposits with Financial Institution at amortised cost	2,697.00	-
	Sub Total (C)	8,425.59	-
	Aggregate amount of Unquoted Investments	5,094.17	2,617.17
	Less: Aggregate Provision for impairment in the value of Investments	(1,061.89)	(673.69)
	Total Unquoted Investments	4,032.28	1,943.48
	Aggregate amount of Quoted Investments	5,728.59	5,186.90
	Total Quoted Investments *	5,728.59	5,186.90
		9,760.87	7,130.38

* Market value of Quoted Investments Rs. 5,728.59 Million (March 31, 2019 Rs. 19,216.18 Million).

Footnotes:-

(i) On February 19, 2020, the members of the NIPE passed a special resolution at the extra-ordinary general meeting of the Company to liquidate the Company by way of voluntary liquidation. The Company shall from the date of the commencement of liquidation i.e. February 19, 2020, cease to carry on its business except as far as required for the beneficial winding up of its business. During the process of liquidation, the Liquidator has distributed an interim amount of Rs. 220 Million to the Shareholder (NIIT Limited), post realisation of assets and payment of liabilities.

(ii) On February 19, 2020, the members of the NYJL passed a special resolution at the extra-ordinary general meeting of the Company to liquidate the Company by way of voluntary liquidation. The Company shall from the date of the commencement of liquidation i.e. February 19, 2020, cease to carry on its business except as far as required for the beneficial winding up of its business.

(iii) NIIT Limited has entered into a Share Purchase Agreement (SPA) with Hulst B.V. (Purchaser) on April 6, 2019 to transfer its entire shareholding in NIIT Technologies Limited for a consideration of Rs. 20,204 Million. NIIT Limited has received consideration on May 17, 2019 in accordance with terms and conditions of agreement and shares were transferred on the same date.

(iv) The Company has decided to divest its Investment in Mindchampion Learning Systems Limited (MLSL), to a strategic / financial investor. In the interim period, NIIT remains committed to support MLSL for continuity of operations and value creation for all stake holders. In pursuance of applicable accounting standard (Ind AS - 105), the investment held in MLSL is classified as 'Investment held for Sale' (Refer note 21).

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

6(ii) Loans

	As at			
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non Current		Current	
Unsecured, considered good	-	250.00	-	-
Unsecured, considered doubtful	250.00	-	50.00	-
Less: Allowance for doubtful Loans	(250.00)	-	(50.00)	-
	-	250.00	-	-

Loans and advance are certain intercorporate deposits the particulars of which are disclosed below as required by Sec.186(4) of the Companies Act, 2013:-

Name of the borrower	Rate of Interest	Repayment date	March 31, 2020	March 31, 2019
Mindchampion Learning Systems Limited	1 Year RBL Bank MCLR + fixed spread of 1.45% p.a.	March 17, 2021	10 Million	-
Mindchampion Learning Systems Limited	1 Year RBL Bank MCLR + fixed spread of 1.45% p.a.	March 26, 2021	30 Million	-
Mindchampion Learning Systems Limited	1 Year RBL Bank MCLR + fixed spread of 1.45% p.a.	March 30, 2021	10 Million	-
Mindchampion Learning Systems Limited	1 Year MCLR + fixed spread of 3.15% p.a.	March 28, 2022	250 Million	250 Million

(i) Loan given to Subsidiary Company (Mindchampion Learning Systems Limited) for meeting their working capital requirement.

(ii) The Company has decided to divest its Investment in Mindchampion Learning Systems Limited (MLSL), to a strategic / financial investor. In the interim period, NIIT remains committed to support MLSL for continuity of operations and value creation for all stake holders. This has resulted in provision for impairment of Loan of Rs. 300 Million.

6(iii) Other Financial Assets

		As at			
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
		Non Current		Current	
i) Security Deposits					
Unsecured, considered good		31.30	59.86	20.20	2.09
Unsecured, considered doubtful		14.79	14.60	-	-
Less: Allowance for doubtful deposits		(14.79)	(14.60)	-	-
	(A)	31.30	59.86	20.20	2.09
ii) Contract Assets					
Unbilled Revenue (Refer note 35)		-	-	153.31	117.86
	(B)	-	-	153.31	117.86
iii) Interest Receivables					
Interest Accrued on bank and other deposits		0.02	0.06	293.76	0.20
Interest Accrued on Loans		-	-	0.32	0.23
	(C)	0.02	0.06	294.08	0.43
iv) Derivative Assets (Refer note 26)		-	-	-	22.96
	(D)	-	-	-	22.96
v) Other Receivables		-	-	282.20	162.72
	(E)	-	-	282.20	162.72
vi) Bank deposits					
-With remaining maturity of more than 12 months*		0.16	2.91	-	-
-With remaining maturity of less than 12 months**		-	-	1,002.51	0.12
	(F)	0.16	2.91	1,002.51	0.12
Total (A+B+C+D+E+F)		31.48	62.83	1,752.30	306.18

*Deposit of Rs. 0.16 Million (March 31, 2019 Rs. 2.91 Million) pledged as margin money against bank guarantees issued to VAT authorities and Customers.

**Deposit of Rs. 2.51 Million (March 31, 2019 Rs. 0.12 Million) pledged as margin money against bank guarantees issued to VAT authorities and Customers.

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

6(iv) Trade Receivables

	As at March 31, 2020 Current	As at March 31, 2019 Current
Unsecured, considered good		
Trade Receivables	359.88	503.80
Receivables from related parties (Refer note 31)	709.88	574.94
Trade Receivables - credit impaired	846.36	754.92
Less: Allowance for doubtful debts (Refer note 26)	(846.36)	(754.92)
	1,069.76	1,078.74

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

6(v) Cash and cash equivalents

	March 31, 2020	March 31, 2019
Balance with banks		
-Current accounts	180.77	264.09
-Deposits with original maturity of less than 3 months*	99.00	11.00
Cheques and drafts on hand	0.29	11.76
Cash on hand	0.92	3.12
	280.98	289.97

* Short term Deposits are made with banks for varying periods of up to three months depending on the immediate cash requirements of the Company and to earn interest at the respective short term deposit rates.

6(vi) Bank balances other than above

	March 31, 2020	March 31, 2019
Bank deposits		
With original maturity of more than 3 months and upto 12 months*	1,501.11	2.54
Dividend accounts	7.00	5.20
	1,508.11	7.74

*Deposit of Rs. 1.10 Million (March 31, 2019 Rs. 1.64 Million) pledged as margin money against bank guarantees issued to VAT authorities and Customers.

7 Tax Assets (Net)

7(i) Deferred tax assets

	March 31, 2020	March 31, 2019
Deferred Tax Asset		
The balance comprises temporary differences attributable to:		
Provisions	249.08	291.77
Defined benefit obligations	31.17	48.60
Difference between carrying value of Property, Plant and equipment in the financial statements and as per the Income Tax	98.62	123.60
Difference between carrying value of right-of-use of assets and lease liabilities as per Ind AS 116 in the financial statements and as per the Income Tax	3.02	-
Minimum alternate tax credit entitlement (Refer note (c) below)	-	104.17
Deferred Tax Liabilities		
Unrealised gain on Investment marked to market	(98.77)	-
Total	283.12	568.14
Timing differences not recognised on account of prudence	(85.07)	(463.97)
Net Deferred Tax Asset recognized (Refer note (b) below)	198.05	104.17

a) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the tax jurisdiction in India.

b) During the year, based on current market situation, the Company has reviewed its projections for strategic investments and business performance over the next 2 years and recognised deferred tax assets of Rs. 198.05 Million on the timing differences as on March 31, 2020, as it believes that it would generate sufficient profits to utilise the tax credits from such timing differences.

c) Pursuant to changes in Corporate Income Tax Law in India, vide The Tax Laws (Amendment Ordinance), 2019, the Company decided to exercise the option of availing lower tax rate. Consequent to exercise of this option the company has reversed the Minimum Alternate Tax Credit of Rs. 104.17 Million during the year.

Notes to the Financial Statements for the year ended March 31, 2020

Contd..

(Amount in Rs. Millions, unless otherwise stated)

The movement in deferred tax assets during the year is as follows:

Particulars	Amount
Opening balance as at April 1, 2018	**84.14**
Movement during the year recognised in statement of profit and loss	19.77
Decrease on account of amalgamation of entities	0.26
As at March 31, 2019	**104.17**
Movement during the year recognised in statement of profit and loss	93.89
As at March 31, 2020	**198.05**

7(ii) Income tax assets / (liabilities) (Net)	As at			
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Nons-Current		Current	
Advance Income Tax	489.46	422.19	1,479.05	-
Less : Provision for Income Tax	(44.59)	(37.74)	(1,529.96)	-
	444.87	384.45	(50.91)	-

8 Other Assets	As at			
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non-Current		Current	
i) Capital Advances				
Unsecured, considered good	2.87	0.51	-	-
(A)	2.87	0.51	-	-
ii) Advances to Suppliers in cash or in kind				
Unsecured, considered good	-	-	33.38	45.60
(B)	-	-	33.38	45.60
iii) Other Advances recoverable in cash or in kind				
Unsecured, considered good	0.10	0.29	94.27	23.16
Unsecured, considered doubtful	-	-	1.58	0.78
Less: Allowance for doubtful advances	-	-	(1.58)	(0.78)
(C)	0.10	0.29	94.27	23.16
iv) Prepaid expenses	-	-	67.85	142.15
(D)	-	-	67.85	142.15
v) Balances with Government Authorities (net)	-	-	65.19	43.45
(E)	-	-	65.19	43.45
Total (A+B+C+D+E)	2.97	0.80	260.69	254.36

(Amount in Rs. Millions, unless otherwise stated)

		As at March 31, 2020	As at March 31, 2019
9	**Inventories (Valued at lower of cost or net realisable value)**		
	As at the end of the year		
	Stock-in-trade		
a)	Education and Training Material*	4.89	5.79
b)	Software	-	-
		4.89	**5.79**
	As at the beginning of the year		
	Stock-in-trade		
a)	Education and training material	5.79	5.25
b)	Software	-	0.08
		5.79	**5.33**
	Decrease/ (increase) in inventories	**0.90**	**(0.46)**

* Net of provision for non-moving inventories of Rs. 19.84 Million (March 31, 2019 Rs. 22.77 Million).

10 Share capital

a) Authorized share capital

Particulars	Equity shares of Rs. 2 each		Redeemable preference shares of Rs. 100 each		Cumulative redeemable preference shares of Rs. 1 each	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
As at April 1, 2018	**393,000,000**	**786.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**
Addition during the year*	18,000,000	36.00	-	-	-	-
As at March 31, 2019	**411,000,000**	**822.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**
Addition during the year	-	-	-	-	-	-
As at March 31, 2020	**411,000,000**	**822.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**

*Pursuant to Order dated November 12, 2018 pronounced by the Hon'ble National Company Law Tribunal, New Delhi Bench, read with the scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") into NIIT Limited ("Amalgamated Company"/ "Company").

b) Movement in equity share capital

Subscribed and paid up share capital	Equity shares	
	Number of shares	Amount
As at April 1, 2018*	**166,593,391**	**333.20**
Issued during the year (Refer note 23)	754,501	1.51
As at March 31, 2019	**167,347,892**	**334.71**
Issued during the year (Refer note 23)	960,509	1.92
Shares extinguished on Buyback #	(26,800,000)	(53.60)
As at March 31, 2020	**141,508,401**	**283.03**

* Paid up capital includes 6,000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

#During the year, the Company has concluded the buyback of 26,800,000 equity shares at a price of Rs. 125 per equity share ("Buyback") as approved by the Board of Directors on August 10, 2019 and by shareholders through postal ballot on October 03, 2019. The equity shares bought back were extinguished on December 23, 2019. Total outflow of Rs. 3,350 Million (excluding taxes, fees and expenses) has been utilized from the securities premium account, general reserve and retained earnings, in line with the requirement under the Companies Act 2013. Further tax on Buyback and Buyback related expenses amounting to Rs. 738.11 Million and Rs. 41.73 Million respectively have also been utilized from retained earnings. Additionally Capital Redemption Reserve of Rs. 53.60 Million (equivalent to nominal value of the equity shares bought back) has been created out of retained earnings, in line with the requirement under the Companies Act 2013. Consequent to extinguishment of shares so bought back, the paid-up equity share capital has reduced by Rs. 53.60 Million (Refer note 11).

(Amount in Rs. Millions, unless otherwise stated)

c) **Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in Note 23.

e) **Details of Shareholders holding more than 5% shares in the Company**

Particulars	March 31, 2020		March 31, 2019	
	Number of shares	% of holding	Number of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	23,280,989	16.45%	25,366,521	15.16%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	23,830,065	16.84%	25,915,838	15.49%
SBI Small Cap Fund	7,854,835	5.55%	-	-
Reliance Capital Trustee Co Ltd-A/C Nippon India Small Cap Fund	7,385,816	5.22%	-	-
Total	**62,351,705**	**44.06%**	**51,282,359**	**30.65%**

Pursuant to Scheme of Amalgamation ("Scheme") for transfer and vesting of PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") into NIIT Limited ("Amalgamated Company"/ "Company"), as sanctioned by Hon'ble National Company Law Tribunal, New Delhi Bench vide its Order dated November 12, 2018:

- 25,366,521 equity shares held by Amalgamating Company 1 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 1 i.e Pawar Family Trust. Mr. Rajendra Singh Pawar has been allotted shares, as trustee of Pawar Family Trust.

- 25,915,838 equity shares held by Amalgamating Company 2 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 2 i.e Thadani Family Trust. Mr. Vijay Kumar Thadani has been allotted shares, as trustee of Thadani Family Trust.

There is no change in the aggregate shareholding of the Company due to this scheme (Promoter / Public), post allotment / cancellation of equity shares.

11 **Other Equity**

Particulars	As at March 31, 2020	As at March 31, 2019
Reserves and Surplus [Refer note 11(i)]		
Capital Reserve (Refer note 37)	4,962.46	4,962.46
Securities Premium	-	642.58
Employees Stock Option Outstanding	134.60	120.03
General Reserve	-	1,055.14
Retained Earnings	9,919.51	974.67
Capital Redemption Reserve	53.60	-
	15,070.17	**7,754.88**
Other Reserves [Refer note 11(ii)]		
Hedging Reserve Account	(25.95)	0.76
Total Other Equity	**15,044.22**	**7,755.64**

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

		As at March 31, 2020		As at March 31, 2019	
11(i)	**Reserves and Surplus**				
a)	**Capital Reserve [Refer footnote (i) and note 37]**				
	Opening Balance	4,962.46		4,962.04	
	Add: Amalgamation of entities	-	4,962.46	0.42	4,962.46
b)	**Securities Premium (Refer footnote ii)**				
	Opening Balance	642.58		601.55	
	Add / (less) :-				
	Additions during the year on account of exercise of ESOP	42.58		31.41	
	Utilization against buyback of shares [Refer note 10 (b)]	(700.73)		-	
	Transferred from ESOP reserve on ESOP exercised	15.57	-	9.62	642.58
c)	**Employees Stock Option Outstanding**				
	Opening Balance	120.03		78.62	
	Add / (less) :-				
	Transfer to retained earnings [Refer footnote (vi)]	(7.60)		-	
	Transferred to securities premium on exercise of ESOP	(15.57)		(9.62)	
	Share based payments (Refer note 23)	23.36		32.27	
	Share based payments recovered from Subsidiaries	14.38	134.60	18.76	120.03
d)	**General Reserve (Refer footnote iii)**				
	Opening Balance	1,055.14		1,055.14	
	(Less): Utilization against buyback of shares [Refer note 10 (b)]	(1,055.14)	-	-	1,055.14
e)	**Retained Earnings**				
	Opening Balance	974.67		714.77	
	Add / (less) :-				
	Profit for the year	13,683.64		254.96	
	Transferred from ESOP Reserve	7.60		-	
	Dividend (including dividend tax thereon) [Refer note 38(i)]	(2,364.93)		-	
	Utilization against buyback of shares [Refer note 10 (b)]	(1,540.54)		-	
	Transferred to Capital Redemption Reserve [Refer note 10 (b)]	(53.60)		-	
	Tax and expenses on buyback [Refer note 10 (b)]	(779.84)		-	
	Other Comprehensive (Loss) / Income	(7.49)	9,919.51	4.94	974.67
f)	**Capital Redemption Reserve (Refer footnote v)**				-
	Opening Balance	-		-	
	Add:-Transferred from retained earnings [Refer note 10 (b)]	53.60	53.60	-	-
	Total Reserves and Surplus		**15,070.17**		**7,754.88**
11(ii)	**Other Reserves**				
	Cash flow Hedge (Refer footnote iv)				
	Opening Balance	0.76		(29.10)	
	Add / (less) :-				
	Impact of restatement of derivative on Receivables	(35.42)		15.91	
	Impact of restatement of derivative on Term Loan	0.34		7.04	
	Impact of restatement of interest	(0.64)		(4.13)	
	Movement in Derivative Instrument Fair Value Asset/ (Liability)	9.01	(25.95)	11.04	0.76
	Total Other Reserves		**(25.95)**		**0.76**

Footnotes :

(i) Capital reserve represents the reserve created on Amalgamation and Business Combinations.

(ii) The amount represents the additional amount shareholders paid for their issued shares that was in excess of the par value of those shares. The same can be utilised for the items specified under section 52 of Companies Act, 2013.

(iii) General Reserve represents requirement to transfer specific sums to a General Reserve as per Companies Act, 2013.

(iv) 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 in Note 26. The Company uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. 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.

(v) As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or security premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of Section 69 of Companies Act, 2013.

(vi) During the year, the Company has transferred employee stock option outstanding of Rs. 7.60 Million to retained earnings on account of lapse of vested options.

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

12 Financial Liabilities

12(i) Non-current Borrowings

	As at			
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non Current Portion		Current Maturities	
Secured				
Term Loans from Banks:				
Foreign Currency Term Loans [Refer notes 12 (a) (i) & (ii)]	72.84	409.87	145.68	208.99
Term Loans from Others [Refer notes 12 (a) (iv) & (v)]	-	763.00	-	13.50
	72.84	1,172.87	145.68	222.49
Unsecured				
From banks				
Rupee Term Loans [Refer note 12 (a) (iii)]	-	139.89	-	258.73
From other Parties				
Deferred payment liabilities	-	30.90	30.90	28.10
	-	170.79	30.90	286.83
Amount disclosed under the head "Other Financial Liabilities" [Refer Note 12 (iv)]	-	-	(176.58)	(509.32)
	72.84	1,343.66	-	-

a. Details of Interest and Security given against loans :-

(i) During the year, the Company has repaid foreign currency loan of USD 6.03 Million equivalent to Rs. 400 Million which was fully hedged by converting it from the floating rate in Libor with spread of 215 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 66.30. The said loan was secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurugram and first exclusive charge on certain immovable properties. The rate of interest on fully hedged equivalent loan amount was fixed at 10.25% p.a. for the tenure of the loan.

(ii) The Company had availed foreign currency loan of USD 2.89 Million equivalent to Rs. 200 Million which is fully hedged by converting it from the floating rate in USD 3 Month Libor with spread of 135 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 68.98, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurugram. The rate of interest on fully hedged equivalent loan amount is fixed at 9.25% p.a. for the tenure of the loan.

(iii) During the year, the Company has repaid Unsecured Rupee Term loan of Rs. 400 Million from Federal Bank Limited, at a interest rate equivalent of 12 Month T-Bill Rate + 191 bps.

(iv) During the year, the Company has repaid Rupee Term loan of Rs. 700 Million from Citicorp Finance (India) Ltd. The interest rate for the first 6 Months from the date of drawdown (March 29, 2019) was 6 Months T-Bill Rate + 294 bps ~ 9.25% and after that till the maturity of the loan, interest rate was linked to 3 Month T-Bill Rate + 294 bps. The said loan was secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-32 and Sector-34, Gurugram.

(v) During the year, NIIT Yuva Jyoti Limited wholly owned subsidiary of NIIT Limited has repaid the entire term loan of Rs. 76.50 Million to National Skill Development Corporation ("NSDC") and the charge for securing this loan on various assets (including bank accounts and fixed assets) and Corporate guarantee of Holding Company, NIIT Limited has been released by NSDC. Upon repayment of this loan the Revenue Sharing Agreement with NSDC has also got terminated and the prepaid royalty of Rs. 66.27 Million has been recognised in statement of profit and loss as discontinued operations.

b. Terms of repayment

(i) Foreign Currency Term Loan for USD 2.89 Million is repayable as follows:

Repayment Date	(USD Million)	(Rs. Million)
April 20, 2021	0.97	72.84
January 20, 2021	0.96	72.84
October 20, 2020	0.96	72.84
	2.89	218.52

(Amount in Rs. Millions, unless otherwise stated)

12(ii) Current Borrowings	As at March 31, 2020	As at March 31, 2019
Unsecured Loans		
Inter Corporate Deposits from Subsidiaries	-	285.00
	-	285.00

Note :

(i) During the year, the Company has repaid the loan taken from its subsidiaries i.e. NIIT Institute of Finance Banking and Insurance Training Limited (Rs. 75 Million) and NIIT Institute of Process Excellence Limited (Rs. 210 Million).

12(iii) Trade Payables	As at March 31, 2020	As at March 31, 2019
	Current	
Total outstanding dues of creditors other than micro enterprises and small enterprises	419.98	464.31
Total outstanding dues of micro enterprises and small enterprises	17.08	3.76
Trade Payables to related parties (Refer note 31)	121.36	175.31
	558.42	643.38

Trade payables are non-interest bearing and are normally settled on 45 days term.

Parties covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified on the basis of information available with the Company. Disclosures as per Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as follows:

	Particulars	As at March 31, 2020	As at March 31, 2019
a)	The principal amount and the interest due thereon remaining unpaid to any supplier		
	i) Principal amount	17.08	3.63
	ii) Interest thereon	0.00	0.13
b)	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during an accounting year		
	i) Principal amount	85.58	78.67
	ii) Interest thereon	0.01	1.88
c)	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d)	The amount of interest accrued and remaining unpaid at the end of accounting year	0.00	0.13
e)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

12(iv) Other Financial Liabilities	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	Non Current		Current	
Current Maturities of Non Current Borrowings [Refer note 12 (i)]	-	-	176.58	509.32
Interest accrued but not due on borrowings	-	-	0.64	11.39
Unpaid dividends *	-	-	7.00	5.20
Security Deposits	0.77	1.08	-	-
Derivative liabilities (Refer note 26)	-	-	20.53	-
Other Payables **	-	-	376.93	361.33
	0.77	1.08	581.68	887.24

* There are no amounts due for payment to the Investor Protection Fund as at the year end.

** Includes Payable to Employees amounting to Rs. 285.21 Million (March 31, 2019 Rs. 265.57 Million) and Capital Creditors amounting to Rs. 2.44 Million (March 31, 2019 Rs. 2.46 Million).

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

13 Provisions	As at March 31, 2020	As at March 31, 2019
	Current	
Provision for Employee Benefits :		
-Provision for Gratuity (Refer note 22)	123.82	88.84
-Provision for Compensated Absences	62.45	56.42
Provision for indirect tax under litigation	49.60	51.39
	235.87	196.65

The movement of provision towards indirect tax litigation is as below:-

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	51.39	49.60
Created during the year	-	1.79
Written back during the year	(1.79)	-
Total	**49.60**	**51.39**

14 Other Liabilities	Non Current: As at March 31, 2020	Non Current: As at March 31, 2019	Current: As at March 31, 2020	Current: As at March 31, 2019
Contract Liabilities (Refer note 35)				
-Deferred Revenue	2.79	3.42	8.84	21.69
-Advances from Customers	-	-	99.33	165.67
Statutory Dues*	-	-	68.61	65.03
	2.79	3.42	176.78	252.39

* Statutory Dues mainly includes withholding tax and Contribution to Provident fund etc.

15 Revenue From Operations (Refer note 35)	Year ended March 31, 2020	Year ended March 31, 2019
Sale of products : Courseware	148.64	555.05
Sale of Services	3,861.29	3,223.01
Less: Discounts & Rebates	(1.36)	(0.23)
	4,008.57	3,777.83
16 Other Income		
Interest Income		
- Interest Income on Bank and other Deposits carried at amortized cost	361.45	0.24
- Unwinding of Interest on Security Deposit	3.68	-
- Others	38.44	39.50
Dividend Income from Associate	-	217.40
Dividend Income from Subsidiaries	49.15	61.81
Net gain on Investment carried at fair value through profit and loss	762.26	0.07
Gain on Sale of Property, Plant and Equipment (Net)	1.25	1.56
Gain on modification of Lease Assets (Net)	0.08	-
Gain on foreign currency translation and transaction (Net)	52.64	12.15
Recovery from Subsidiaries for Corporate and Management Support Services (Refer note 31)	195.47	222.58
Other non-operating income	22.60	43.48
	1,487.02	598.79

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
17	Employee Benefits Expenses#	March 31, 2020	March 31, 2019
	Salary, Wages and Bonus	1,605.60	1,496.52
	Contribution to Provident and Other Funds* (Refer note 22)	107.79	88.18
	Share Based Payments (Refer note 23)	22.86	31.56
	Staff Welfare expense	55.75	47.31
		1,792.00	1,663.57

Net of Rs. 77.63 Million (March 31, 2019 Rs. 79.14 Million) capitalized in intangible assets (Refer note 32).

* There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident fund dated February 28, 2019. As a matter of caution, the company has implemented the provisions on a prospective basis from the date of the SC order. The company will assess its position, on receiving further clarity on the subject.

		Year ended	
18	Finance Costs	March 31, 2020	March 31, 2019
	Interest expense	90.07	190.71
	Interest on lease liabilities [Refer note 34 (ii)]	38.51	-
	Other Borrowing Costs	4.45	2.81
		133.03	193.52

		Year ended	
19	Other Expenses *	March 31, 2020	March 31, 2019
	Equipment Hiring [Refer note 34 (i)]	157.16	159.82
	Royalties	42.16	26.61
	Freight and Cartage	6.43	4.78
	Rent [Refer note 34 (i)]	17.32	138.01
	Rates and Taxes	0.72	5.42
	Power & Fuel	55.23	57.27
	Communication	45.28	70.54
	Legal and Professional (Refer note 20)	140.73	100.26
	Travelling and Conveyance	198.18	199.64
	Allowance for Doubtful Debts	0.35	1.09
	Allowance for Doubtful Advances	1.00	0.52
	Provision for Unbilled Revenue	0.10	-
	Advances Written off	-	2.41
	Insurance	7.13	6.12
	Repairs and Maintenance		
	- Plant and Machinery	18.62	20.17
	- Buildings	3.66	4.00
	- Others	57.00	48.00
	Consumables	26.10	44.86
	Security and Administration Services	27.10	27.45
	Bank Charges	5.37	6.26
	Marketing and Advertising Expenses	130.92	168.31
	Sundry Expenses	15.10	8.48
		955.66	1,100.02

* Net of Rs. 4.31 Million (March 31, 2019 Rs. 6.78 Million) capitalized in intangible assets (Refer note 32).

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
20	Payment To Auditors (included in legal and professional fees)	March 31, 2020	March 31, 2019
	Audit Fee	7.39	5.73
	Tax Audit Fee	0.49	0.45
	Limited Review Fee*	4.31	3.16
	For other Certification#	1.03	0.60
	For reimbursement of expenses (including taxes)	3.58	2.61
		16.80	12.55

* includes fees of Rs. 0.90 Million for audit of condensed financial statement for the period ended June 30, 2019.

\# fees of Rs. 0.43 Million for buyback certification has been charged to retained earnings as part of buyback expenses.

		Year ended	
21	Exceptional Items		
	Income :	March 31, 2020	March 31, 2019
	Gain on sale of investments in associate [Refer footnote (iv) below]	14,651.57	-
	Allowance for doubtful debts written back on account of recovery of old dues from Government customer [Refer footnote (i) below]	-	34.89
	Expenses :		
	Provision for Impairment of Investment and Loan in Mindchampion Learning Systems Limited [Refer footnote (vi) below]	(679.83)	-
	Provision for Impairment of Investment in NIIT West Africa Limited [Refer footnote (vii) below]	(8.37)	-
	Provision for amortisation of Intangible Assets [Refer footnote (v) below]	(46.45)	-
	Provision for Depreciation of Property, Plant and Equipment [Refer- footnote (v) below]	(16.31)	-
	Provision for doubtful debts [Refer footnote (v) below]	(20.26)	-
	Business restructuring expenses [Refer footnote (iii) below]	(6.90)	-
	Provision for doubtful recoverable in Government project [Refer footnote (ii) below]	(71.28)	-
		13,802.17	34.89

Footnotes:

(i) During the Previous year, the Company collected and accordingly written back provisions amounting to Rs. 34.89 Million for allowance for doubtful debts and advances, for which provisions were made as exceptional items in earlier years .

(ii) During the year, the Company has created provisions amounting to Rs. 71.28 Million for allowance for doubtful debts from government project.

(iii) Expenses amounting to Rs. 6.90 Million incurred by company for transfer of business from NIPE and NYJL.

(iv) NIIT Limited has entered into a Share Purchase Agreement (SPA) with Hulst B.V. (Purchaser) on April 6, 2019 to transfer its entire shareholding in NIIT Technologies Limited for a consideration of Rs. 20,204 Million. Accordingly Company has recognised gain on sale of investment in Associates amounting to Rs. 14,651.57 Million [Refer note 6(i)].

(v) NIIT Limited has considered the possible effects that may result from COVID-19 on the carrying value of assets and created an additional provision for doubtful debts of Rs. 20.26 Million and amortization / depreciation of Rs. 62.76 Million towards intangible and Property, plant and equipment (Refer note 39).

(vi) The Company has decided to divest its Investment in Mindchampion Learning Systems Limited (MLSL), to a strategic / financial investor. In the interim period, NIIT remains committed to support MLSL for continuity of operations and value creation for all stake holders. In pursuance of applicable accounting standard (Ind AS - 105), the investment held in MLSL is classified as 'Assets held for Sale'. This has resulted in provision for impairment of investment and loan of Rs. 679.83 Million (based on fair valuation from an Independent Valuer), recognized as exceptional item in the statement of profit and loss for the year.

(vii) During the year, the Company has evaluated the Investments in NIIT West Africa limited and has accordingly made a provision for impairment of Investments amounting to Rs. 8.37 Million.

(Amount in Rs. Millions, unless otherwise stated)

22 Employee Benefits

A) Defined Contribution Plans

The Company makes contribution towards Provident Fund (other than NIIT Limited and certain other domestic subsidiaries), Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in Contribution to Provident and Other Funds in the Statement of Profit and Loss:-

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Employers' Contribution to Provident Fund*	1.15	1.45
Employers' Contribution to Superannuation Fund	11.48	10.36
Employers' Contribution to Employees Pension Scheme	29.03	22.44
Employers' Contribution to Employee National Pension System	1.69	1.12
Total **	**43.35**	**35.37**

* This provident fund contribution relates to those entities that we have acquired through business combination.

**Includes Rs. 1.70 Million (March 31, 2019 Rs. 1.82 Million) recognised in statement of profit and loss from discontinued operations.

The Company has charged the following costs in Contribution to Other Funds in the Statement of Profit and Loss for Key Managerial Personnel:

Employers' Contribution to Superannuation Fund	2.28	2.08
Employers' Contribution to Employees Pension Scheme	0.02	0.02
Total	**2.30**	**2.10**

B) Defined Benefit Plans

I. Provident Fund

Based on actuarial valuation in accordance with Ind AS - 19 for interest rate guarantee of exempted provident fund liability of employees, there is no interest shortfall in the funds managed by the trust and hence there is no further liability as at March 31, 2020 and March 31, 2019. Having regard to the assets of the fund and return on the investments,The Company does not expect any deficiency in the foreseeble future.

Eligible Employees of the Company receive benefits from a provident fund , which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund equal to a specified percentage of the covered employee's salary.The Company contributes a portion to the provident fund trust. The trust invests in specific designated instruments as permitted by Indian law. The plan assets have neen primarily invested in government securities and debt instruments.

The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The actuary has provided a valuation for provident fund liabilities using the deterministic approach guidance issued by actuarial society of India. The present value of benefit obligation as at March 31, 2020 is Rs. 1,237.95 Million (March 31, 2019 Rs. 1,143.07 Million) as per the actuarial report and the fair value of plan assets is higher than the same. Hence, there is no shortfall as at March 31, 2020 and March 31, 2019.

Key assumptions used in determining the present value obligation of the interest rate guarantee are the Government of India (GOI) bond yield 6.50% (March 31, 2019 7.25%) , remaining term to maturity of portfolio 7 years (March 31, 2019 7 years) and Expected guaranteed interest rate 8.50% (March 31,2019 8.65% for the first year and 8.60% thereafter). The Company contributed Rs. 38.15 Million (March 31, 2019 Rs. 30.36 Million) including Rs. 2.62 Million (March 31, 2019 Rs. 2.41 Million) in respect of Key Managerial personnel during the year to the Trust. The same has been recognized in the statement of profit and loss under the head employee benefit expenses. The Company contributed Rs. 0.16 Million (March 31, 2019 Rs. Nil) to the trust. The same has been recognized in the statement of profit and loss from discontinued operations.

Each year, the board of trustees reviews the level of funding in the provident fund plan. Such a review includes the assets-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The board of trustees decides its contribution based on the result of this annual review.

II. Gratuity Fund - Funded

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
i) Change in Present value of Obligation:-		
Present value of obligation as at beginning of the year	170.25	158.26
Interest cost	11.89	11.36
Current service cost	21.86	19.50
Benefits paid	(12.59)	(13.64)
Acquisiton (credit) / cost	0.02	(0.34)
Actuarial (gain) / loss on experience	6.52	(7.94)
Actuarial (gain) / loss on financial assumption	1.47	3.05
Present value of obligation as at the year end	**199.42**	**170.25**

(Amount in Rs. Millions, unless otherwise stated)

ii) **Change in Fair value of Plan Assets:-**

	Year ended March 31, 2020	Year ended March 31, 2019
Fair value of Plan Assets as at the beginning of the year	81.41	88.51
Expected return on Plan Assets	5.48	6.15
Contributions	0.77	0.68
Acquisition adjustment	0.03	(0.34)
Benefits Paid	(12.59)	(13.64)
Return on plan assets greater / (lesser) than discount rate	0.50	0.05
Fair value of Plan Assets as at the end of the year	**75.60**	**81.41**

Estimated contributions for the year ended on March 31, 2021 is Rs. 123.82 Million (Previous year Rs. 88.84 Million).

iii) **Amount of Asset / (Liability) recognised in the Balance Sheet:-**

	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Assets / (Liability) recognised in Balance Sheet
As at March 31, 2020	75.60	199.42	(123.82)
As at March 31, 2019	81.41	170.25	(88.84)

iv) **Gratuity Cost recognised in the Statement of Profit and Loss:-**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Current service cost	21.86	19.50
Net interest on net defined benefit liability / (asset)	6.41	5.21
Expense recognised in the Statement of Profit and Loss*	**28.27**	**24.71**

*Includes Rs. 0.28 Million (March 31, 2019 Rs. 0.44 Million) recognised in statement of profit and loss from discontinued operations.

v) **Gratuity Cost recognised through Other Comprehensive Income:-**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Actuarial (gain) / loss - experience	6.52	(7.94)
Actuarial (gain) / loss - financial assumptions	1.47	3.05
Return on plan assets (greater) / less than discount rate	(0.50)	(0.05)
Expense recognised through other comprehensive income	**7.49**	**(4.94)**

vi) **Assumptions used in accounting for gratuity plan:-**

	As at March 31, 2020	As at March 31, 2019
Discount Rate (Per Annum)	6.50%	7.25%
Future Salary Increase	2% for FY 2020-21, 8% thereafter	11% for FY 2019-20, 8% thereafter
Expected Rate of return on plan assets	7.85%	7.65%

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

vii) **Investment details of Plan Assets:-**

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

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

(Amount in Rs. Millions, unless otherwise stated)

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2020	March 31, 2020	March 31, 2020
Discount rate	0.50%	(7.30)	7.79
Salary growth rate	0.50%	7.29	(6.89)
Withdrawal rate	5.00%	(6.87)	7.23

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2019	March 31, 2019	March 31, 2019
Discount rate	0.50%	(6.15)	6.55
Salary growth rate	0.50%	6.06	(5.73)
Withdrawal rate	5.00%	(3.66)	3.95

The above sensitivity analyses are based on a change in an 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 for calculating the defined benefit liability recognised in the balance sheet.

Risk exposure

Through its defined benefit plans, the Company 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.

23 Share based payments

(a) Employee option plan

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2/- each (Rs. 10/- each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

i) Summary of options granted under plan:

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	**73.86**	**5,765,240**	**64.64**	**5,234,744**
Granted during the year	99.00	420,000	92.37	1,405,000
Exercised during the year	46.34	960,509	43.71	754,501
Forfeited/lapsed during the year	89.35	282,610	78.10	120,003
Closing balance	**80.45**	**4,942,121**	**73.86**	**5,765,240**
Vested and exercisable		3,102,081		3,153,546

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Grant date	Vesting date	Expiry date	Exercise price	Fair value	Share options outstanding	
						March 31, 2020	March 31, 2019
Grant IX							
Vest 1	21-May-14	20-May-15	20-May-20	35.40	10.66	83,300	169,800
Vest 2	21-May-14	20-May-16	20-May-21	35.40	11.45	83,300	221,100
Vest 3	21-May-14	20-May-17	20-May-22	35.40	14.35	177,000	264,000
Grant X							
Vest 1	28-Aug-14	28-Aug-15	28-Aug-20	49.75	15.50	-	-
Vest 2	28-Aug-14	28-Aug-16	28-Aug-21	49.75	16.61	20,000	20,000
Vest 3	28-Aug-14	28-Aug-17	28-Aug-22	49.75	19.78	20,002	20,002
Grant XII							
Vest 1	24-Jun-15	24-Jun-16	24-Jun-21	41.60	13.45	101,846	246,166
Vest 2	24-Jun-15	24-Jun-17	24-Jun-22	41.60	14.38	228,667	299,999
Vest 3	24-Jun-15	24-Jun-18	24-Jun-23	41.60	15.07	200,000	300,002
Grant XIII							
Vest 1	17-Jul-15	17-Jul-16	17-Jul-21	52.15	17.01	128,992	187,652
Vest 2	17-Jul-15	17-Jul-17	17-Jul-22	52.15	18.21	134,998	217,806
Vest 3	17-Jul-15	17-Jul-18	17-Jul-23	52.15	19.08	157,194	258,712
Grant XIV							
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	-	35,000
Grant XVI							
Vest 1	16-Jun-16	16-Jun-17	16-Jun-22	83.30	30.30	59,994	66,660
Vest 2	16-Jun-16	16-Jun-18	16-Jun-23	83.30	31.88	59,994	66,660
Vest 3	16-Jun-16	16-Jun-19	16-Jun-24	83.30	33.17	66,680	73,348
Grant XVII							
Vest 1	05-Feb-17	05-Feb-18	05-Feb-23	73.60	25.87	9,999	26,665
Vest 2	05-Feb-17	05-Feb-19	05-Feb-24	73.60	27.13	19,999	26,665
Vest 3	05-Feb-17	05-Feb-20	05-Feb-25	73.60	28.29	26,670	26,670
Grant XVIII							
Vest 1	23-Jun-17	23-Jun-18	23-Jun-23	92.55	33.47	329,992	393,325
Vest 2	23-Jun-17	23-Jun-19	23-Jun-24	92.55	36.08	329,992	379,992
Vest 3	23-Jun-17	23-Jun-20	23-Jun-25	92.55	37.61	330,016	380,016
Grant XIX							
Vest 1	27-Jul-17	27-Jul-18	27-Jul-23	88.85	32.06	93,333	93,333
Vest 2	27-Jul-17	27-Jul-19	27-Jul-24	88.85	34.46	93,333	93,333
Vest 3	27-Jul-17	27-Jul-20	27-Jul-25	88.85	35.05	93,334	93,334
Grant XX							
Vest 1	24-Oct-17	24-Oct-18	24-Oct-23	108.10	39.30	139,999	139,999
Vest 2	24-Oct-17	24-Oct-19	24-Oct-24	108.10	43.14	139,999	139,999
Vest 3	24-Oct-17	24-Oct-20	24-Oct-25	108.10	44.96	140,002	140,002
Grant XXI							
Vest 1	25-Jun-18	25-Jun-19	25-Jun-24	96.15	36.79	165,000	165,000
Vest 2	25-Jun-18	25-Jun-20	25-Jun-25	96.15	42.81	165,000	165,000
Vest 3	25-Jun-18	25-Jun-21	25-Jun-26	96.15	45.76	165,000	165,000
Grant XXII							
Vest 1	19-Jul-18	19-Jul-19	19-Jul-24	89.65	34.37	181,798	246,642
Vest 2	19-Jul-18	19-Jul-20	19-Jul-25	89.65	39.92	213,312	246,642
Vest 3	19-Jul-18	19-Jul-21	19-Jul-26	89.65	42.71	213,376	246,716
Grant XXIII							
Vest 1	23-Jan-19	23-Jan-20	23-Jan-25	93.65	34.98	50,000	50,000
Vest 2	23-Jan-19	23-Jan-21	23-Jan-26	93.65	40.12	50,000	50,000
Vest 3	23-Jan-19	23-Jan-22	23-Jan-27	93.65	44.53	50,000	50,000
Grant XXIV							
Vest 1	16-Jul-19	16-Jul-20	16-Jul-25	99.00	35.79	140,000	-
Vest 2	16-Jul-19	16-Jul-21	16-Jul-26	99.00	41.88	140,000	-
Vest 3	16-Jul-19	16-Jul-22	16-Jul-27	99.00	47.12	140,000	-

(Amount in Rs. Millions, unless otherwise stated)

iii) **Fair value of options granted**

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market price	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate
Grant IX	Vest 1	35.40	39.04%	3.50	8.68%	3.96%
	Vest 2	35.40	37.65%	4.50	8.73%	3.96%
	Vest 3	35.40	48.22%	5.50	8.78%	3.96%
Grant X	Vest 1	49.75	40.75%	3.50	8.78%	3.96%
	Vest 2	49.75	39.51%	4.50	8.73%	3.96%
	Vest 3	49.75	46.99%	5.50	8.70%	3.96%
Grant XII	Vest 1	41.60	42.73%	3.50	7.95%	3.50%
	Vest 2	41.60	41.13%	4.50	7.93%	3.50%
	Vest 3	41.60	39.89%	5.50	7.92%	3.50%
Grant XIII	Vest 1	52.15	43.53%	3.50	7.79%	3.50%
	Vest 2	52.15	41.89%	4.50	7.86%	3.50%
	Vest 3	52.15	40.55%	5.50	7.90%	3.50%
Grant XIV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
Grant XVI	Vest 1	83.30	48.89%	3.50	7.52%	3.01%
	Vest 2	83.30	45.98%	4.50	7.52%	3.01%
	Vest 3	83.30	44.05%	5.50	7.52%	3.01%
Grant XVII	Vest 1	73.60	48.75%	3.50	6.41%	3.01%
	Vest 2	73.60	45.93%	4.50	6.41%	3.01%
	Vest 3	73.60	44.36%	5.50	6.41%	3.01%
Grant XVIII	Vest 1	92.55	47.76%	3.50	6.45%	2.35%
	Vest 2	92.55	46.09%	4.50	6.45%	2.35%
	Vest 3	92.55	43.93%	5.50	6.45%	2.35%
Grant XIX	Vest 1	88.85	47.64%	3.50	6.45%	2.35%
	Vest 2	88.85	45.78%	4.50	6.45%	2.35%
	Vest 3	88.85	43.85%	5.50	6.45%	2.35%
Grant XX	Vest 1	108.10	47.45%	3.50	6.80%	2.35%
	Vest 2	108.10	46.90%	4.50	6.80%	2.35%
	Vest 3	108.10	44.66%	5.50	6.80%	2.35%
Grant XXI	Vest 1	96.15	44.86%	3.50	7.80%	1.43%
	Vest 2	96.15	47.55%	4.50	7.80%	1.43%
	Vest 3	96.15	46.15%	5.50	7.80%	1.43%
Grant XXII	Vest 1	89.65	45.06%	3.50	7.77%	1.43%
	Vest 2	89.65	47.63%	4.50	7.77%	1.43%
	Vest 3	89.65	46.30%	5.50	7.77%	1.43%
Grant XXIII	Vest 1	93.65	43.80%	3.50	7.53%	1.43%
	Vest 2	93.65	45.29%	4.50	7.53%	1.43%
	Vest 3	93.65	46.75%	5.50	7.53%	1.43%
Grant XXIV	Vest 1	99.00	42.39%	3.50	6.53%	1.10%
	Vest 2	99.00	44.87%	4.50	6.53%	1.10%
	Vest 3	99.00	47.04%	5.50	6.53%	1.10%

iv) **Expense arising from share-based payment transactions**

Particulars	March 31, 2020	March 31, 2019
Expenses charged to Statement of Profit and Loss during the year based on fair value of options*	22.86	31.56

*Excluding Share based payments expenses charged in discontinued operations in statement of profit and loss Rs. 0.50 Million (March 31, 2019 Rs. 0.71 Million).

(Amount in Rs. Millions, unless otherwise stated)

24	Income tax expense	Year ended	
		March 31, 2020	March 31, 2019
(a)	**Income tax expense**		
	Current tax		
	Current tax on profits for the year	1,535.54	31.61
	Adjustments for current tax for earlier years	(1.56)	-
	Total current tax expense	**1,533.98**	**31.61**
	Deferred tax		
	(Increase) / Decrease in deferred tax assets	(198.05)	0.26
	Decrease / (Increase) in minimum alternate tax credit	104.17	(20.03)
	Total deferred tax expense / (benefit)	**(93.89)**	**(19.77)**
	Income tax expense	**1,440.09**	**11.84**

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

	Year ended	
	March 31, 2020	March 31, 2019
Profit before income tax expense	15,217.78	386.75
Tax at the Indian tax rate of 25.17% (Previous year 33.384%)	**3,830.32**	**129.11**
Adjustments for:		
Taxes relating to earlier years	(1.56)	-
Taxes paid in Foreign Territories to the extent not allowed to be set off	5.58	31.61
Tax Impact of Income exempt under section 10 (Dividend from Subsidiaries & Associate)	(12.37)	(72.58)
Tax Impact of Business Transfer	(1.01)	-
Tax impact of Deferred Tax not recognized on account of prudence	(265.92)	(24.99)
Tax impact of Reversal of Minimum Alternate Tax Credit entitlement	104.17	(20.03)
Tax impact on account of adjustment of brought forward business loss & unabsorbed depreciation	(217.97)	(16.51)
Tax impact on account of adjustment of brought forward Long term capital losses	(793.25)	-
Tax impact on difference between book profit and taxable profit on NTL divestment	592.92	-
Difference of Concessional Rate of Tax- Long Term Capital Gains (25.17%-11.65%)	(1,980.89)	-
Tax Impact due to impairment of Loan and Investments in Subsidiaries	173.22	-
Tax Impact of other adjustments	6.85	(14.77)
Income tax expense	**1,440.09**	**11.84**

25 Fair value measurements

(i) Fair value hierarchy

To provide 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 explained below:

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 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.

(Amount in Rs. Millions, unless otherwise stated)

(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.

The fair value of forward foreign exchange contracts is determined using Mark to Market Valuation by the respective bank at the balance sheet date.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Financial instruments by category and hierarchy of measurement

Particulars	March 31, 2020				March 31, 2019			
	FVTPL	FVTPL	FVOCI	Amortised cost	FVTPL	FVTPL	FVOCI	Amortised cost
	Level 1	Level 2	Level 2		Level 1	Level 2	Level 2	
Financial assets								
Investments	5,728.59	-	-	2,697.00	-	-	-	-
Trade receivables	-	-	-	1,069.76	-	-	-	1,078.74
Loans receivable	-	-	-	-	-	-	-	250.00
Cash and cash equivalents	-	-	-	280.98	-	-	-	289.97
Bank balances other than above	-	-	-	1,508.11	-	-	-	7.74
Other financial assets	-	-	-	1,783.78	-	-	-	346.05
Derivative assets	-	-	-	-	-	4.38	18.58	-
Total financial assets	**5,728.59**	**-**	**-**	**7,339.63**	**-**	**4.38**	**18.58**	**1,972.50**
Financial liabilities								
Borrowings	-	-	-	249.42	-	-	-	2,137.98
Lease liabilities	-	-	-	428.56	-	-	-	-
Trade payables	-	-	-	558.42	-	-	-	643.38
Other financial liabilities	-	-	-	385.34	-	-	-	379.00
Derivative liabilities	-	7.84	12.69	-	-	-	-	-
Total financial liabilities	**-**	**7.84**	**12.69**	**1,621.74**	**-**	**-**	**-**	**3,160.36**

As of March 31, 2020 and March 31, 2019, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the nature of these instruments. For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

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 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 finance 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:

(Amount in Rs. Millions, unless otherwise stated)

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 1069.76 Million as of March 31, 2020 (March 31, 2019 - Rs. 1,078.74 Million) and unbilled revenue amounting to Rs. 153.31 Million as of March 31, 2020 (March 31, 2019 - Rs. 117.86 Million). Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through individual subsidiaries, government customers and other corporate customers. 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, 2020:

Reconciliation of loss allowance provision – Trade receivables

Particulars	Amount
Loss allowance as on April 1, 2018	**799.54**
Addition upon Business combination	3.73
Loss allowance restated as on April 1, 2018	**803.27**
Less: Adjustments against Bad Debts written off	(14.77)
Less: Doubtful debts written back through exceptional items	(34.89)
Add: Provision for expected credit loss *	1.31
Loss allowance as on March 31, 2019	**754.92**
Less: Adjustments against Bad Debts written off	(0.95)
Add: Additional provisional created through exceptional items	91.54
Add: Provision for expected credit loss *	0.85
Loss allowance as on March 31, 2020	**846.36**

*Includes Rs. 0.50 Million (March 31, 2019 Rs. 0.22 Million) recognised in statement of profit and loss from discontinued operations.

(B) 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 outstanding borrowings as term loans and working capital limits from banks. The term loans are secured by a first charge on the book debts and movable & immovable 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.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Contractual maturities of financial liabilities (undiscounted):

	Less than 1 year	Between 1 and 2 years	Beyond 2 years	Total
March 31, 2020				
Borrowings	176.58	72.84	-	249.42
Trade payables	558.42	-	-	558.42
Lease liabilities	104.95	74.90	248.71	428.56
Other financial liabilities	405.10	0.77	-	405.87
	1,245.05	148.51	248.71	1,642.27
March 31, 2019				
Borrowings	794.32	599.22	744.44	2,137.98
Trade payables	643.38	-	-	643.38
Other financial liabilities	377.92	1.08	-	379.00
	1,815.62	600.30	744.44	3,160.36

(C) 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, foreign 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.

(Amount in Rs. Millions, unless otherwise stated)

(i) 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. The Company's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The Company has mitigated the interest rate risk on foreign currency term loan by converting it from floating rate to fixed rate through currency swap. Hence, there is no significant challenge of interest rate risk.

(ii) Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP, EUR and NOK. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency. The Company evaluates its exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to hedge forecasted cash flows denominated in foreign currency and mitigate such exposure.

The company's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows:-

	March 31, 2020	March 31, 2019
Financial assets		
Trade receivables		
USD	432.54	401.53
GBP	141.50	118.29
EUR	191.59	178.14
Others	73.17	43.11
Net exposure to foreign currency risk (assets)	**838.80**	**741.07**
Financial liabilities		
Trade payables		
USD	42.19	34.56
GBP	37.74	34.61
NOK	36.71	80.31
EUR	16.85	9.37
Others	0.19	0.78
Net exposure to foreign currency risk (liabilities)	**133.68**	**159.63**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit and Loss for the year ended March 31, 2020		Impact on Profit and Loss for the year ended March 31, 2019	
	Gain on appreciation	Loss on depreciation	Gain on appreciation	Loss on depreciation
1% appreciation / depreciation in Indian Rupees against following foreign currencies *:				
USD	3.90	(3.90)	3.67	(3.67)
GBP	1.04	(1.04)	0.84	(0.84)
NOK	(0.37)	0.37	(0.80)	0.80
EUR	1.75	(1.75)	1.69	(1.69)
Others	0.73	(0.73)	0.42	(0.42)
	7.05	**(7.05)**	**5.82**	**(5.82)**

* Holding all other variables constant

USD: United States Dollar, GBP: Great Britain Pound sterling, NOK: Norwegian Krone, EUR: Euro

Notes to the Financial Statements for the year ended March 31, 2020

Contd..

(Amount in Rs. Millions, unless otherwise stated)

(D) Impact of hedging activities

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

	Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/ rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities	Assets	Liabilities					
	March 31, 2020									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	1,082.86	-	-	34.64	April 2020 to March 2021	1:1	EUR:- 83.71 USD:- 74.02 GBP:- 95.29 CAD:- 54.66	(35.42)	35.42
(ii)	Foreign currency borrowing		200.00		218.52	April 2020 to March 2021	1:1	USD:- 68.98	(0.34)	0.34
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 200 million principal amount	14.11	-	April 2020 to April 2021	1:1	9.25%	(9.01)	9.01
	March 31, 2019									
	Foreign Exchange Risk									
(i)	Foreign exchange forward contracts	947.28	-	17.86	-	April 2019 to March 2020	1:1	EUR:- 84.48 USD:- 72.95 GBP:- 98.21	15.91	(15.91)
(ii)	Foreign currency borrowing		600.00		618.86	April 2019 to April 2021	1:1	USD:- 67.64	(7.04)	7.04
	Interest rate risk									
(i)	Interest rate swap		Interest on Rs. 600 million principal amount	5.10	-	April 2019 to April 2021	1:1	10.00%	(11.04)	11.04

*The foreign exchange forward are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1. The entire amount of foreign currency loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

(Amount in Rs. Millions, unless otherwise stated)

27 Capital management

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. To maximise the shareholder value the management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securities premium and all other reserves. Debt includes, foreign currency term loan and other borrowings.

During the financial year, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

Loans availed by the Company are subject to certain financial covenants and the Company is compliant with these financial covenants on the reporting date as per the terms of the loan agreement.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2020.

(i) **Debt equity ratio:**

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	249.42	2,137.98
Total Debt (A)	**249.42**	**2,137.98**
Equity share capital	283.03	334.71
Other equity*	15,044.22	7,755.99
Total Equity (B)	**15,327.25**	**8,090.70**
Debt equity ratio (A/B)	0.02	0.26

(ii) **Return on equity :**

Particulars	March 31, 2020	March 31, 2019
Profit after tax (C)	**13,683.64**	**254.96**
Equity share capital	283.03	334.71
Other equity*	15,044.22	7,755.99
Total equity (D)	**15,327.25**	**8,090.70**
Return on equity Ratio (%) (C/D)	89.28%	3.15%

* includes share application money pending allotment.

28 Contingent Liabilities

a) **Claims against the Company not acknowledged as debts:-**

	As at March 31, 2020	As at March 31, 2019
Customers	3.24	5.62
Indemnification related to sale of investments in NIIT Technologies Limited	2,376.41	-
Works Contract Tax	31.32	31.32
Customs Duty	4.80	4.80
Income Tax	44.50	53.36
Others*	21.18	25.98
	2,481.45	**121.08**

*Includes amount of Rs. 17.98 Million (March 31, 2019 Rs. 17.98 Million) pertains to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting and Rs. Nil (March 31, 2019 Rs. 8 Million) pertains to certain payments to the ex-faculties who were engaged by the Company for Government Project.

The Company does not expect any reimbursements in respect of the above.

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

b) The Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Company and on merits, the Tribunal has allowed some of the items and dismissed others which were referred back to the assessing officer for fresh examination. The Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/quantified demands. Based on legal opinion, the Company has fair chances of obtaining adequate relief before the Appellate Authorities.

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. Management does not foresee any financial implication based on advice of legal counsel.

c) **Guarantees**

i. Bank Guarantees issued by Bankers outsatnding at the end of the year Rs. 3.77 Million (March 31, 2019 Rs. 4.67 Million).

ii. Corporate Guarantee to National Skill Development Corporation to secure loan is Rs. Nil (March 31, 2019 Rs. 76.50 Million) availed by NIIT Yuva Jyoti Limited, a subsidiary of the Company.

iii. Corporate Guarantee issued to banks for availing working capital limits on behalf of Mindchampion Learning Systems Limited Rs. 50 Million (March 31, 2019 Rs. 450 Million) [Amount Outstanding at the end of the year Rs. Nil (March 31, 2019 Rs. Nil)].

iv. Corporate Guarantee issued to ICICI Bank Canada to secure loan of Rs. 266.93 Million [CAD 5 Million], [Amount Outstanding at the end of the year Rs. 160.16 Million [CAD 3 Million], (March 31, 2019 Nil)] availed by NIIT Learning Solutions (Canada) Limited.

29 Capital and Other Commitments

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 2.36 Million (March 31, 2019 Rs. 0.04 Million).

(b) For commitments related to lease arrangements, Refer note 34.

(c) The Company has issued letter of supports to provide need based financial support to its subsidiary companies, namely, Mindchampion Learning Systems Limited, Eagle International Institute Inc. USA, NIIT Learning Solutions (Canada) Limited and NIIT GC Limited.

30 Earnings Per Share

	Year ended	
	March 31, 2020	March 31, 2019
From Continuing operations		
Profit attributable to Equity Shareholders (Rs. Million) (A)	13,777.69	374.91
From Discontinued operations		
Loss attributable to Equity Shareholders (Rs. Million) (B)	(94.05)	(119.95)
From Continuing and Discontinued operations		
Profit attributable to Equity Shareholders (Rs. Million) (C)	13,683.64	254.96
Weighted average number of Equity Shares outstanding during the year (Nos.) – (D)	160,186,996	166,979,236
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	911,668	1,210,437
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (E)	161,098,664	168,189,673
Nominal Value of Equity Shares (Rs.)	2	2
From Continuing operations		
Basic Earnings per Share (Rs.) (A/D)	86.01	2.24
Diluted Earnings per Share (Rs.) (A/E)	85.53	2.23
From Discontinued operations		
Basic loss per Share (Rs.) (B/D)	(0.59)	(0.71)
Diluted loss per Share (Rs.) (B/E)	(0.59)	(0.71)
From Continuing and Discontinued operations		
Basic Earnings per Share (Rs.) (C/D)	85.42	1.53
Diluted Earnings per Share (Rs.) (C/E)	84.94	1.52

(Amount in Rs. Millions, unless otherwise stated)

31 Related Party Transactions :

A. Related party relationship where control exists:

Subsidiaries

1 NIIT Institute of Finance Banking and Insurance Training Limited
2 Mindchampion Learning Systems Limited
3 NIIT Yuva Jyoti Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
4 NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)
5 NIIT USA Inc, USA
6 NIIT Limited, UK
7 NIIT Malaysia Sdn. Bhd, Malaysia
8 NIIT West Africa Limited
9 NIIT GC Limited, Mauritius
10 NIIT (Ireland) Limited
11 NIIT Learning Solutions (Canada) Limited
12 Eagle international Institute Inc. USA
13 Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 12)
14 PT NIIT Indonesia, Indonesia (under liquidation)
15 NIIT China (Shanghai) Limited, Shanghai
16 NIIT Wuxi Service Outsourcing Training School, China (Memorandum of Understanding was executed to sell on April 1, 2017)
17 Wuxi NIIT Information Technology Consulting Limited, China (agreement to sell entered on March 31, 2018)
18 Su Zhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 17)
19 Changzhou NIIT Information Technology Consulting Limited, China (subsidiary of entity at serial no. 17)
20 Zhangjiagang NIIT Information Services Limited, China (Closed w.e.f. August 12, 2019)
21 Chengmai NIIT Information Technology Company Limited, China (Under process of closing)
22 Chongqing An Dao Education Consulting Limited, China
23 Chongqing NIIT Education Consulting Limited, China (Under process of closing)
24 NingXia NIIT Education Technology Company Limited, China
25 Guizhou NIIT information technology consulting Co., Limited, China
26 NIIT (Guizhou) Education Technology Co., Limited, China

B. Other related parties with whom the Company has transacted:

a) Associate (Parties in which Company has substantial interest)

1 NIIT Technologies Limited (Till May 17, 2019)

b) Key Managerial Personnel

1 Mr. Rajendra S Pawar (Chairman)
2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director)
3 Mr. P Rajendran (Joint Managing Director)
4 Mr. Sapnesh Kumar Lalla (Chief Executive Officer)
5 Mr. Amit Roy (Chief Financial Officer)
6 Mr. Anand Sudarshan (Non Executive Director)
7 Mr. Ashish Kashyap (Non Executive Director)
8 Ms. Geeta Mathur (Non Executive Director)
9 Mr. Ravinder Singh (Non Executive Director-w.e.f. March 29, 2019)
10 Mr. Surendra Singh (Non Executive Director-till March 31, 2019)

c) Relatives of Key Managerial Personnel

1 Ms. Renuka Thadani (Wife of Vijay K Thadani)

d) Parties in which the Key Managerial Personnel of the Company are interested

1 NIIT Institute of Information Technology
2 NIIT University
3 Naya Bazaar Novelties Private Limited
4 NIIT Foundation
5 NIIT Network Services Limited

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

C. **Key management personnel compensation**

	Year ended March 31, 2020	Year ended March 31, 2019
Short-term employee benefits	78.88	50.48
Post-employment benefits	9.75	6.78
Share based payments	3.97	2.88
Other benefits, Commission and Sitting fees paid to Non Executive Directors	21.20	4.88
Total compensation	**113.80**	**65.02**

D. **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 in ordinary course of business and at arm's length price.

All outstanding balances are unsecured and are repayable in cash.

E. **Details of significant transactions and balances with related parties :**

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Purchase of Goods	0.84	-	-	-	0.34	1.18
	(1.18)	-	-	-	(0.42)	(1.60)
Sale of Goods	-	-	-	-	4.33	4.33
	(0.02)	-	-	-	(6.85)	(6.87)
Sale of Services	1,505.88	-	-	-	3.44	1,509.32
	(1,269.83)	(2.57)	-	-	(2.14)	(1,274.54)
Purchase of Services -Others	-	-	-	-	-	-
	-	(21.03)	-	-	(0.17)	(21.20)
Recovery from subsidiaries for Management and Corporate Support Services	195.47	-	-	-	-	195.47
	(222.58)	-	-	-	-	(222.58)
Recovery of share based payments from	14.38	-	-	-	-	14.38
	(18.76)	-	-	-	-	(18.76)
Recovery of Employee Benefits expenses from	-	-	-	-	-	-
	(1.82)	-	-	-	-	(1.82)
Recovery of Professional Technical & Outsourcing expenses from	24.49	-	-	-	-	24.49
	(54.03)	-	-	-	-	(54.03)
Recovery of other expenses from	72.31	0.02	-	-	2.49	74.82
	(41.62)	(0.14)	(0.03)	-	(2.37)	(44.16)
Recovery of other expenses from (under the head other income)	7.35	-	-	-	0.58	7.93
	(1.92)	(0.01)	-	-	(0.42)	(2.35)
Recovery of Professional Technical & Outsourcing expenses by	185.99	-	-	-	0.43	186.42
	(95.61)	-	-	-	(18.58)	(114.19)
Recovery of Employee Benefits expenses by	116.63	-	-	-	-	116.63
	(161.90)	-	-	-	-	(161.90)
Recovery of other expenses by	17.31	-	-	0.98	16.77	35.06
	(7.65)	(0.45)	-	(0.98)	(19.21)	(28.29)
Royalty paid	29.41	-	-	-	-	29.41
	(21.93)	-	-	-	-	(21.93)
Interest Income	32.21	-	-	-	-	32.21
	(31.00)	-	-	-	-	(31.00)

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Interest expenditure	7.93	-	-	-	-	7.93
	(26.42)	-	-	-	-	(26.42)
Dividend Income	49.15	-	-	-	-	49.15
	(61.81)	(217.40)	-	-	-	(279.21)
Corporate Guarantee Charges (included in Other Non-Operating Income)	1.72	-	-	-	-	1.72
	(2.25)	-	-	-	-	(2.25)
Purchase of business from Subsidiaries	43.52	-	-	-	-	43.52
	-	-	-	-	-	-
Realisation of investments in Subsidiaries	247.73	-	-	-	-	247.73
	-	-	-	-	-	-
Provision for impairment of Investments	388.20	-	-	-	-	388.20
	-	-	-	-	-	-
Provision for impairment of Loan to Subsidiary	300.00	-	-	-	-	300.00
	-	-	-	-	-	-
Loans Given	50.00	-	-	-	-	50.00
	(250.00)	-	-	-	-	(250.00)
Loans Given Received Back	-	-	-	-	-	-
	(250.00)	-	-	-	-	(250.00)
Inter Corporate Deposits Taken	-	-	-	-	-	-
	(285.00)	-	-	-	-	(285.00)
Inter Corporate Deposits Repaid	285.00	-	-	-	-	285.00
	(279.00)	-	-	-	-	(279.00)

Previous year figures of March 31, 2019 are given in parenthesis.

Refer notes 28 and 29 for Guarantees, collaterals and commitments.

F. Outstanding Balances :

Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Trade Receivables					
March 31, 2020	707.84	-	-	2.04	709.88
March 31, 2019	573.98	0.19	-	0.77	574.94
Trade Payables					
March 31, 2020	120.46	-	-	0.90	121.36
March 31, 2019	162.89	11.47	-	0.95	175.31
Other Payables					
March 31, 2020	-	-	2.64	-	2.64
March 31, 2019	-	-	2.84	-	2.84
Other Receivables					
March 31, 2020	0.32	-	0.27	-	0.59
March 31, 2019	0.23	-	0.20	-	0.43

Refer notes 28 and 29 for guarantees, collaterals and commitments as at the year end.

(Amount in Rs. Millions, unless otherwise stated)

32 **Intangible assets under development**

The Company internally develops software tools, platforms and content / courseware. The management estimates that this would result in enhanced productivity and offer more technology based learning products / solutions to the customers in future. The Company is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred during the year towards the development are as follows:

	Year ended	
Description	**March 31, 2020**	**March 31, 2019**
Opening Intangible assets under development	107.65	87.79
Additions Consequent to Business purchase of Subsidiaries (Refer note 37)	-	1.32
Opening Intangible assets under development (Restated)	**107.65**	**89.11**
Add:-Expenditure during the Year		
Salary and other Employee Benefits	77.63	79.14
Professional & Technical Outsourcing Expenses	51.95	46.70
Rent	1.34	3.37
Other Expenses	2.97	3.41
Less:-Intangible capitalised during the year	(165.22)	(114.08)
Closing Intangible assets under development	**76.32**	**107.65**

33 **Segment Information**

The Company is engaged in providing Education & Training Services in a single segment. Based on "Management Approach" , as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segments.

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.

34 **Leases**

(i) **The following are the amounts recognised in the statement of profit and loss for short term leases:-**

	Year ended	
Particulars	**March 31, 2020**	**March 31, 2019**
In respect of Premises*	9.02	112.56
In respect of Equipments**	157.16	159.82
In respect of Vehicles	8.30	25.45
	174.48	**297.83**

* Includes payment in respect of premises for office and employee accommodation.

** Includes payment in respect of computers, printers and other equipments.

(ii) **The effect of adoption of Ind AS 116 is as follows:**

The following are the carrying amount of right-of-use assets recognised and movement during the year:-

Particulars	Building	Vehicle	Total
As at April 1, 2019	**377.04**	**34.16**	**411.20**
Additions	110.16	19.36	129.52
Deletion	(0.95)	(1.47)	(2.42)
Depreciation	(105.94)	(15.81)	(121.75)
As at March 31, 2020	**380.31**	**36.24**	**416.55**

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

The following are the carrying amount of lease liabilities and movement during the year :-

Particulars	Total
As at April 1, 2019	**411.20**
Additions	109.81
Deletion	(2.51)
Accretion of interest	38.71
Payments	(128.65)
As at March 31, 2020	**428.56**

The following is the break-up of current and non-current lease liabilities as of March 31, 2020:-

Particulars	Total
Current Lease liabilities	104.95
Non-Current Lease liabilities	323.61
Total	**428.56**

The following are the amounts recognised in the statement of profit and loss:-

Particulars	Total
Depreciation expense of right-of-use assets*	121.13
Interest expense on lease liabilities**	38.51
Gain on Modification of lease assets (net)	(0.08)
Total	**159.56**

There are only fixed rental payable as per the terms of the contracts.

*Excluding depreciation charged in discontinued operations in statement of profit and loss Rs. 0.62 Million.

**Excluding Interest on lease liabilities charged in discontinued operations in statement of profit and loss Rs. 0.20 Million.

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2020:

Particulars	Total
Less than one year	104.95
One to two years	74.90
More than two years	248.71
Total	**428.56**

35 Disclosure under Ind AS - 115 (Revenue from contracts with customers)

		Year ended	
a.	**Disaggregated revenue information**	March 31, 2020	March 31, 2019
	Type of Services		
	Sale of Courseware and Training Material	148.64	555.05
	Sale of Services	3,859.93	3,222.78
		4,008.57	**3,777.83**
	Timing of Revenue Recognition		
	Goods (Courseware, Training Material) transferred at a point in time	148.64	555.05
	Services transferred over time (Training Services)	3,859.93	3,222.78
		4,008.57	**3,777.83**
b.	**Contract Balances**		
	Trade Receivables	1,069.76	1,078.74
	Contract Assets	153.31	117.86
	Contract Liabilities	110.96	190.78
		1,334.03	**1,387.38**

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days. As on date a sum of Rs. 92.39 Million (March 31, 2019 Rs. 1.31 Million) is recognised as provision for expected credit losses on trade receivables during the year.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivables is right to consideration that is unconditional upon passage of time.

Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

(Amount in Rs. Millions, unless otherwise stated)

c. **Reconciliation of revenue recognised in the statement of profit and loss with the contracted price**

	Year ended	
	March 31, 2020	March 31, 2019
Revenue as per contracted price	3,995.59	3,801.81
Adjustments		
Hedge Revenue	14.34	(23.75)
Discount	(1.36)	(0.23)
	4,008.57	**3,777.83**

d. **Performance obligation and remaining performance obligation**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on March 31, 2020, there were no remaining performance obligation as the same is satisfied upon delivery of goods / services.

36 Discontinued operations

During the year, the Company has decided not to pursue new skill contracts in its wholly owned subsidiary NIIT Yuva Jyoti Limited (NYJL) and discontinue operations post completion of commitments against existing contracts, in line with its stated long term strategy of reducing exposure to low margin, capital intensive government business. Consequently, assets and liabilities including continuing commitments of NYJL were transferred to the parent company (NIIT Limited) in view of going into voluntary liquidation of the subsidiary.

Accordingly, the members of the NIIT Yuva Jyoti Limited passed a special resolution on Feb 19, 2020, at their extra-ordinary general meeting of the subsidiary to liquidate the Subsidiary by way of voluntary liquidation.

The net result of operations of this entity has been disclosed separately under 'Discontinued Operations'as per the requirements of Ind AS - 105 with a corresponding impact in the previous year which has also been reclassified under 'Discontinued Operations'.

Net results of Discontinued Operations :

Particulars	Year ended	
	March 31, 2020	March 31, 2019
Revenue	53.10	98.64
Other Income	1.43	1.81
Expenses	(148.58)	(220.40)
Loss before tax from discontinued operations	**(94.05)**	**(119.95)**
Income Tax Expenses	-	-
Loss after tax from discontinued operations	**(94.05)**	**(119.95)**

Cash flow from Discontinued Operations

Particulars	Year ended	
	March 31, 2020	March 31, 2019
Net Cash flow used in operating activities	(74.20)	(101.97)
Net cash flow generated from investing activities	1.59	0.74
Net Cash flow used in financing activities	(78.38)	(19.89)

37 Business Combination of NIIT Yuva Jyoti Limited (NYJL) and NIIT Institute of Process Excellence Limited (NIPE)

(i) During the year the Company has taken over the Intellectual Property Rights and Other Assets, Liabilities and employees along with contractual obligations (placement, collection and closure responsibility) as at closing of October 31, 2019 for a total consideration of Rs. 27.73 Million from NYJL vide transfer agreements dated October 31, 2019 and November 1, 2019.

Further, the Company, vide Business Purchase Agreement dated November 1, 2019 entered into with NIPE, acquired its vocational skill training business on going concern basis for a lump sum consideration of Rs. 15.79 Million (excluding cash and cash equivalents) as at the closing of December 31, 2019.

Given below is the relationship history of NYJL & NIPE:

Name of the Subsidiary	%Holding	Details of activities	Relationship History
1. NIIT Yuva Jyoti Limited (NYJL)	100%	Engaged in reach out to the youth of India living in cities, small towns & villages and provide them with job specific training to enable them to get jobs across different service sectors.	Subsidiary before beginning of the comparative period
2. NIIT Institute of Process Excellence limited (NIPE)	100%	Provides transformational training services to the Global outsourcing industry.	Subsidiary before beginning of the comparative period

These transactions have been treated as business combination and the Company has applied pooling of interest method to account for such Business Combination. Based on the requirements of Appendix C to Ind AS - 103, the Company has restated financial information appearing in these financial results in respect of previous periods as if the business combination had occurred from the beginning of the preceding period in the financial statements i.e. April 1, 2018, irrespective of the date of the transaction.

(Amount in Rs. Millions, unless otherwise stated)

(ii) Following Assets and Liabilities have been transferred to the Company pursuant to Transfer Agreements:

Particulars	NYJL, April 1, 2018	NIPE, April 1, 2018
Non-Current Assets		
Property, plant and equipment	1.00	0.28
Intangible Assets	1.63	-
Intangible Assets Under Development	1.32	-
Other financial assets	1.47	0.16
Other non-current assets	8.88	20.12
Current Assets		
Inventories	0.16	-
Trade receivables	3.79	27.16
Cash and cash equivalents	44.50	-
Bank balances other than above	0.23	-
Other financial assets	39.80	0.05
Other current assets	82.01	0.97
Total Assets	**184.79**	**48.74**
Non-current liabilities		
Borrowings	76.50	-
Other financial liabilities	-	6.01
Current liabilities		
Borrowings	9.00	-
Trade payables	58.08	10.36
Other financial liabilities	3.80	-
Other current liabilities	29.78	1.37
Provisions	1.42	3.63
Total Liabilities	**178.58**	**21.37**
Net Assets taken over (A)	**6.21**	**27.37**
Cash Consideration paid	27.73	15.79
Value of Investment Given up	200.29	-
Total Consideration paid (B)	**228.02**	**15.79**
Capital Reserves assumed on Business Combination (A-B)	**(221.81)**	**11.58**

(iii) Reconciliation of profits as per this financial statements and the audited standalone financial statements for the year ended March 31, 2019 adopted at the meeting of Board of Directors dated May 25, 2019:

Particulars	Amount
Profit for the year ended March 31, 2019 of the Company as per financial statement issued on May 25, 2019 **(a)**	**163.67**
Profits / (Loss) of:	
NYJL for the year ended March 31, 2019	(109.57)
NIPE for the year ended March 31, 2019	0.86
Sub total (b)	**(108.71)**
Other Adjustment:	
Elimination of exceptional expenses *	200.00
Sub total (c)	**200.00**
Restated Profit for the year ended March 31, 2019 (a+b+c)	**254.96**

*Reversal of provision for diminution in the value of investment amounting to Rs. 200 Million upon Business transfer.

Notes to the Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
38	**Dividend**		
(i)	**Declared and paid during the year**	**March 31, 2020**	**March 31, 2019**
	Cash dividends on equity shares declared and paid:		
	Final dividend for the year (2018-19): Rs. 5/- per share	838.01	-
	Dividend distribution tax on final dividend	162.15	-
	Interim dividend for the year (2019-20): Rs. 8/- per share	1,132.07	-
	Dividend distribution tax on interim dividend	232.70	-
		2,364.93	-

(ii) **Proposed Dividend**

The Board of Directors of the Company in their meeting held on June 4, 2020, proposed a final dividend of Rs. 2 per equity share in respect of the year ended March 31, 2020 subject to the approval of shareholders at the Annual General Meeting.

39 The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown in economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measure taken to contain the spread of the virus including travel bans, quarantines, social distancing and closure of non-essential services have triggered disruptions to the business worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations.

The Company has considered the possible effects that may result from COVID-19 on the carrying amount of its assets. In developing the assumptions relating to possible uncertainties in the global conditions because of the pandemic, the Company, as on the date of approval of these financials results have used information from multiple sources as available and created an additional provision for doubtful debts of Rs. 20.26 Million and amortisation / depreciation of Rs. 62.76 Million towards intangible and property, plant and equipment. Post year end, the Company has decided to accelerate transition to NIIT Digital, the impact of which will be recorded as and when the events occur. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of other assets will be recovered. The Company will continue to monitor any material changes to the operations based on future economic conditions.

40 Previous year / period figures have been regrouped / reclassified to conform the current period classification.

Signatures to Notes ' 1 ' to ' 40 ' above of these Financial Statements.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of NIIT Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of NIIT 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, 2020, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition and recoverability of trade receivables (Refer to the summary of significant accounting policies in point 2(e) and 2(n) and the disclosure in note 20 and note 6(i) of the Consolidated Financial Statements)	
The group derives significant portion of its revenue from long-term and fixed price projects. Estimation of effort is a critical estimate to determine revenues for fixed price contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues and deferred revenues. In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a key audit matter. Further, the Group has significant amount of accounts receivables of Rs. 1,378 Mn in the balance sheet. The Company has determined the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions, while considering possible impact from the COVID -19 pandemic. We focused on this risk as the balances are material and there are significant judgments involved in assessing recoverability of trade receivables and calculating the expected credit losses.	We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition and accounts receivable process. We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions. We have: • Assessed the Group's accounting policies relating to revenue recognition; • Checked the revenue recognition from fixed price contracts by reading the supporting documents including inspection of contracts / statement of work / purchase orders from customers and delivery documents on test check basis; • Reviewed, pre and post year end, sample of revenue recognized and agreed with the supporting documents; • Circulated the confirmations for outstanding debtors on sample basis on year end, and performed alternate procedures for the confirmations not received; • Checked the subsequent collection made from the debtors and discussed with management the reasons of any long outstanding amounts and correspondences with the customers; • Checked the calculation of expected credit loss model, based upon the past trend and forward looking scenarios; • Evaluate the credit risk profile of the customers on sample basis using external information available; • Tested the journal entries impacting revenue, using data extracted from the accounting system, as well as other adjustments made in the preparation of the Consolidated Ind AS Financial Statements; • Checked the Consolidated Ind AS Financial Statement disclosures in this regard.

Impairment of intangible assets and Goodwill (Refer to the summary of significant accounting policies in point 2(t) and the disclosure in note 5 of the Consolidated Financial Statements)	
Annually, the management assesses the impairment of internally generated intangible assets for each cash generating Unit (CGU) and goodwill for an impairment test. As at the reporting date, the Company has internally generated intangible assets (including intangible assets under development) for which management has evaluated future economic benefits in accordance with Indian Accounting Standard ('Ind AS') 36, "Impairment of Assets". In view of the COVID -19 pandemic, the management has reassessed its future business plans and key assumptions as at March 31, 2020 while assessing the adequacy of impairment provision. In consideration of the judgments required in particular with reference to the forecast of CGU cash flows and the assumptions used in estimating the value-in-use of these intangibles and Goodwill, we have identified this matter to be a key audit matter.	Our audit procedures included the following: We assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth. We have • Assessed the Group's valuation methodology applied in determining the value in use; • Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance; • Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used; • Evaluated the Consolidated Ind AS Financial Statement disclosures.
Recoverability of Deferred Tax Assets (Refer to the summary of significant accounting policies in point 2 (i) and the disclosure in note 8 of the Consolidated Financial Statements)	
The Group has significant amount of Deferred Tax assets on timing difference of Rs. 295 Mn in the balance sheet. There is inherent uncertainty involved in forecasting future taxable profits, which determines the extent to which deferred tax assets are recognized. The analysis of the recoverability of such deferred tax assets has been identified as a key audit matter because the assessment process involves judgement regarding the future profitability and the likelihood of the realization of these assets, in particular whether there will be taxable profits in future periods that support the recognition of these assets. In consideration of the judgments required in particular with reference to the estimation of future taxable income, we have identified this matter to be a key audit matter.	• Checked management's calculation of the Deferred tax assets and the key assumptions used. • Checked the basis for estimating projected future profits and evaluated the assumptions used by management in these profit forecasts. • Performed sensitivity analysis on projections used for determining future taxable income to understand and challenge the key assumptions used by management. • Checked the consolidated Ind AS financial statement disclosures in this regard.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Ind AS Financial Statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of 19 subsidiaries, whose Ind AS financial statements include total assets of Rs. 1,482 Mn as at March 31, 2020, and total revenues of Rs. 2,366 Mn, total net profit after tax Rs. 437 Mn, total comprehensive income of Rs. 0.14 Mn and net cash outflows of Rs. 30 Mn for the year ended on that date. These Ind AS financial statements 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.

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 report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

INDEPENDENT AUDITOR'S REPORT Contd..

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

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

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate Report in "Annexure 1" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 32 to the consolidated Ind AS financial statements;

   ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020;

   iii. There were no amounts which were 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, 2020.

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

per Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACM1328

Place: Gurugram
Date: June 04, 2020

ANNEXURE -1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS CONSOLIDATED FINANCIAL STATEMENTS OF NIIT LIMTED

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 Ind AS financial statements of NIIT Limited as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of NIIT Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (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 Ind AS Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS 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 Ind AS consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Ind AS consolidated financial statements and such internal financial controls over financial reporting with reference to these Ind AS consolidated financial statements were operating effectively as at March 31,2020, 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.

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

per Sanjay Bachchani
Partner
Membership Number: 400419
UDIN: 20400419AAAACM1328

Place: Gurugram
Date: June 04, 2020

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,478.05	1,534.25
Capital work-in-progress	3	1.03	-
Investment property	4	0.56	0.56
Goodwill	5	364.46	336.87
Other intangible assets	5	926.58	405.84
Right-of-use assets	39(ii)	799.80	-
Intangible assets under development	5	202.18	534.30
Financial assets			
Trade receivables	6(i)	-	1.57
Other financial assets	7	49.35	87.39
Deferred tax assets	8	294.83	245.71
Income tax assets (net)	8(i)	467.31	427.49
Other non-current assets	9	2.97	0.91
Total non-current assets		**4,587.12**	**3,574.89**
Current Assets			
Inventories	10	5.13	54.83
Financial assets			
Investments	6(ii)	8,439.25	17.24
Trade receivables	6(i)	1,378.04	1,652.29
Cash and cash equivalents	11(i)	861.35	1,007.22
Bank balances other than above	11(ii)	1,740.13	201.02
Other financial assets	7	2,561.11	1,249.08
Income tax assets (net)	8(i)	33.81	81.48
Other current assets	9	297.03	319.76
Total current assets		**15,315.85**	**4,582.92**
Assets classified as held for sale	42&44	300.34	6,736.59
TOTAL ASSETS		**20,203.31**	**14,894.40**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12	283.03	334.71
Other equity	13		
Reserves and surplus	13(i)	14,574.54	7,673.01
Other Reserves	13(ii)	349.97	323.32
Share application money pending allotment		-	0.35
Equity attributable to owners of NIIT Limited		**15,207.54**	**8,331.39**
Non controlling interests	41(b)	27.32	103.12
TOTAL EQUITY		**15,234.86**	**8,434.51**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	14	239.18	1,464.33
Lease liabilities	39(ii)	612.81	-
Other financial liabilities	17	0.77	1.18
Deferred tax liabilities	8	2.55	914.69
Other non-current liabilities	19	2.79	5.72
Total Non-current liabilities		**858.10**	**2,385.92**
Current Liabilities			
Financial liabilities			
Borrowings	15	301.47	34.64
Lease liabilities	39(ii)	210.69	-
Trade payables	16	980.60	1,133.69
Other financial liabilities	17	1,651.08	2,081.89
Provisions	18	296.76	254.03
Other current liabilities	19	440.98	569.72
Total current liabilities		**3,881.58**	**4,073.97**
Liabilities directly associated with assets classified as held for sale	42&44	228.77	-
TOTAL LIABILITIES		**4,968.45**	**6,459.89**
TOTAL EQUITY AND LIABILITIES		**20,203.31**	**14,894.40**

The accompanying notes form an integral part of these consolidated financial statements.
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Continuing and Discontinued Operations			
INCOME			
Revenue from operations	20	8,891.83	8,653.42
Other income	21	1,167.98	60.15
Total Income		**10,059.81**	**8,713.57**
EXPENSES			
Purchase of stock-in-trade		83.08	142.16
Change in inventories of stock-in-trade	10	49.70	(26.53)
Employee benefits expenses	22	4,693.28	4,245.85
Professional & technical outsourcing expenses		1,625.94	1,559.32
Finance costs	23	166.20	195.43
Depreciation and amortisation expenses	3&5	598.04	329.17
Other expenses	24	1,627.47	1,944.87
Total Expenses		**8,843.71**	**8,390.27**
Profit before exceptional items, Share of Profit of an Associate and tax		**1,216.10**	**323.30**
Exceptional items	26	12,916.82	(4.23)
Profit before Share of Profit of an Associate and tax		**14,132.92**	**319.07**
Share of profit of an associate		-	946.14
Profit before tax		**14,132.92**	**1,265.21**
Tax expense:	27		
- Current tax		1,568.56	87.46
- Deferred tax		(1,012.94)	183.87
Total tax expense		**555.62**	**271.33**
Profit for the year from continuing operations		**13,577.30**	**993.88**
Loss after tax for the year from discontinued operations	44	(305.46)	(121.93)
Profit for the year		**13,271.84**	**871.95**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
a) Remeasurement of the defined benefit obligation	31	(3.87)	13.65
b) Exchange differences on translation of foreign operations	13(ii)	69.12	86.25
c) Income tax effect		(0.24)	(3.23)
d) Fair value changes on cash flow hedges, net	13(ii)	8.71	13.95
		73.72	**110.62**
Items that will be reclassified to profit or loss			
a) Fair value changes on cash flow hedges, net	13(ii)	(35.42)	75.45
b) Income tax effect		-	(15.91)
		(35.42)	**59.54**
Other comprehensive income for the year, net of tax		**38.30**	**170.16**
Total comprehensive income for the year		**13,310.14**	**1,042.11**
Profit attributable to			
Owners of NIIT Limited		13,274.56	864.38
Non-controlling interests		(2.72)	7.57
		13,271.84	**871.95**
Other comprehensive income attributable to:			
Owners of NIIT Limited		38.30	170.16
Non-controlling interests		-	-
		38.30	**170.16**
Total comprehensive income attributable to			
Owners of NIIT Limited		13,312.86	1,034.54
Non-controlling interests		(2.72)	7.57
		13,310.14	**1,042.11**
Earnings per equity share (Face Value Rs. 2 each) for Continuing Operations:	35		
- Basic		84.78	5.91
- Diluted		84.31	5.87
Loss per equity share (Face Value Rs. 2 each) for Discontinued Operations:			
- Basic		(1.91)	(0.73)
- Diluted		(1.91)	(0.73)
Earnings per equity share (Face Value Rs. 2 each) for Continuing and Discontinued Operations:			
- Basic		82.87	5.18
- Diluted		82.40	5.14

The accompanying notes form an integral part of these consolidated financial statements.
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Consolidated Statement of Changes in Equity for the year ended March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

a) Equity Share Capital

Particulars	Number	Amount
Equity share of Rs. 2 issued, each subscribed and fully paid		
Balance as at April 1, 2018	166,593,391	333.20
Issue of equity share capital [Refer note 12 (b)]	754,501	1.51
Balance as at March 31, 2019	167,347,892	334.71
Issue of equity share capital [Refer note 12 (b)]	960,509	1.92
Buyback of equity shares [Refer note 12 (b)]	(26,800,000)	(53.60)
Balance as at March 31, 2020	141,508,401	283.03

b) Other Equity

Particulars	Reserves and Surplus						Other Reserves		Total other equity	Share application money pending for allotment	Non-Controlling Interests	Total
	Capital Reserve	Securities Premium	Employees Stock Option Outstanding	General Reserve	Capital Redemption Reserve	Retained Earnings	Hedging Reserve Account	Currency Translation Reserve				
Balance as at April 1, 2018	5,172.27	665.84	112.63	1,134.69	-	(352.54)	(56.98)	220.56	**6,896.47**	0.35	95.55	**6,992.37**
Profit for the year	-	-	-	-	-	864.38	-	-	**864.38**	-	7.57	**871.95**
Other comprehensive income (net of tax)	-	-	-	-	-	10.42	73.49	86.25	**170.16**	-	-	**170.16**
Total comprehensive income for the year	-	-	-	-	-	874.80	73.49	86.25	1,034.54	-	7.57	1,042.11
Allotment of Shares during the year	-	-	-	-	-	-	-	-	-	(0.35)	-	(0.35)
Additions during the year on account of exercise of Employee Stock Options	-	31.41	-	-	-	-	-	-	**31.41**	-	-	**31.41**
Share Based Payments (Refer note 40)	-	-	51.03	-	-	-	-	-	**51.03**	-	-	**51.03**
Transferred to Securities Premium from Employee Stock Options Outstanding	-	9.62	(9.62)	-	-	-	-	-	-	-	-	-
Amalgamation of Entities	0.42	-	-	-	-	-	-	-	**0.42**	-	-	**0.42**
Application money received	-	-	-	-	-	-	-	-	-	0.35	-	**0.35**
Share in Reserves of Associate	-	40.12	(2.58)	-	-	(55.08)	-	-	**(17.54)**	-	-	**(17.54)**
Balance as at March 31, 2019	5,172.69	746.99	151.46	1,134.69	-	467.18	16.51	306.81	7,996.33	0.35	103.12	8,099.80
Balance as at April 1, 2019	5,172.69	746.99	151.46	1,134.69	-	467.18	16.51	306.81	7,996.33	0.35	103.12	8,099.80
Profit for the year	-	-	-	-	-	13,274.56	-	-	**13,274.56**	-	(2.72)	**13,271.84**
Other comprehensive income (net of tax)	-	-	-	-	-	(4.11)	(26.71)	69.12	**38.30**	-	-	**38.30**
Total comprehensive income for the year	-	-	-	-	-	13,270.45	(26.71)	69.12	13,312.86	-	(2.72)	13,310.14
Allotment of Shares during the year	-	-	-	-	-	-	-	-	-	(0.35)	-	**(0.35)**
Additions during the year on account of exercise of Employee Stock Options	-	42.58	-	-	-	-	-	-	**42.58**	-	-	**42.58**
Share Based Payments (Refer note 40)	-	-	37.73	-	-	-	-	-	**37.73**	-	-	**37.73**
Transferred to Securities Premium from Employee Stock Options Outstanding	-	15.57	(15.57)	-	-	-	-	-	-	-	-	-
Dividend (including dividend tax thereon)	-	-	-	-	-	(2375.04)	-	-	**(2375.04)**	-	(13.30)	**(2,388.34)**
Purchase of Non controlling interests	2.04	-	-	-	-	-	-	-	**2.04**	-	(2.04)	-
Share in Reserves of Associate reversed	-	-	(31.42)	(33.22)	-	64.65	(15.76)	-	**(15.75)**	-	-	**(15.75)**
Payments to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(52.88)	**(52.88)**
Transferred to Retained earning from from Employee Stock Options Outstanding	-	-	(7.60)	-	-	7.60	-	-	-	-	-	-
Buyback expenses including Tax [Refer note 13(i)]	-	-	-	-	-	(779.84)	-	-	**(779.84)**	-	-	**(779.84)**
Creation of Capital Redemption Reserve (Refer note 13)	-	-	-	-	53.60	(53.60)	-	-	-	-	-	-
Utilization against Buyback [Refer note 13(i)]	-	(700.73)	-	(1,055.13)	-	(1,540.54)	-	-	**(3,296.40)**	-	-	**(3,296.40)**
Balance as at March 31, 2020	5,174.73	104.41	134.60	46.34	53.60	9,060.86	(25.96)	375.93	14,924.51	-	32.18	14,956.69

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Consolidated Statement of Cash Flow for the year ended March 31, 2020

(Amount in Rs. Millions, unless otherwise stated)

	March 31, 2020	March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items, Share of Profit of an associate and tax		
From Continuing Operations	**1,216.10**	**323.30**
From Discontinued Operations	**(305.46)**	**(121.93)**
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation	635.17	360.64
Finance Cost	161.88	196.54
Interest Income	(389.38)	(28.13)
Other Income on lease modifications	(0.08)	-
Unwinding of discount - Interest Expense	5.89	6.10
Unwinding of discount - Interest Income	-	(0.38)
Profit on sale of Property, Plant and Equipment (Net)	(1.52)	(1.65)
Profit on Sale of Current Investment	(763.15)	(1.07)
Allowance for Doubtful Debts	16.21	1.79
Allowance for Doubtful Advances	5.93	0.81
Allowance for Unbilled Revenue	13.70	-
Allowance for Slow / Non-moving Inventory / (Written back) - (Net)	2.27	(1.01)
Advances Written off	-	2.41
Liabilities / Provisions no longer required written back	-	(2.49)
Unrealised Foreign Exchange (Gain) / Loss (Net)	(11.29)	10.71
Share base payments	37.73	51.03
Operating cash flow before working capital changes	**624.00**	**796.67**
Working Capital Adjustments		
(Decrease) in Trade Payables	(94.52)	(91.00)
(Decrease) in Other Non Current Financial Liabilities	(0.31)	(4.65)
(Decrease) in Other Non Current Liabilities	(2.90)	(0.46)
(Decrease) in Other Current Liabilities	(91.57)	(151.08)
(Decrease) in Other Current Financial Liabilities	(78.63)	(90.26)
Increase in Short-Term Provisions	52.90	34.11
Decrease / (Increase) in Current Trade Receivables	79.98	(71.55)
Decrease / (Increase) in Non Current Trade Receivables	0.53	(0.76)
Decrease/ (Increase) in Inventories	6.17	(25.52)
(Increase) in Other Non Current Assets	(5.67)	(3.13)
Decrease in Other Current Assets	5.13	33.90
Decrease in Other Current Financial Assets	11.98	99.98
Decrease / (Increase) in Other Non Current Financial Assets	9.59	(11.97)
Net cash flow generated from operations before tax	**516.68**	**514.28**
Direct Tax- (paid including TDS) / refund received (net)	(40.79)	(25.35)
Net Cash flow generated from Operating activities before Exceptional Items	**475.89**	**488.93**
Exceptional Items (Other than those disclosed in movement in working capital)	(2.83)	(32.13)
Net Cash flow generated from operating activities (A)	**473.06**	**456.80**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment (including Capital Work-in-progress, internally developed intangibles and Capital Advances)	(646.12)	(740.42)
Proceeds from sale of property, plant and equipment	1.52	2.11
Proceeds(net) from sale of investment in associate	18,326.28	-
Investment in fixed deposits (net)	(2,570.11)	(11.15)
Investment in Deposits with other Financial Institution	(2,697.00)	-
Proceeds from sale of mutual funds	17,932.83	202.32
Purchase of mutual funds	(22,894.69)	(218.49)
Payment towards acquisition of business	(71.29)	(69.68)
Dividend received	-	217.40
Interest received	89.47	27.77
Net Cash flow generated from / (used in) Investing activities (B)	**7,470.89**	**(590.14)**

Consolidated Statement of Cash Flow for the year ended March 31, 2020

Contd...

(Amount in Rs. Millions, unless otherwise stated)

	March 31, 2020	March 31, 2019
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Issue of shares under employee stock options scheme	44.16	32.57
Purchase of shares under buyback scheme	(3,350.00)	-
Tax on buyback	(738.11)	-
Expenses in relation to buyback	(41.73)	-
Share application money received	-	0.35
Term Loan taken	-	1,297.96
Payment of lease liabilities	(229.60)	-
Repayment of long term borrowings	(1,470.79)	(935.14)
Proceeds from short term borrowings (net)	266.83	-
Repayment of short term borrowings	-	(160.77)
Repayment of Notes Payable	(22.33)	(19.00)
Interest paid	(106.11)	(203.39)
Purchase of shares from non controlling interests	(55.00)	-
Dividend paid to non controlling interests (including DDT)	(16.04)	-
Dividend paid to equity share holders of the Company	(1,968.28)	(0.93)
Dividend Distribution tax paid	(404.96)	-
Net Cash flow (used in) / generated from Financing activities (C)	**(8,091.96)**	**11.65**
Net Increase / (Decrease) in cash & cash equivalents during the year (A) + (B) + (C)	**(148.01)**	**(121.69)**
Adjustment on account of Foreign Exchange Fluctuations	23.30	49.43
Cash and Cash equivalents as at the beginning of the year (Note 1)	1,012.42	1,084.68
Cash and cash equivalents as at the end of the year	**887.71**	**1,012.42**
Notes : Reconciliation of cash and cash equivalents as per the consolidated statement of cash flow		
1) Cash and cash equivalents as per the above comprise of the following		
Balance with banks		
Current Accounts	779.80	956.68
Bank deposits with original maturity of 3 months or less	99.00	25.60
Cheques and drafts on hand	0.29	21.15
Cash on hand	1.62	3.79
Dividend Accounts	7.00	5.20
Cash and cash equivalents as at the end of the year	**887.71**	**1012.42**

2) Figures in parenthesis indicate cash outflow.

3) The Consolidated Statement of Cash Flows has been prepared using the indirect method as set out in Ind AS - 7.

The accompanying notes form an integral part of these consolidated financial statements.
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of NIIT Limited

Sanjay Bachchani
Partner
Membership No. 400419

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Place: Gurugram
Date: June 4, 2020

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1 **Corporate Information**

NIIT Limited ('the Company') is a talent development Company which was set up in 1981. NIIT ('the Company') currently offers learning and knowledge solutions across the globe to individuals, enterprises and various institutions. The Company is a public listed Company and is listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered place of business of the Company is : 8 Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

2 **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 period presented, unless otherwise stated.

a) **Basis of preparation**

(i) **Compliance with Ind AS**

These consolidated financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The financial statements are based on the classification provisions contained in Ind AS - 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the consolidated financial statements, where applicable or required. All the amounts included in the financial statements are reported in Millions of Indian Rupees ('Rupees' or 'Rs.') and are rounded to the nearest Million, within two decimals, except per share data and unless stated otherwise.

Reference in these consolidated financial statements to "the Group" shall mean to include NIIT Limited, its subsidiaries and associate, consolidated in these financial statements, unless otherwise stated.

(ii) **Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following:

- financial assets and liabilities (including derivative instruments) are measured at fair value or amortized cost.
- defined benefit plans – plan assets measured at fair value.
- share-based payments (ESOP's) are measured at fair value.

b) **Basis 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.

(ii) **Associate:** Associate is the entity over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associate is accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

The details of associate company (company over which the Company exercises significant influence, which have been consolidated on "Equity Method") are as follows:

Name of Associate Company	NIIT Technologies Limited Description of Business :- Software Services & Solutions and Integrated Systems	
	As at March 31, 2020	As at March 31, 2019
Proportion of ownership interest and voting power	-	23.46%

(iii) **Equity method :** Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment.

(iv) **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 recognised within equity.

When the group ceases to consolidate or equity account for an investment 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 recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (Rs.), which is the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. 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 recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit and loss on a net basis within other gains/ (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(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 that balance sheet,
- income and expenses are translated at average exchange 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 recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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 rate.

d) **Current and non-current classification**

Assets and liabilities are classified into current and non-current as follows:

Assets

An asset is classified as current when it satisfies any of the following criteria:

• it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

• it is held primarily for the purpose of being traded;

• it is expected to be realised within 12 months after the reporting period; or

• it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets (including deferred tax assets) are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

• it is expected to be settled in the Group's normal operating cycle;

• it is held primarily for the purpose of being traded;

• it is due to be settled within 12 months after the reporting period; or

• the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities (including deferred tax liabilities) are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

e) **Revenue recognition**

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

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.

Services are provided under time and material contracts and fixed price contracts. Revenue from providing services is recognised over a period of time in the accounting period in which services are rendered. The revenue from time and material contracts is recognised at the amount to which the Group has right to invoice.

In respect of fixed price contracts, revenue is recognised based on the technical evaluation of utilization of services as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenue in respect of sale of courseware and other physical deliverables is recognised at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

In other cases, where courseware is not considered a separate component under a contract, revenue from the composite course is recognised over the period of the training or the contract period, depending upon the terms and conditions.

Revenue for providing Technical Information and Reference Material (TIRM) to the business partners is recognised over the period of the contract.

f) Other Income

(i) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) Dividend income

It is recognised when the right to receive dividend is established.

g) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

The CEO & CFO of NIIT Limited are considered as chief operating decision makers who assess the financial performance and position of the Company, and make strategic decisions.

h) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

i) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates 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 bases of assets and liabilities and their carrying amounts in the financial statements.

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 realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax is recognised on any unrealised profits/losses arising from intra-group transactions.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, as the case may be.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement and deferred tax.

j) **Leases**

Nature of the effect of adoption of Ind AS - 116

The Group has lease contracts for various items of Building, plant, machinery, vehicles and other equipment. Before the adoption of Ind AS - 116, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Group; otherwise it was classified as an operating lease. Finance leases were 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 were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS - 116, the Group applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The Group recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As a Lessee

Ind AS - 116 will replace the existing leases Standard, Ind AS - 17 Leases and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS - 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS - 116 substantially carries forward the lessor accounting requirements in Ind AS - 17.

The effective date for adoption of Ind AS - 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS- 8 Accounting Policies, Changes in Accounting Estimates and Errors.

- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application: Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right-of-use assets either as:

  - Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
  - An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS - 17 immediately before the date of initial application.

- Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

- Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

As a Lessor

Lessor accounting under Ind AS - 116 is substantially unchanged from Ind AS - 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS - 17. Therefore, Ind AS - 116 did not have an impact for leases where the Group is the lessor.

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

k) 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.

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.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

l) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) **Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirely when determining whether their cash flows are solely payment of principal and interest.

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:

Amortised Cost : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains / (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) **Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach permitted by Ind AS - 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) **Derecognition of financial assets**

A financial asset is derecognised only when

- the Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

m) **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on 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 as borrowings in current liabilities in the balance sheet.

n) **Trade receivables**

Trade receivables are recognized initially at fair value and subsequently adjusted for expected credit loss using the effective interest method.

o) **Inventories**

Traded goods are stated at the lower of cost or net realisable value. Cost of traded goods comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis weighted-average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

p) **Derivatives and hedging activities**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- 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.

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.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

Forward contracts are used to hedge forecast transactions, the group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

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) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the statement of profit or loss.

(iii) Derivatives that are not designated as hedges

The group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains / (losses).

q) 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 depreciation and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016. 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 recognised 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 de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows :

Description of Assets	Useful life
Buildings	58 years
Leasehold Land	99 years or lease period, whichever is lower
Plant and Equipments including:	
- Computers, Printers and related Accessories	3 years
- Computer Servers and Networks	5 years
- Electronic Equipments	8 years
- Air Conditioners	10 years
Office Equipments	5 years
Furniture, Fixtures & Electric Fitting	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower
Assets acquired under lease (Included under Plant & Equipment and Furniture & Fixtures)	Lease period or useful life, whichever is lower
All other assets (including Vehicle)	Rates prescribed under Schedule II to the Companies Act, 2013

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the group will obtain ownership at the end of the lease term.

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognized in the Consolidated Statement of Profit and Loss. The residual values is considered as nil.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its 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 gains / (losses).

r) **Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment property is depreciated using the straight-line method over their estimated useful lives. Freehold land has been classified as investment properties which has indefinite economic useful life.

s) **Intangible Assets**

Computer software, Educational content / products - Acquired

Shown at acquistion cost and are subsequently carried at cost less accumulated amortization and impairment losses and at deemed cost for the assets acquired prior to transition to Ind AS i.e April 01, 2016.

Education content / products-Internally generated

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content / products and use or sell it;
- there is an ability to use or sell the content / products;
- it can be demonstrated how the content / products will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the content / products are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised 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 or Company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Amortisation methods and periods

Intangible assets are amortised on a straight line basis over their estimated useful lives which are as follows:

Particulars	Useful lifes
a) Internally Generated (Content and products) - School based non - IT content - Others	 10 Years 3-5 Years
b) Acquired (Software, contents and products)	3-5 Years
c) Patents	3-5 Years

t) **Impairment testing of goodwill and intangible assets**

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised 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 or Company's cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Company's units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Other assets including brand are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes 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 groups of assets (cash-generating units).

u) **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. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

v) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised 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 capitalised as a prepayment for liquidity services and amortised 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 recognised in profit or loss as other gains / (losses).

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. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

w) **Borrowings cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised 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.

x) **Provisions**

Provisions for legal claims and volume discounts are recognised 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 recognised for future operating losses.

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. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Group recognizes any impairment loss on the assets associated with that contract.

y) **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 recognised 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 as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

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**

The group operates the following post-employment schemes:

- Defined benefit plans such as Gratuity and Compensated absences;

- Defined contribution plan such as Provident fund, Superannuation fund, Pension fund, National pension fund, and Overseas plans.

Gratuity

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. The Group has defined benefit plans for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year using projected unit credit method. Any gain or loss arising out of such valuation is recognised in the Consolidated Statement of profit and loss as income or expense as the case may be.

Accumulated compensated absences, which are expected to be availed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected undiscounted cost of accumulated compensated absences expected to be availed based on the unutilized entitlement at the year end.

Provident fund

The Group makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" for certain entities in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group's obligation in this regard is actuarially determined using projected unit credit method and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The Group's contribution towards Provident Fund is charged to Consolidated Statement of Profit and Loss.

For employees of the entities not covered above, provident fund contributions are made to the Regional Provident Fund Commissioner in accordance with the Employee Provident Fund Rules and are accounted as defined contribution plans and charged to Consolidated Statement of Profit and Loss.

Superannuation fund

The Group makes defined contribution to the Trust established for the purpose by the Holding company towards superannuation fund maintained with Life Insurance Corporation of India. The Group has no further obligations beyond its monthly contributions. Contribution made during the year is charged to Consolidated Statement of Profit and Loss.

Pension fund

The Group makes defined contribution to a government administered pension fund towards it's pension plan on behalf of its employees. The Group has no further obligations beyond its monthly contributions. The contribution towards Employee Pension Scheme is charged to Consolidated Statement of Profit and Loss.

Overseas Plans

In respect of the subsidiaries incorporated outside India, the subsidiaries make defined contributions on a monthly basis towards the respective retirement plans which are charged to Consolidated Statement of Profit and Loss. These subsidiaries have no further obligation towards the respective retirement benefits.

National Pension System

The Group makes defined contribution towards National Pension System for certain employees for which Group has no further obligation. Contributions made during the year are charged to Consolidated Statement of Profit and Loss.

z) Share based payments - Employee stock option plan (ESOP)

The fair value of options granted under the 'NIIT Employee Stock Option Plan 2005' is recognised 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 (e.g. the entity's share price),
- 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 recognised 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 recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

aa) Share capital

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

ab) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian Rupees. The Finance Act, 2020 has repealed the Dividend Distribution Tax (DDT). Companies are now required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

ac) 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 the weighted average number of equity shares outstanding during the financial year.

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.

ad) **Fair value measurement**

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.

The principal or the most advantageous market must be accessible to/by the Group.

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: 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 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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Group measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date.

ae) **Critical accounting estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- Measurement of defined benefit obligations: key actuarial assumptions- refer note 2 y.
- Measurement of useful life and residual values of property, plant and equipment -refer note 2 q.
- Judgement required to determine grant date fair value technique -refer note 2 z and 40.
- Fair value measurement of financial instruments - refer notes 2 ad and 28.
- Judgement required to determine probability of recognition of deferred tax assets and MAT credit entitlement - refer note 2 i.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

af) **Exceptional items**

Exceptional items refer to items of income or expense within the income statement that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance for the period.

Materiality threshold can be used to select items to be disclosed as exceptional on case to case basis. This threshold would be applied separately for standalone as well as consolidated financial statements. However, in case an item qualifies for disclosure in standalone financial statements but not in consolidated financial statements or vice versa, this would need to be evaluated on case to case basis.

Basis the above analysis, mainly following items would be evaluated for disclosure as exceptional items:

a) **Business Combination:** Impact of one-time accounting policy alignment / unusual write off / impairment of assets arising as a result of business combination, including transaction cost.

b) Fair valuation gains on business combination.

c) **Reassessment / Change in life of asset** (in case of re-evaluation of business/product, impact of all assets specific to that business/product to be considered for applying the threshold).

d) **Disputed regulatory / tax levies including tax rate change having retrospective impact** (other than impact on account of restatement of deferred tax asset / liability for tax rate change) – only impact for the past periods to be disclosed as exceptional.

e) Provision for other than temporary diminution in the value of non-current investment.

f) Shareholders' dispute settlement arising out of merger / acquisition transactions.

g) Write-downs of inventories to net realisable value or of property, plant and equipment to recoverable amount, as well as reversals of such write-downs.

h) Restructurings of the activities of an entity and reversals of any provisions for the costs of restructuring.

In case of other significant item of income or expense, not covered above, the same would be evaluated on a case to case basis for disclosure under exceptional items.

ag) Non-current assets held for sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non–current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of profit and loss.

(Amount in Rs. Millions, unless otherwise stated)

3 Property, Plant and Equipment and Capital Work-in-Progress

Particulars	Land		Building (Footnote ii)	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Total Tangible other than Tangible Assets under Development	Capital Work-in-Progress	Total tangible assets
	Freehold	Leasehold (Footnote i)									
Year ended March 31, 2019											
Gross carrying amount											
Opening gross carrying amount	704.04	6.93	581.57	324.87	134.78	83.97	12.12	16.49	1,864.77	-	1,864.77
Additions	37.95	-	23.36	61.74	5.50	24.20	-	8.09	160.84	-	160.84
Disposals	-	-	-	0.96	0.13	0.62	0.75	-	2.46	-	2.46
Exchange differences	-	-	-	4.62	0.19	0.23	0.02	0.05	5.11	-	5.11
Closing gross carrying amount (A)	741.99	6.93	604.93	390.27	140.34	107.78	11.39	24.63	2,028.26	-	2,028.26
Accumulated depreciation											
Opening accumulated depreciation	-	0.81	22.02	178.37	75.40	49.36	4.22	8.30	338.48	-	338.48
Depreciation charged during the year	-	0.07	11.32	77.87	38.20	21.48	1.98	3.38	154.30	-	154.30
Disposals	-	-	-	0.83	0.13	0.29	0.75	-	2.00	-	2.00
Exchange differences	-	-	-	3.23	0.05	(0.07)	0.02	-	3.23	-	3.23
Closing accumulated depreciation (B)	-	0.88	33.34	258.64	113.52	70.48	5.47	11.68	494.01	-	494.01
Net carrying amount (A-B)	741.99	6.05	571.59	131.63	26.82	37.30	5.92	12.95	1,534.25	-	1,534.25
Year ended March 31, 2020											
Gross Carrying amount											
Opening gross carrying amount	741.99	6.93	604.93	390.27	140.34	107.78	11.39	24.63	2,028.26	-	2,028.26
Additions	-	-	-	64.05	2.20	5.38	2.64	4.18	78.45	1.03	79.48
Disposals	-	-	-	37.64	0.29	4.00	0.00	0.17	42.10	-	42.10
Exchange differences	-	-	-	10.03	1.40	2.60	0.08	0.26	14.37	-	14.37
Asset held for sale (Refer note 44B)	-	-	-	(2.32)	(0.52)	(0.78)		(0.02)	(3.64)	-	(3.64)
Closing gross carrying amount (C)	741.99	6.93	604.93	424.39	143.13	110.98	14.11	28.88	2,075.34	1.03	2,076.37
Accumulated Depreciation											
Opening accumulated depreciation	-	0.88	33.34	258.64	113.52	70.48	5.47	11.68	494.01	-	494.01
Depreciation charged during the year	-	0.07	11.44	69.84	19.45	13.45	1.83	4.15	120.23	-	120.23
Depreciation charged to exceptional items (Refer note 26)	-	-	-	9.11	3.31	3.65	-	0.24	16.31	-	16.31
Disposals	-	-	-	37.47	0.20	3.98	-	0.17	41.82	-	41.82
Exchange differences	-	-	-	7.81	0.93	1.81	0.04	0.13	10.72	-	10.72
Asset held for sale (Refer note 44B)	-	-	-	(1.04)	(0.45)	(0.65)	-	(0.02)	(2.16)	-	(2.16)
Closing accumulated depreciation (D)	-	0.95	44.78	306.89	136.56	84.76	7.34	16.01	597.29	-	597.29
Net carrying amount (C-D)	741.99	5.98	560.15	117.50	6.57	26.22	6.77	12.87	1,478.05	1.03	1,479.08

Footnotes:

(i) Leasehold land represents 25 acres of land at Tehsil Behror, District Alwar is allotted for education purpose. This land cannot be transferred without the approval of the allotment authority.

(ii) Building includes 10 shares of Rs. 50 /- each in the Guru Vidya Co-operative Housing Society Limited.

(iii) Refere note 14.1 for assets pledged.

(Amount in Rs. Millions, unless otherwise stated)

4 Investment Property

Particulars	Amount
Year ended March 31, 2019	
Gross carrying amount	
Opening gross carrying amount	0.56
Closing gross carrying amount	**0.56**
Year ended March 31, 2020	
Gross carrying amount	
Opening gross carrying amount	0.56
Closing gross carrying amount	**0.56**

The Group has not generated any rental income from the investment property, since inception.

The Group's investment property consist of one piece of Land in district Mehsana, Gujarat, India. The management has determined that the investment property consist of only one classes of assets – Land – based on the nature, characteristics and risks of property.

5 (i) Other Intangible Assets, Goodwill and Intangible Assets under Development

Particulars	Internally Generated (footnote i)	Software Acquired	Brand	Total Intangibles other than Goodwill and Intangible assets under development	Goodwill	Intangible assets under development (footnote i)	Total Intangible Assets
Year ended March 31, 2019							
Gross carrying amount							
Opening gross carrying amount	557.09	133.46	79.92	770.47	318.49	279.06	1,368.02
Additions	163.32	94.78	-	258.10	-	418.56	676.66
Disposals	-	0.00	-	0.00	-	-	0.00
Transfer	-	-	-	-	-	(163.32)	(163.32)
Exchange differences	9.91	1.61	3.91	15.43	18.38	-	33.81
Closing gross carrying amount (A)	730.32	229.85	83.83	1,044.00	336.87	534.30	1,915.17
Accumulated amortisation and impairment							
Opening accumulated amortisation and impairment	308.61	115.75	-	424.36	-	-	424.36
Amortisation charge during the year	157.95	48.39	-	206.34	-	-	206.34
Disposals	-	0.00	-	0.00	-	-	0.00
Exchange differences	6.33	1.13	-	7.46	-	-	7.46
Closing accumulated amortisation and impairment (B)	472.89	165.27	-	638.16	-	-	638.16
Net carrying amount (A-B)	257.43	64.58	83.83	405.84	336.87	534.30	1,277.01
Year ended March 31, 2020							
Gross carrying amount							
Opening gross carrying amount	730.32	229.85	83.83	1,044.00	336.87	534.30	1,915.17
Additions	892.35	3.73	-	896.08	-	560.23	1,456.31
Disposals	18.97	0.57	-	19.54	-	-	19.54
Transfer	-	-	-	-	-	(892.35)	(892.35)
Exchange differences	17.37	2.97	7.36	27.70	27.59	-	55.29
Asset held for sale (Refer note 44 B)	(145.91)	(3.35)	-	(149.26)	-	-	(149.26)
Closing gross carrying amount (C)	1,475.16	232.63	91.19	1,798.98	364.46	202.18	2,365.62
Accumulated Amortisation and Impairment							
Opening accumulated amortisation and impairment	472.89	165.27	-	638.16	-	-	638.16
Amortisation charge during the year	288.71	35.31	-	324.02	-	-	324.02
Amortisation charge to exceptional items (Refer note 26)	46.22	0.23	-	46.45	-	-	46.45
Disposals	18.97	0.57	-	19.54	-	-	19.54
Exchange differences	12.72	2.54	-	15.26	-	-	15.26
Asset held for sale (Refer note 44 B)	(128.60)	(3.35)	-	(131.95)	-	-	(131.95)
Closing accumulated amortisation and impairment (D)	672.97	199.43	-	872.40	-	-	872.40
Net carrying amount (C-D)	802.19	33.20	91.19	926.58	364.46	202.18	1,493.22

Footnote:-

(i) Refer Note 37 for cost incurred during the year on internally generated intangible assets.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020 Contd..
(Amount in Rs. Millions, unless otherwise stated)

Reconciliation of Depreciation and Amortisation charged to Statement of Profit and Loss	March 31, 2020	March 31, 2019
Depreciation recognised in Statement of Profit and Loss under the head Depreciation and Amortisation expense		
(i) Depreciation on Property, plant and equipment	120.23	154.30
(ii) Amortisation on Intangible assets	324.02	206.34
(iii) Depreciation on Right-of-use assets	220.67	-
Total (A)	**664.92**	**360.64**
Depreciation/ Amortisation - Discontinued operations		
(i) Asset held for sale	65.39	-
(ii) Depreciation/ Amortisation for discontinued operations	1.49	31.47
Total (B)	**66.88**	**31.47**
Depreciation/ Amortisation recongnised in statement of profit and loss as continuing operations (A-B)	**598.04**	**329.17**

		As at			
6 (i)	**Trade Receivables**	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
		Non Current		Current	
	Unsecured, considered good	-	1.57	1,378.04	1,652.29
	Unsecured - credit impaired	-	-	978.71	1,120.35
	Less: Allowance for doubtful debts	-	-	(978.71)	(1,120.35)
		-	1.57	1,378.04	1,652.29
	Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.				
6 (ii)	**Investment**				
	Current Investment carried at Fair Value through statement of profit or loss [Quoted]				
	Investment in Mutual Funds*	-	-	5,742.25	17.24
	Carried at amortised cost [Unquoted]				
	Term Deposits other than Banks	-	-	2,697.00	-
		-	-	8,439.25	17.24
	***Market Value of Quoted Investments**			5,742.25	17.24

		As at			
7	**Other financial assets**	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
		Non Current		Current	
a)	Security Deposits				
	Usecured, considered good	46.15	72.52	21.99	6.52
	Unsecured, considered doubtful	14.88	15.39	-	-
	Less: Allowance for doubtful deposits	(14.88)	(15.39)	-	-
		46.15	72.52	21.99	6.52
b)	Contract Assets				
	Unbilled Revenue	-	-	472.18	441.71
c)	Interest Receivables	0.04	0.39	296.40	0.24
d)	Derivative Assets	-	-	-	22.96
e)	Other Receivables	-	-	726.42	777.65
f)	Long term bank deposits:				
	With remaining maturity of more than 12 months	3.16	14.48	-	-
	With remaining maturity of less than 12 months	-	-	1,044.12	-
		3.20	14.87	2,539.12	1,242.56
	Total	49.35	87.39	2,561.11	1,249.08

Notes to the Consolidated Financial Statements for the year ended March 31, 2020 Contd..

(Amount in Rs. Millions, unless otherwise stated)

8 **Deferred tax assets / liabilities**

Detailed break-up of Deferred Tax Assets / (Liabilities) are as follows:

Deferred Tax Assets / (Liabilities)	As at March 31, 2020	As at March 31, 2019
Deferred Tax Assets		
The balance comprises temporary differences attributable to:		
Provisions	61.29	26.54
Tax impact of difference between carrying amount of property, plant and equipment in the financial statements and as per Income Tax	89.25	-
Difference between carrying value of Right-of-use of assets and lease liabilities as per Ind AS - 116 in the financial statements and as per the Income Tax	5.75	-
Defined benefit obligations	40.04	7.13
Carry Forward Losses	17.67	-
Other items		
Allowance for doubtful debts and advances	215.28	1.45
Minimum alternate tax credit	31.29	190.22
Others	15.42	22.30
Total deferred tax assets	**475.99**	**247.64**
Set-off of deferred tax liabilities pursuant to set-off provisions		
Tax impact of difference between carrying amount of property, plant and equipment in the financial statements and as per Income Tax	-	(3.86)
Deferred tax liabilities on undistributed profits of associate	-	(912.76)
Unrealised gain on Investment marked to market	(98.80)	-
Others	0.15	-
Total deferred tax liabilities	**(98.65)**	**(916.62)**
Deferred Tax Assest not recognized on acccount of prudence	85.06	-
Net deferred tax assets / (liabilities)	**292.28**	**(668.98)**
Deferred tax assets recognised in Consolidated Balance Sheet	294.83	245.71
Deferred tax liabilities recognised in Consolidated Balance Sheet	(2.55)	(914.69)

(i) Deferred Tax Assets and Liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

(ii) Deferred Tax Asset on brought forward losses has also not been recognised in the absence of probability of future taxable income to set off the losses.

Movement in Deferred Tax Assets / (Liabilities)

Movement in deferred tax assets / (liabilities) (net)	Property, Plant and Equipment	Defined Benefit Obligation	Provisions	Others	Minimum Alternate tax	Leased Assets	Associate	Total
As at April 1, 2018	**(10.01)**	**8.84**	**26.20**	**30.28**	**175.77**	**-**	**(783.89)**	**(552.81)**
(charged) / credited:								
- to profit or loss	5.60	(1.98)	0.48	(10.00)	20.88	-	(198.85)	(183.87)
- to other comprehensive income	-	(0.18)	-	-	-	-	(18.96)	(19.14)
- Others	0.55	0.45	(0.14)	3.47	(6.43)	-	88.94	86.84
As at March 31, 2019	**(3.86)**	**7.13**	**26.54**	**23.75**	**190.22**	**-**	**(912.76)**	**(668.98)**
(charged) / credited:								
- to profit or loss	93.36	32.49	162.69	(78.88)	(112.16)	5.56	909.88	1,012.94
- to other comprehensive income	-	(0.24)	-	-	-	-	-	(0.24)
- Minimum Alternate Tax Credit written off for discontinued operations	-	-	-	-	(18.69)	-	-	(18.69)
- Others	-	-	-	(7.53)	(28.08)	(0.02)	2.88	(32.75)
As at March 31, 2020	**89.50**	**39.38**	**189.23**	**(62.66)**	**31.29**	**5.54**	**-**	**292.28**

Note :

a) Deferred tax assets and liabilities 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 consolidated financial statements.

8 (i) **Income Tax Assets / (Liabilites)(net)**

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
i) **Taxes recoverable**	Non Current		Current	
Advance Income Tax	537.95	516.43	1,585.62	88.18
Less : Provision for Income Tax	(70.64)	(88.94)	(1,551.81)	(6.70)
	467.31	**427.49**	**33.81**	**81.48**

(Amount in Rs. Millions, unless otherwise stated)

9 Other Assets

	As at			
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non Current		Current	
i) Capital Advances				
Unsecured, considered good	2.87	0.51	-	-
(A)	2.87	0.51	-	-
ii) Advances recoverable in cash or in kind				
Unsecured, considered good	0.10	0.40	261.76	290.98
Unsecured, considered doubtful	97.46	93.88	-	-
Less: Allowance for doubtful advances	(97.46)	(93.88)	-	-
(B)	0.10	0.40	261.76	290.98
iii) Balances with Government Authorities (net)	-	-	35.27	28.78
(C)	-	-	35.27	28.78
Total (A+B+C)	2.97	0.91	297.03	319.76

10 Inventories (Valued at lower of cost or net realisable value)	As at March 31, 2020	As at March 31, 2019
As at the end of the year		
Stock-in-trade		
a) Education and Training Material*	5.13	50.05
b) Software	-	4.78
	5.13	54.83
As at the beginning of the year		
Stock-in-trade		
a) Education and Training Material	50.05	22.15
b) Software	4.78	6.15
	54.83	28.30
Decrease / (Increase) in Inventories	49.70	(26.53)

* Net of provision for non-moving inventories of Rs. 33.42 Million (Previous year - Rs. 31.01 Million).

11 Cash and Bank Balances	As at March 31, 2020	As at March 31, 2019
	Current	
i) Cash and cash equivalents:		
Balance with banks		
Current Accounts	760.44	956.68
[Includes Rs. 4.92 Million (Previous year Rs. 12.63 Million) pertaining to amount earmarked for specific contract]		
Deposits with original maturity of less than 3 months	99.00	25.60
Cheques and drafts on hand	0.29	21.15
Cash on hand	1.62	3.79
	861.35	1,007.22
ii) Bank Balances other than above		
Bank deposits		
With original maturity of more than 3 months and upto 12 months	1,733.13	195.82
Dividend Accounts	7.00	5.20
	1,740.13	201.02

(Amount in Rs. Millions, unless otherwise stated)

12 Share capital

a) Authorized share capital

Particulars	Equity shares of Rs. 2 each		Redeemable preference shares of Rs. 100 each		Cumulative redeemable preference shares of Rs. 1 each	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
As at April 1, 2018	**393,000,000**	**786.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**
Addition during the year*	18,000,000	36.00	-	-	-	-
As at March 31, 2019	**411,000,000**	**822.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**
Addition during the year	-	-	-	-	-	-
As at March 31, 2020	**411,000,000**	**822.00**	**2,500,000**	**250.00**	**350,000,000**	**350.00**

*Pursuant to Order dated November 12, 2018 pronounced by the Hon'ble National Company Law Tribunal, New Delhi Bench, read with the scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") into NIIT Limited ("Amalgamated Company"/ "Company").

b) Movement in equity share capital

Subscribed and paid up share capital	Equity shares	
	Number of shares	Amount
As at April 1, 2018*	**166,593,391**	**333.20**
Issued during the year (Refer note 40)	754,501	1.51
As at March 31, 2019	**167,347,892**	**334.71**
Issued during the year (Refer note 40)	960,509	1.92
Shares extinguished on buyback #	(26,800,000)	(53.60)
As at March 31, 2020	**141,508,401**	**283.03**

* Paid up capital includes 6,000 shares forfeited, amounting to Rs. 0.01 Million originally paid up.

During the year, the Holding Company has concluded the buyback of 26,800,000 equity shares at a price of Rs. 125 per equity share ("Buyback") as approved by the Board of Directors on August 10, 2019. The equity shares bought back were extinguished on December 24, 2019. Total outflow of Rs. 3,350 Million has been utilized from the securities premium account, general reserve and retained earnings, in line with the requirement under the Companies Act 2013. Further tax on Buyback and Buyback related expenses amounting to Rs. 738.11 Million and Rs. 40.48 Million respectively have also been utilized from retained earnings. Additionally Capital Redemption Reserve of Rs. 53.60 Million (equivalent to nominal value of the equity shares bought back) has been created out of retained earnings, in line with the requirement under the Companies Act 2013. Consequent to the Buyback, the paid-up equity share capital has reduced by Rs. 53.60 Million (Refer note 13).

c) Terms / rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Shares reserved for issue under options

Information relating to Employee Stock Option Plan, including details of options issued, granted, exercised and lapsed during the financial year and options outstanding at the end of the reporting period/ year, is set out in Note 40.

(Amount in Rs. Millions, unless otherwise stated)

e) Details of Shareholders holding more than 5% shares in the Company

Particulars	March 31, 2020		March 31, 2019	
	Number of shares	% of holding	Number of shares	% of holding
Rajendra Singh Pawar as Trustee of Pawar Family Trust	23,280,989	16.45%	25,366,521	15.16%
Vijay Kumar Thadani as Trustee of Thadani Family Trust	23,830,065	16.84%	25,915,838	15.49%
SBI Small Cap Fund	7,854,835	5.55%	-	-
Reliance Capital Trustee Co Ltd-A/C Nippon India Small Cap Fund	7,385,816	5.22%	-	-
Total	**62,351,705**	**44.06%**	**51,282,359**	**30.65%**

Pursuant to Scheme of Amalgamation ("Scheme") for transfer and vesting of PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") into NIIT Limited ("Amalgamated Company"/ "Company"), as sanctioned by Hon'ble National Company Law Tribunal, New Delhi Bench vide its Order dated November 12, 2018:

- 25,366,521 equity shares held by Amalgamating Company 1 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 1 i.e Pawar Family Trust. Mr. Rajendra Singh Pawar has been allotted shares, as trustee of Pawar Family Trust.

- 25,915,838 equity shares held by Amalgamating Company 2 in the Company stand cancelled and equivalent number of equity shares were allotted by the Company to the shareholder of Amalgamating Company 2 i.e Thadani Family Trust. Mr. Vijay Kumar Thadani has been allotted shares, as trustee of Thadani Family Trust.

There is no change in the aggregate shareholding of the Company due to this scheme (Promoter / Public), post allotment / cancellation of equity shares.

13 Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
Reserves and surplus [refer note 13(i)]		
Capital Reserve	5,174.73	5,172.69
Securities Premium	104.41	746.99
Employees Stock Option Outstanding	134.60	151.46
General Reserve	46.34	1,134.69
Retained Earnings	9,060.86	467.18
Capital Redemption Reserve	53.60	-
	14,574.54	**7,673.01**
Other reserves [refer note 13(ii)]		
Hedging Reserve Account	(25.96)	16.51
Foreign Currency Translation Reserve	375.93	306.81
	349.97	**323.32**
Total other equity	**14,924.51**	**7,996.33**

13 (i) Reserves and Surplus

	As at March 31, 2020		As at March 31, 2019	
a) Capital Reserve (refer footnote i)				
Opening Balance	5,172.69		5,172.27	
Add: Amalgamation of Entities	-		0.42	
Add: Non controlling Interest purchased	2.04	5,174.73	-	5,172.69
b) Securities Premium (refer footnote ii)				
Opening Balance	746.99		665.84	
Add / (Less) :				
Utilization against buyback of shares [Refer note 12 (b)]	(700.73)		-	
Additions during the year on account of exercise of ESOP's	42.58		31.41	
Transferred from securities premium on ESOP exercised	15.57		9.62	
Share in Securities Premium of Associate	-	104.41	40.12	746.99

(Amount in Rs. Millions, unless otherwise stated)

		As at			
13 (i)	**Reserves and Surplus**	March 31, 2020		March 31, 2019	
c)	**Employees Stock Option Outstanding**				
	Opening Balance	151.46		112.63	
	Add / (Less) :				
	Transferred to Retained earnings [Refer footnote (v)]	(7.60)		-	
	Transferred to securities premium on exercise of ESOP	(15.57)		(9.62)	
	ESOP outstanding relating to Associate	(31.42)		(2.58)	
	Share Based Payments	37.73	134.60	51.03	151.46
d)	**General Reserve (refer footnote iii)**				
	Opening Balance	1,134.69		1,134.69	
	Add / (Less) :				
	Utilization against buyback of shares [Refer note 12 (b)]	(1,055.13)		-	
	Share in General Reserve of Associate	(33.22)	46.34	-	1,134.69
e)	**Retained Earnings / (Loss)**				
	Opening Balance	467.18		(352.54)	
	Current year profit attributable to Shareholders	13,274.56		864.38	
	Less: Appropriations				
	Dividend (including dividend tax thereon)	(2,375.04)		-	
	Other Comprehensive Income / (Loss)	(4.11)		10.42	
	Utilization against buyback of shares [Refer note 12 (b)]	(1,540.54)		-	
	Transferred to Capital Redemption Reserve [Refer note 12(b)]	(53.60)		-	
	Transferred from ESOP Reserve	7.60		-	
	Tax on buyback	(779.84)		-	
	Reversal of Deferred tax liability of on undistributed profits of associate	-		25.29	
	OCI Related to Associate	-		(5.40)	
	Share in Associate Retained earnings	64.65	9,060.86	(74.97)	467.18
f)	**Capital Redemption Reserve (refer footnote iv)**				
	Opening Balance	-		-	
	Add : Transferred from Retained Earnings [Refer note 12(b)]	53.60	53.60	-	-
	Total Reserves and Surplus		**14,574.54**		**7,673.01**

Footnotes:

(i) Capital reserve represents the reserve created on Amalgamation and Business Combinations.

(ii) The amount represents the additional amount shareholders paid for their issued shares that was in excess of the par value of those shares. The same can be utilised for the items specified under section 52 of Companies Act, 2013.

(iii) General Reserve represents requirement to transfer specific sums to General Reserve as per the local laws of the jurisdiction.

(iv) As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or security premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of Section 69 of Companies Act, 2013.

(v) During the year, the Group has transferred employee stock option outstanding of Rs. 7.60 Million to retained earnings on account of lapse of vested options.

(Amount in Rs. Millions, unless otherwise stated)

		As at			
13 (ii)	**Other Reserves**	**March 31, 2020**		**March 31, 2019**	
a)	**Cash flow Hedge (refer footnote i)**				
	Opening Balance	16.51		(56.98)	
	Impact of restatement of derivative on Term Loan	0.34		7.04	
	Impact of restatement of interest	(0.64)		(4.13)	
	Movement in Derivative Instrument Fair Value Asset / (Liability)	9.01		11.04	
	Impact of restatement of derivative on Receivables	(35.42)		15.90	
	Share in Hedging Reserve of Associate	(15.76)	(25.96)	43.64	16.51
b)	**Foreign Currency Translation Reserve (refer footnote ii)**				
	Opening Balance	306.81		220.56	
	Add : Share in Currency Translation Reserve of Associate	0.33		8.68	
	Add : Increase during the year on translation of balances	68.79	375.93	77.57	306.81
	Total Other Reserves		**349.97**		**323.32**

Footnotes :

(i) 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 in Note 29. The Group uses Foreign Currency Forward Contracts which are designated as Cash Flow Hedges for hedging foreign currency risk. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised 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.

(ii) Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity.

		As at			
	Financial Liabilities	**March 31, 2020**	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
14	**Non-current Borrowings**	**Non Current Portion**		**Current Maturities**	
A)	**Secured**				
i)	Term Loans from Banks:				
	Foreign Currency Term Loans [Refer notes 14.1 (i), (ii) & (vi)]	167.01	409.87	209.74	208.99
ii)	Term Loans from Others [Refer notes 14.1 (iv) & (v)]	-	763.00	-	13.50
	Sub Total (A)	**167.01**	**1,172.87**	**209.74**	**222.49**
B)	**Unsecured**				
i)	Notes payable (on acquisition)	-	18.70	20.34	23.97
ii)	Deferred payment liabilities	72.17	132.87	69.66	62.17
iii)	Unsecured Loan [Refer note 14.1 (iii)]	-	139.89	-	258.73
	Sub Total (B)	**72.17**	**291.46**	**90.00**	**344.87**
	Amount disclosed under the head "Other Current Liabilities" (Refer Note 17) (C)	-	-	(299.74)	(567.36)
	Total (A+B+C)	**239.18**	**1,464.33**	**-**	**-**

14.1 Details of interest rate security given against Loans

i) During the year, the Holding Company has repaid foreign currency loan of USD 6.03 Million equivalent to Rs. 400 Million which was fully hedged by converting it from the floating rate in Libor with spread of 215 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 66.30. The said loan was secured by way of whole of the Holding Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurugram and first exclusive charge on certain immovable properties. The rate of interest on fully hedged equivalent loan amount was fixed at 10.25% p.a. for the tenure of the loan.

ii) The Holding Company had availed foreign currency loan of USD 2.89 Million equivalent to Rs. 200 Million which is fully hedged by converting it from the floating rate in USD 3 Month Libor with spread of 135 bps into fixed rate Rupee loan through a currency swap at a spot reference (USD INR) exchange rate of USD 1 = INR 68.98, through full maturity of the loan. The said loan is secured by way of whole of the Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-34, Gurugram. The rate of interest on fully hedged equivalent loan amount is fixed at 9.25% p.a. for the tenure of the loan.

iii) During the year, the Holding Company has repaid Unsecured Rupee Term loan of Rs. 400 Million from Federal Bank Limited, at a interest rate equivalent of 12 Month T-Bill Rate + 191 bps.

iv) During the year, the Holding Company has repaid Rupee Term loan of Rs. 700 Million from Citicorp Finance (India) Ltd. The interest rate for the first 6 Months from the date of drawdown (March 29, 2019) was 6 Months T-Bill Rate + 294 bps ~ 9.25% and after that till the maturity of the loan, interest rate was linked to 3 Month T-Bill Rate + 294 bps. The said loan was secured by way of whole of the Holding Company's tangible and intangible, moveable fixed assets, both present and future, land and building of the Company at Sector-32 and Sector-34, Gurugram.

v) During the year, NIIT Yuva Jyoti Limited wholly owned subsidiary of NIIT Limited has repaid the entire term loan of Rs. 76.50 Million to National Skill Development Corporation ("NSDC") and the charge for securing this loan on various assets (including bank accounts and fixed assets) and Corporate guarantee of Holding Company, NIIT Limited has been released by NSDC. Upon repayment of this loan the Revenue Sharing Agreement with NSDC has also got terminated and the prepaid royalty of Rs. 66.27 Million has been recognised in statement of profit and loss as discontinued operations.

vi) During the year, ICICI Bank Canada has sanctioned a Term loan facility for CAD 4.00 Million & Revolving credit facility of CAD 1.00 Million at floating rate of 3 Month CDOR with spread of 100 bps through full maturity of the loan to NIIT Learning Solutions (Canada) Limited, first level step down subsidiary of NIIT Limited. The said credit facility's are secured by Corporate Guarantee from NIIT Limited of CAD 5.00 Million & secured by way of first & exclusive charge over all the fixed assets and current assets (including brands, patents, intangibles, investments in group companies) of the NIIT Learning Solutions (Canada) Limited (both present and future). The current outstanding as on March 31, 2020 for Term Loan is CAD 3.00 Million and Revolving credit facility is NIL.
In addition, ICICI Bank Canada has sanctioned Letter of Credit Facility of CAD 3.00 Million to NIIT Learning Solutions (Canada) Limited, current outstanding is Nil.

Terms of repayment

Term Loan for CAD 3.00 Million is repayable as follows:

Repayment Date	% of Term loan facility
September 30, 2022	10%
June 30, 2022	10%
March 31, 2022	10%
December 31, 2021	10%
September 30, 2021	10%
June 30, 2021	10%
March 31, 2021	10%
December 31, 2020	10%
September 30, 2020	10%
June 30, 2020	10%
	100%

vii) Foreign Currency Term Loan for USD 2.89 Million is repayable as follows:

Repayment Date	(USD Million)	(Rs. Million)
April 20, 2021	0.97	72.84
January 20, 2021	0.96	72.84
October 20, 2020	0.96	72.84
	2.89	218.52

(Amount in Rs. Millions, unless otherwise stated)

15	Current Borrowings	As at March 31, 2020	As at March 31, 2019
	Working Capital Loan	301.47	34.64
		301.47	34.64

16	Trade Payables	As at March 31, 2020	As at March 31, 2019
		Current	
	Trade payables	980.60	1,133.69
		980.60	1,133.69

Trade payables are non-interest bearing and are normally settled on 45 day terms.

17 Other Financial Liabilities	As at March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non Current		Current	
Current Maturities of Non-current Borrowings (Refer note 14)	-	-	299.74	567.36
Interest accrued but not due on borrowings	-	-	3.74	3.07
Unpaid dividends *	-	-	7.00	5.20
Security Deposits	0.77	1.18	-	-
Derivative Liabilities [Refer note 29(D)]	-	-	20.53	-
Other Payables **	-	-	1,320.07	1,506.26
	0.77	1.18	1,651.08	2,081.89

* There are no amounts due for transfer to the Investor Protection Fund as at the year end.

** Includes capital creditors, payable to employees and payable on account of Strategic Sourcing.

18 Provisions	As at March 31, 2020	As at March 31, 2019
	Current	
Provision for Employee Benefits :		
-Provision for Gratuity (Refer note 31)	124.14	100.95
-Provision for Compensated Absences	121.44	100.91
Provision for indirect tax under litigation	49.60	51.39
Other Provision	1.58	0.78
	296.76	254.03

The movement of provision towards indirect tax litigation is as below:-

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	51.39	49.60
Created during the year	-	1.79
Written back during the year	(1.79)	-
Total	49.60	51.39

19 Other Liabilities	As at March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Non Current		Current	
Contract Liabilities (Refer note 20.1)				
-Deferred Revenue	2.79	5.72	192.10	207.30
-Advances from Customers	-	-	136.15	231.41
Statutory Dues*	-	-	112.73	131.01
	2.79	5.72	440.98	569.72

* Statutory Dues mainly includes withholding tax and contribution to provident fund etc.

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
20	**Revenue From Operations**	**March 31, 2020**	**March 31, 2019**
	Sale of products : Courseware	151.64	728.38
	Sale of Services	8,749.67	7,930.98
	Less: Discounts & Rebates	(9.48)	(5.94)
		8,891.83	8,653.42
20.1	**Disclosure under Ind AS - 115 (Revenue from contracts with customers)**		
	Timing of revenue recognition		
	Goods transferred at a point in time	151.64	728.38
	Services transferred over time	8,740.19	7,925.04
	Total revenue from contracts with customers	8,891.83	8,653.42
	Contract Balances		
	Trade Receivables	1,378.04	1,653.86
	Contract Assets	472.18	441.71
	Contract Liabilities	331.04	444.43
		2,181.26	2,540.00

Trade receivables are non-interest bearing and are generally on terms of 30 - 90 days.

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivables is right to consideration that is unconditional upon passage of time.

Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

Reconciliation of revenue recognised in the consolidated statement of profit and loss with the contracted price:

	Year ended	
	March 31, 2020	**March 31, 2019**
Revenue as per contracted price	8,901.31	8,659.36
Adjustments		
Discount	(9.48)	(5.94)
	8,891.83	8,653.42

Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. As on March 31, 2020, there were no remaining performance obligation as the same is satisfied upon delivery of goods / services.

		Year ended	
21	**Other Income**	**March 31, 2020**	**March 31, 2019**
	Interest Income		
	- Deposits with Banks & others	377.59	15.25
	- Unwinding of Interest on Security Deposit	4.10	-
	- Others	6.35	-
	Profit on sale of Current Investments (net)	763.15	0.17
	Provision / Other Liabilities written back	-	2.49
	Gain on Sale of Property, Plant and Equipment (net)	1.24	1.48
	Gain on Sale of Lease Assets (net)	0.08	-
	Allowance for Doubtful Debts written back	-	16.35
	Other non-operating income	15.47	24.41
		1,167.98	60.15

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
22	Employee Benefits Expenses	March 31, 2020	March 31, 2019
	Salary, Wages and Bonus	4,307.12	3,880.56
	Contribution to Provident and Other Funds* (Refer note 31)	267.57	240.49
	Share Based Payments (Refer note 40)	37.02	48.37
	Staff Welfare Expenses	81.57	76.43
		4,693.28	4,245.85

*There are numerous interpretative issues relating to the Supreme Court (SC) judgement on provident fund dated February 28, 2019. As a matter of caution, the company has implemented the provisions on a prospective basis from the date of the SC order. The company will assess its position, on receiving further clarity on the subject.

		Year ended	
23	Finance Costs	March 31, 2020	March 31, 2019
	Interest Expense	105.92	192.62
	Interest on Lease Liabilities (Refer note 39)	55.74	-
	Other Borrowing Costs	4.54	2.81
		166.20	195.43

		Year ended	
24	Other Expenses	March 31, 2020	March 31, 2019
	Equipment Hiring (Refer note 39)	157.52	160.47
	Royalties	12.75	5.80
	Freight and Cartage	7.29	6.44
	Rent (Refer note 39)	61.10	259.14
	Rates and Taxes	14.77	15.41
	Power & Fuel	63.56	65.86
	Communication	85.42	107.75
	Legal and Professional	227.95	167.81
	Travelling and Conveyance	478.47	522.32
	Allowance for Doubtful Debts	4.52	-
	Allowance for Doubtful Advances	5.83	0.52
	Allowance for Unbilled Revenue	4.76	-
	Advances Written off	-	2.41
	Insurance	20.76	18.39
	Repairs and Maintenance		
	- Plant and Machinery	23.68	27.49
	- Buildings	3.80	4.17
	- Others	63.33	53.36
	Consumables	26.31	44.86
	Loss on foreign currency translation and transactions (net)	1.40	102.56
	Security and Administration Services	27.91	28.33
	Bank Charges	37.04	30.23
	Marketing & Advertising Expenses	220.24	260.25
	Sales Commission	2.58	3.05
	Expenditure towards Corporate Social Responsibility (CSR) activities [Refer note 25]	0.76	1.02
	Sundry Expenses	75.72	57.23
		1,627.47	1,944.87

(Amount in Rs. Millions, unless otherwise stated)

		Year ended	
25	**Corporate Social Responsibility Expenditure**	**March 31, 2020**	**March 31, 2019**
	Contribution to NIIT Institute of Information Technology	0.76	1.02
		0.76	**1.02**
	Amount required to be spent as per Section 135 of the Act	0.76	1.02
	Amount spent during the year for promoting education activity	**0.76**	**1.02**

		Year ended	
26	**Exceptional Items**	**March 31, 2020**	**March 31, 2019**
	Income		
	Allowance for doubtful debts written back on account of recovery of old dues from Government Customer (Refer footnote i)	-	34.89
	Gain on disposal of investment in associates (net) (Refer footnote ii)	13,117.32	-
	Expenses		
	Provision for expenses in government project (Refer footnote iii)	(107.24)	-
	Compensation / Expenses incurred upon demise of a senior Company leader while on duty in China (Refer footnote iv)	-	(32.13)
	Business Restructuring	(6.90)	-
	Provision for doubtful debts (Refer footnote v)	(20.26)	-
	Provision for amortisation of intangible assets (refer footnote v)	(46.45)	-
	Provision for depreciation of property, plant and equipment (Refer footnote v)	(16.31)	-
	Provision for compensated absences due to change in law pursuant to COVID-19 (Refer footnote vi)	(3.34)	-
	Provision for amount receivable towards sale of investment in subsidiary (Refer footnote vii)	-	(6.99)
		12,916.82	(4.23)

Footnotes :

(i) During the previous year, the Group had collected and accordingly written back provisions amounting to Rs. 34.89 Million for allowance for doubtful debts and advances, for which provisions were made as exceptional items in earlier years.

(ii) During the year, the Group has transferred its entire shareholding in NIIT Technologies Limited to Hulst B.V. (Purchaser), Net gain on sale of investment amounting to Rs. 13,117.32 Million, have been shown as exceptional gain.

(iii) During the year, the Group has made a provision amounting to Rs. 107.24 Million towards government project.

(iv) During the previous year, the Group had incurred an amount of Rs. 32.13 Million relating to sudden demise of director in China.

(v) NIIT Limited has considered the possible effects that may result from COVID-19, created an additional provision for doubtful debts of Rs. 20.26 Million and amortisation / depreciation on intangible assets and property, plant and equipment amounting to Rs. 62.76 Million.

(vi) During the year, the Group has created provision for compensated absences amounting to Rs. 3.34 Million, due to change in law pursuant to COVID-19.

(vii) During the previous year, the Group had made a provision for amount receivable towards sale of investment in subsidiary amount-ing to Rs. 6.99 Million.

27 Tax expense

Particulars	Year ended	
	March 31, 2020	**March 31, 2019**
Current tax		
Current tax on profits for the year	1556.96	80.02
Adjustments for tax relating to earlier years	3.89	(4.84)
Foreign tax paid for branches (FTC)	7.71	11.13
Withholding tax	-	1.15
Total current tax	**1,568.56**	**87.46**
Deferred tax		
Decrease / (increase) in deferred tax assets	(207.23)	(7.21)
(Decrease) / increase in deferred tax liabilities on share in associate profits	(909.88)	198.85
(Decrease) / increase in deferred tax liabilities on others	-	(7.77)
Decrease / (increase) in Minimum Alternate Tax credit	104.17	-
Total deferred tax	**(1,012.94)**	**183.87**
Total tax expense	**555.62**	**271.33**

(Amount in Rs. Millions, unless otherwise stated)

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

Particulars	Year ended	
	March 31, 2020	March 31, 2019
Profit before tax	14,132.92	1,265.21
Tax at the Indian tax rate of 25.17% for FY 2019-20 and 34.944% for FY 2018-19	**3,557.26**	**442.11**
Adjustments for:		
Expenditure towards CSR to the extent disallowable	0.11	0.14
Dividend income exempted under section 10	-	(72.58)
Tax impact of Deferred Tax not recognized on account of prudence	5.84	(32.23)
Taxes relating to earlier years	0.18	(5.72)
Taxes paid in Foreign Territories to the extent not allowed to be set off	15.36	40.66
Tax difference on Associate Profits	-	(139.19)
Tax impact due to reversal of Deferred Tax Liabilities on undistributed profits of Associate	(909.88)	-
Tax impact of reversal of Minimum Alternate Tax Credit entitlement	104.17	-
Tax impact of change in profits due to restructuring	(1.01)	-
Tax impact on account of adjustment of brought forward business loss & unabsorbed depreciation	(217.97)	-
Tax impact on account of adjustment of brought forward Long term capital losses	(793.25)	-
Tax impact on difference between book profit and taxable profit on NTL divestment	773.45	-
Difference of Concessional Rate of Tax- Long Term Capital Gains (25.17% - 11.65%)	(1,980.89)	-
Effect due to difference in tax rates	18.13	18.59
Tax Impact of other adjustments	(15.88)	19.55
Income tax expense	**555.62**	**271.33**

Pursuant to changes in Corporate Income Tax Law in India, vide The Tax Laws (Amendment Ordinance), 2019, NIIT Limited decided to exercise the option of availing lower tax rate. Consequent to exercise of this option the company has reversed the Minimum Alternate Tax Credit of Rs. 104.17 Million during the year.

28 Fair value measurements

(i) Fair value hierarchy

To provide 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 explained below:

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 entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

The use of quoted market prices for similar instruments.

The fair value of forward foreign exchange contracts is determined using Mark to Market Valuation by the respective bank at the balance sheet date.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

(Amount in Rs. Millions, unless otherwise stated)

Financial instruments by category

Particulars	March 31, 2020				March 31, 2019			
	FVTPL Level 1	FVTPL Level 2	FVOCI Level 2	Amortised cost	FVTPL Level 1	FVTPL Level 2	FVOCI Level 2	Amortised cost
Financial assets								
Investments	5,742.25	-	-	2,697.00	17.24	-	-	-
Trade receivables	-	-	-	1,378.04	-	-	-	1,653.86
Cash and cash equivalents	-	-	-	861.35	-	-	-	1,007.22
Bank balances other than above	-	-	-	1,740.13	-	-	-	201.02
Other financial assets	-	-	-	2,610.46	-	-	-	1,313.51
Derivative assets	-	-	-	-	-	4.38	18.58	-
Total financial assets	**5,742.25**	**-**	**-**	**9,286.98**	**17.24**	**4.38**	**18.58**	**4,175.61**
Financial liabilities								
Borrowings	-	-	-	840.39	-	-	-	2,066.33
Lease liabilities	-	-	-	823.50	-	-	-	-
Trade payables	-	-	-	980.60	-	-	-	1,133.69
Other financial liabilities	-	-	-	1,331.58	-	-	-	1,515.71
Derivative liabilities	-	12.69	7.84	-	-	-	-	-
Total financial liabilities	**-**	**12.69**	**7.84**	**3,976.07**	**-**	**-**	**-**	**4,715.73**

As of March 31, 2020 and March 31, 2019, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

29 Financial risk management

The Group'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 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 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 finance 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. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 1,436.78 Million and Rs. 1,653.86 Million as of March 31, 2020 and March 31, 2019 respectively and unbilled revenue amounting to Rs. 467.65 Million and Rs. 441.71 Million as of March 31, 2020 and March 31, 2019 respectively.

Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through government customers and other corporate customers. The Group has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2020:

Reconciliation of loss allowance provision – Trade receivables

Particulars	Amount
Loss allowance as on April 01, 2018	**1,146.06**
Changes in loss allowance	(25.71)
Loss allowance as on March 31, 2019	**1,120.35**
Changes in loss allowance	(141.64)
Loss allowance as on March 31, 2020	**978.71**

(Amount in Rs. Millions, unless otherwise stated)

(B) 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 outstanding borrowings as term loans and working capital limits from banks. The term loans are secured by a charge on the book debts and movable & immovable assets of the relevant entities. However, the Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Contractual maturities of financial liabilities (undiscounted):

Particulars	Less than 1 year	Between 1 and 2 years	More than 2 years	Total
March 31, 2020				
Borrowings	601.21	207.09	32.09	840.39
Trade payables	980.60	-	-	980.60
Other financial liabilities	1,351.34	-	0.77	1,352.11
Lease liabilities	210.46	176.76	436.28	823.50
	3,143.61	**383.85**	**469.14**	**3,996.60**
March 31, 2019				
Borrowings	602.00	782.53	681.80	2,066.33
Trade payables	1,133.69	-	-	1,133.69
Other financial liabilities	1,514.53	-	1.18	1,515.71
	3,250.22	**782.53**	**682.98**	**4,715.73**

(C) 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.

(i) 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. The Group's interest rate risk arises primarily from the foreign currency term loan carrying at floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. The Group has mitigated the interest rate risk on foreign currency term loan by converting it from floating rate to fixed rate through currency swap. Hence, there is no significant challenge of interest rate risk.

(ii) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the SGD, USD, EUR, NOK, GBP and AUD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rs.). The Group evaluates its exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to hedge forecasted cash flows denominated in foreign currency and mitigate such exposure.

(Amount in Rs. Millions, unless otherwise stated)

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows:

	As at March 31, 2020	As at March 31, 2019
Financial assets		
Trade receivables & Bank balances		
SGD	38.60	45.42
USD	202.59	223.34
EUR	428.87	244.19
NOK	0.17	95.12
GBP	131.35	31.51
AUD	66.86	28.42
Net exposure to foreign currency risk (assets)	**868.44**	**668.00**
Financial liabilities		
Trade payables		
SGD	0.39	10.50
USD	95.49	27.35
EUR	109.31	153.07
NOK	36.71	15.55
GBP	114.25	8.87
AUD	29.06	14.89
Net exposure to foreign currency risk (liabilities)	**385.21**	**230.23**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit and Loss for the year ended March 31, 2020		Impact on Profit and Loss for the year ended March 31, 2019	
	Gain on appreciation	Loss on depreciation	Gain on appreciation	Loss on depreciation
1% appreciation / depreciation in Indian Rupees against following foreign currencies*:				
SGD	0.38	(0.38)	0.35	(0.35)
USD	1.07	(1.07)	1.96	(1.96)
EUR	3.20	(3.20)	0.91	(0.91)
NOK	(0.37)	0.37	0.80	(0.80)
GBP	0.17	(0.17)	0.23	(0.23)
AUD	0.38	(0.38)	0.14	(0.14)
Total	**4.83**	**(4.83)**	**4.39**	**(4.39)**

* Holding all other variables constant

SGD : Singapore Dollar, USD : United States Dollar, EUR : Euro, NOK : Norwegian Krone, GBP : Great Britain Pound Sterling, AUD : Austrian Dollar.

(Amount in Rs. Millions, unless otherwise stated)

(D) Impact of hedging activities

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

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge Ratio*	Weighted average strike price/ rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
March 31, 2020									
Foreign Exchange Risk									
Foreign exchange forward contracts	1,082.86	-	-	34.64	April 2020 to March 2021	1:1	EUR:- 83.71 USD:- 74.02 GBP:- 95.29 CAD:- 54.66	(35.42)	35.42
Foreign currency borrowing		200.00		218.52	April 2020 to March 2021	1:1	USD:- 68.98	(0.34)	0.34
Interest rate risk									
Interest rate swap		Interest on Rs. 200 million principal amount	14.11	-	April 2020 to April 2021	1:1	9.25%	(9.01)	9.01
March 31, 2019									
Foreign Exchange Risk									
Foreign exchange forward contracts	947.28	-	17.86	-	April 2019 to March 2020	1:1	EUR:- 84.48 USD:- 72.95 GBP:- 98.21	15.91	(15.91)
Foreign currency borrowing		600.00		618.86	April 2019 to April 2021	1:1	USD:- 67.64	(7.04)	7.04
Interest rate risk									
Interest rate swap		Interest on Rs. 600 million principal amount	5.10	-	April 2019 to April 2021	1:1	10.00%	(11.04)	11.04

* The foreign exchange forward are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1. The entire amount of foreign currency loan (USD) is designated as hedge of net investment and hence the hedge ratio is 1:1. The notional amount of interest rate swap is equal to the portion of variable rate loans that is being hedged, and therefore the hedge ratio for interest rate swap is also 1:1.

(Amount in Rs. Millions, unless otherwise stated)

30 Capital management

The primary objective of the management of the Group's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows to maximise the shareholder value. Management also monitors the return on equity.

The Board of directors regularly review the Group's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Group's capital management, capital includes issued share capital, securities premium and all other equity reserves. Debt includes, foreign currency term loan and other borrowings.

Loans availed by the Group are subject to certain financial covenants and the Group is compliant with these financial covenants on the reporting date as per the terms of the loan agreement.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2020.

(i) Debt equity ratio:

Particulars	As at	
	March 31, 2020	March 31, 2019
Borrowings	840.39	2,066.33
Total Debt (A)	**840.39**	**2,066.33**
Equity share capital	283.03	334.71
Other equity*	14,924.51	7,996.68
Non controlling interests	27.32	103.12
Total Equity (B)	**15,234.86**	**8,434.51**
Debt equity ratio (A/B)	**0.06**	**0.24**

(ii) Return on equity :

Particulars	As at	
	March 31, 2020	March 31, 2019
Profit after tax (C)	13,271.84	871.95
Equity share capital	283.03	334.71
Other equity*	14,924.51	7,996.68
Non controlling interests	27.32	103.12
Total equity (D)	**15,234.86**	**8,434.51**
Return on equity Ratio (%) (C/D)	**87.11%**	**10.34%**

*Includes share application money pending allotment

31 Employee Benefits

A) Defined Contribution Plans

The Group makes contribution towards Provident Fund (other than NIIT Limited and certain other domestic subsidiaries), Superannuation Fund and Pension Scheme to the defined contribution plans for eligible employees.

The Group has charged the following costs in Contribution to Provident and Other Funds in the Consolidated Statement of Profit and Loss:-

Particulars	Year ended	
	March 31, 2020	March 31, 2019
Employers' Contribution to Provident Fund	118.30	109.24
Employers' Contribution to Superannuation Fund	13.80	12.39
Employers' Contribution to Employees Pension Scheme	105.61	48.99
Employers' Contribution to Employee National Pension System	1.67	1.07
Contribution to 401 (K) and Other plans	-	44.34
Total	**239.38**	**216.03**

Contribution towards Superannuation Fund to the defined contribution plans includes following cost for Key Managerial Personnel:

Particulars	Year ended	
	March 31, 2020	March 31, 2019
Employers' Contribution to Provident Fund	2.62	2.41
Employers' Contribution to Superannuation Fund	2.28	2.08
Employers' Contribution to Employees Pension Scheme	0.02	0.02
Total	**4.92**	**4.51**

(Amount in Rs. Millions, unless otherwise stated)

B) Defined Benefit Plans

I. Provident Fund

The Group makes contribution to the "NIIT LIMITED EMPLOYEES' PROVIDENT FUND TRUST" ("the Trust") [for NIIT Limited and certain other domestic subsidiaries]. The Group contributed Rs. 42.75 Million (Previous year Rs. 34.17 Million) including Rs. 2.62 Million (Previous year Rs. 2.41 Million) in respect of Key Managerial personnel during the year to the Trust.

The Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Group's obligation in this regard is actuarially determined and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

The guidance on implementing Ind AS - 19 Employee Benefits, issued by Accounting Standards Board (ASB) of The Institute of Chartered Accountants of India, states that benefits involving employer established provident fund trust, which require interest shortfall to be compensated by the employer is required to be considered as Defined Benefits Plans. The actuary has provided a valuation and based on the below mentioned assumptions, determined that there is no short fall as at March 31, 2020.

The details of fund and plan assets of the Trust as at March 31, 2020 (limited to the extent provided by the actuary):

(i) Change in Defined Benefit Obligation:-

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Defined Benefit Obligation as at the beginning of the year	1,143.07	1060.54
Current service cost	41.95	33.82
Acquisition (credit) / cost	21.63	16.77
Interest Cost	98.48	89.99
Benefit paid	(148.39)	(124.75)
Employee Contribution	81.87	65.79
Actuarial (gain) / loss on Obligations	(0.66)	0.91
Present Value of Defined Benefit Obligation as at the end of the year	**1,237.95**	**1,143.07**

(ii) Change in Fair Value of Assets:-

Particulars	As at March 31, 2020	As at March 31, 2019
Fair value of Plan Assets as at the beginning of the year	1,504.74	1,358.52
Benefit paid	(148.39)	(124.75)
Employee Contribution	81.87	65.79
Acquisition Adjustment	21.63	16.77
Interest Income on Plan Assets	98.48	89.99
Expected return on Plan Assets	39.60	64.60
Employers' Contribution	41.95	33.82
Fair value of Plan Assets as at the end of the year	**1,639.88**	**1,504.74**

(iii) Estimated Net Asset / (Liability) recognised in the Balance Sheet:-

Particulars	As at March 31, 2020	As at March 31, 2019
Present value of Defined Benefit Obligation	1,237.95	1,143.07
Fair Value of Plan Assets	1,639.88	1,504.74
Funded Status [Surplus / (Deficit)] with the trust	401.93	361.67
Net Asset / (Liability) recognised in the Balance Sheet	-	-

(iv) Assumptions used in accounting for provident Fund:-	As at March 31, 2020	As at March 31, 2019
Discount Rate (Per Annum)	7.00%	7.75%
Expected return on Plan Assets	8.60%	8.60%
Expected guaranteed interest	8.50%	8.65%

(v) Investment details of Plan Assets:-	March 31, 2020	March 31, 2019
Government Securities	51.30%	51.62%
Debt Instruments	39.87%	40.85%
Equities	4.50%	2.91%
Short term Debt Instruments	4.33%	4.62%
	100.00%	100.00%

(Amount in Rs. Millions, unless otherwise stated)

II. Gratuity Fund- Funded

i) Change in Present value of Obligation:-

	Year ended March 31, 2020	Year ended March 31, 2019
Present value of obligation as at beginning of the year	184.04	170.46
Interest cost	12.88	12.22
Current service cost	24.13	21.59
Benefits paid	(12.81)	(15.08)
Actuarial (gain) / loss on experience	1.72	(8.69)
Actuarial (gain) / loss on financial assumption	2.66	3.54
Present value of obligation as at the year end	**212.62**	**184.04**

ii) Change in fair value of plan assets:-

	Year ended March 31, 2020	Year ended March 31, 2019
Fair value of Plan Assets as at the beginning of the year	83.09	91.08
Expected return on Plan Assets	5.59	6.29
Contributions	0.83	0.75
Benefits Paid	(12.81)	(15.08)
Return on plan assets greater / (lesser) than discount rate	0.51	0.05
Fair value of Plan Assets as at the end of the year	**77.21**	**83.09**

Estimated contributions for the year ended on March 31, 2021 is Rs. 135.41 Million (Previous year Rs. 100.95 Million).

iii) Amount of Asset / (Liability) recognised in the Balance Sheet:-	Fair value of Plan Assets as at the end of the year	Present value of obligation as at the end of the year	Assets / (Liability) recognised in Balance Sheet
As at March 31, 2020*	77.21	212.62	(135.41)
As at March 31, 2019	83.09	184.04	(100.95)

* Includes Rs. 11.27 Million related for discontinued operations (assets held for sale).

iv) Net Gratuity Cost recognised in Consolidated Statement of Profit and Loss:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Current service cost	24.13	21.59
Net interest on net defined benefit liability / (asset)	7.29	5.93
Expense recognised in Consolidated Statement of Profit and Loss* (under contribution to provident and other funds)	**31.42**	**27.52**

* Includes Rs. 3.23 Million (Previous year Rs. 3.06 Million) recongnised in consolidated statement of profit and loss from discontinued operations.

v) Gratuity Cost recognised through Other Comprehensive Income:-

Particulars	March 31, 2020	March 31, 2019
Actuarial (gain) / loss - experience	1.72	(8.69)
Actuarial (gain) / loss - financial assumptions	2.66	3.54
Return on plan assets (greater) / less than discount rate	(0.51)	(0.05)
Expense recognised through other comprehensive income*	**3.87**	**(5.20)**

*Excluding Nil (Previous year Rs. 8.45 Million) relating to Associate.

vi) Assumptions used in accounting for gratuity plan:-

Particulars	March 31, 2020	March 31, 2019
Discount Rate (Per Annum)	6.50%	7.25%
Future Salary Increase	2% for 2020-21 and 8% thereafter	11% for 2019-20 and 8% thereafter
Expected Rate of return on plan assets	7.85%	7.65%

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

(Amount in Rs. Millions, unless otherwise stated)

vii) **Investment details of Plan Assets:-**

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

The expected return on plan assets is determined considering several applicable factors mainly the compensation of plan assets held, assessed risk of asset management, historical result of the return on plan assets.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2020	March 31, 2020	March 31, 2020
Discount rate	0.50%	(7.94)	8.48
Salary growth rate	0.50%	7.98	(7.53)
Withdrawal rate	5.00%	(7.64)	8.04

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
	March 31, 2019	March 31, 2019	March 31, 2019
Discount rate	0.50%	(6.99)	7.45
Salary growth rate	0.50%	6.95	(6.57)
Withdrawal rate	5.00%	(4.39)	4.68

The above sensitivity analysis are based on a change in an 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 for calculating the defined benefit liability recognised in the balance sheet.

Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment, regulatory changes etc. The Group ensures that the investment positions are managed within an asset-liability matching framework that has been developed to achieve investments which are in line with the obligations under the employee benefit plans. Within this framework, the Group’s asset-liability matching objective is to match assets to the obligations by investing in securities to match the benefit payments as they fall due.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that failure of any single investment should not have a material impact on the overall level of assets.

32 Contingent Liabilities

a) i). Claims against the Group (including Associate Company) not acknowledged as debts:-

	As at	
	March 31, 2020	March 31, 2019
Customers	7.14	7.14
Indemnification related to sale of investments in NIIT Technologies Limited	2,376.41	-
Works Contract Tax	31.32	31.32
Excise Matters	-	9.94
Custom Duty	4.80	4.80
Service Tax	32.34	32.34
Income Tax	68.77	163.15
Others*	39.27	47.84
	2,560.05	**296.53**

*Includes amount of Rs. 17.98 Million (Previous year Rs. 17.98 Million) pertains to alleged dues towards provident fund payable by vendors of the Company which the Company is also contesting and Rs. Nil (Previous year Rs. 8 Million) pertains to certain payments to the ex-faculties who were engaged by the Company for Government Project. It also includes demand of Rs. 21.29 Million towards property lease rent on which the Group was operating one of its centre. The Group does not expect any reimbursements in respect of the above.

(Amount in Rs. Millions, unless otherwise stated)

ii) The Holding Company had received Show Cause Notices under section 263 of the Income Tax Act, 1961, issued by the Commissioner of Income Tax (CIT) for the Assessment years 1999-00 to 2005-06, who later issued Orders directing the Assessing Officer for re-assessment on certain items. The orders passed by the CIT u/s 263 for AY 1999-00 to AY 2005-06 have been challenged by the Holding Company in the Income Tax Appellate Tribunal ('the Tribunal'). The Tribunal has since passed order for AY 1999-00 wherein the Tribunal has decided the issue of assumption of jurisdiction against the Company and on merits, the Tribunal has allowed some of the items and dismissed others which were referred back to the assessing officer for fresh examination. The Holding Company has filed an appeal before the Hon'ble High Court of Delhi against the aforesaid order of the Tribunal which is pending for disposal. At this stage there is no ascertained/ quantified demands. Based on legal opinion, the Holding Company has fair chances of obtaining adequate relief before the Appellate Authorities.

It is not practical for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Group does not foresee any financial implication based on the advise of legal counsel.

b) Guarantees

i) Bank Guarantees issued by bankers outstanding at the end of the year Rs. 4 Million (March 31, 2019 Rs. 4.91 Million).

ii) Corporate Guarantee issued to banks for availing working capital limits on behalf of Mindchampion Learning Systems Limited Rs. 50 Million (March 31, 2019 Rs. 450 Million) [Amount Outstanding at year end Nil (March 31, 2019 Nil)].

iii) Issuance of Performance Bank Guarantee of Rs. 207.26 Million (USD 2.75 Million) [March 31, 2019 Rs. 190.52 Million (USD 2.75 Million)] by NIIT USA Inc. on behalf of NIIT Learning Solutions (Canada) Limited. The subject bank guarantee has been issued in terms of Registration Education Services Agreement dated March 30, 2017 between NIIT Learning Solutions (Canada) Limited, Real Estate Council of Ontario, Registrar appointed under the Real Estate and Business Brokers Act, 2002 and Humber College Institute of Technology & Advanced Learning.

iv) Corporate Guarantee to National Skill Development Corporation to secure loan of Rs. Nil (March 31, 2019 Rs. 76.50 Million) availed by NIIT Yuva Jyoti Limited, a subsidiary of the Holding Company.

v) Corporate Guarantee issued to ICICI Bank Canada to secure loan of Rs. 266.93 Million [CAD 5 Million], [Amount Outstanding at the end of the year Rs. 160.16 Million [CAD 3 Million], (March 31, 2019 Nil)] availed by NIIT Learning Solutions (Canada) Limited.

33 Capital and other Commitments

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided (including Associate Company) for Rs. 2.36 Million (March 31, 2019 Rs. 11.81 Million).

b) For commitments related to lease arrangements, refer note 39.

c) During the year the Holding Company has issued need based financial support letters to its subsidiary companies, namely, NIIT GC Limited, Mindchampion Learning Systems Limited, NIIT Learning Solutions (Canada) Limited and Eagle International Institute Inc. USA.

34 Dividend distribution & proposed

	As at	
(i) Declared and paid during the year:	**March 31, 2020**	**March 31, 2019**
Cash dividends on equity shares declared and paid :		
Final dividend for the year (2018-19) Rs. 5 per share	838.01	-
Dividend distribution tax on final dividend	162.15	-
Interim dividend for the year (2019-20) Rs. 8 per share	1,132.07	-
Dividend distribution tax on Interim Dividend	245.54	-
Total	**2,377.77**	**-**

(ii) Proposed Dividend

The Board of Directors of the Holding Company in their meeting held on June 4, 2020, proposed a final dividend of Rs. 2 per equity share in respect of the year ended March 31, 2020 subject to the approval of shareholders at the Annual General Meeting.

35 Earnings Per Share

	As at	
	March 31, 2020	March 31, 2019
From Continuing operations		
Profit attributable to Equity Shareholders (Rs. Million) (A)	13,580.02	986.31
From Discontinued operations		
Loss attributable to Equity Shareholders (Rs. Million) (B)	(305.46)	(121.93)
From Continuing and Discontinued operations		
Profit attributable to Equity Shareholders (Rs. Million) (C)	13,274.56	864.38
Weighted average number of Equity Shares outstanding during the year (Nos.) – (D)	160,186,996	166,979,236
Add : Effect of Potential Dilutive Shares (being Stock options) (Nos.)	911,668	1,210,437
Weighted average shares outstanding considered for determining Diluted Earnings per Share (Nos.) - (E)	161,098,664	168,189,673
Nominal Value of Equity Shares (Rs.)	2	2
From Continuing operations		
Basic Earnings per Share (Rs.) (A/D)	84.78	5.91
Diluted Earnings per Share (Rs.) (A/E)	84.31	5.87
From Discontinued operations		
Basic Loss per Share (Rs.) (B/D)	(1.91)	(0.73)
Diluted Loss per Share (Rs.) (B/E)	(1.91)	(0.73)
From Continuing and Discontinued operations		
Basic Earnings per Share (Rs.) (C/D)	82.87	5.18
Diluted Earnings per Share (Rs.) (C/E)	82.40	5.14

36 Related Party Transactions :

(A) Related parties with whom the Group has transacted:

Associate Companies

1 NIIT Technologies Limited (Till May 17, 2019)
2 NIIT Technologies Inc., USA (subsidiary of entity at serial no. 1 above)
3 NIIT Technologies Limited., USA (subsidiary of entity at serial no. 1 above)
4 NIIT Technologies Limited, Thailand (subsidiary of entity at serial no. 1 above)
5 NIIT Technologies Pte Limited, Singapore (subsidiary of entity at serial no. 1 above)
6 NIIT Technologies Limited, UK (subsidiary of entity at serial no. 1 above)

Key Managerial Personnel

1 Mr. Rajendra S Pawar (Chairman)
2 Mr. Vijay K Thadani (Vice-Chairman & Managing Director)
3 Mr. P Rajendran (Joint Managing Director)
4 Mr. Sapnesh Kumar Lalla (Chief Executive Officer)
5 Mr. Amit Roy (Chief Financial Officer)
6 Mr. Anand Sudarshan (Non Executive Director)
7 Mr. Ashish Kashyap (Non Executive Director)
8 Ms. Geeta Mathur (Non Executive Director)
9 Mr. Ravinder Singh (Non Executive Director w.e.f. March 29, 2019)
10 Mr. Surendra Singh (Non Executive Director till March 31, 2019)

Relatives of Key Managerial Personnel

1 Ms. Renuka Thadani (Wife of Vijay K Thadani)

(B) Parties in which the Key Managerial Personnel of the Holding Company are interested:

1 NIIT Institute of Information Technology
2 NIIT University
3 NIIT Foundation
4 NIIT Network Services Limited
5 Naya Bazaar Novelties Private Limited

(Amount in Rs. Millions, unless otherwise stated)

(C) Key managerial personnel compensation

Particulars	March 31, 2020	March 31, 2019
Short-term employee benefits	78.88	50.48
Post-employment benefits	9.75	6.78
Share based payments	3.97	2.88
Other benefits, Commission and Sitting fees paid to Non Executive Directors	21.20	4.88
Total compensation	**113.80**	**65.02**

(D) 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 in ordinary course of business and at arm's length price.

All outstanding balances are unsecured and are repayable in cash.

(E) Details of significant transactions and balances with related parties :

Nature of Transactions	Associate	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Dividend Income	- (217.40)	- (-)	- (-)	- (-)	**-** **(217.40)**
Other Income	- (-)	- (-)	- (-)	0.66 (-)	**0.66** **(-)**
Purchase of Goods	- (-)	- (-)	- (-)	0.38 (0.42)	**0.38** **(0.42)**
Purchase of Services					
Other Expenses	- (4.65)	- (-)	- (-)	0.76 (1.02)	**0.76** **(5.67)**
Other Services (Included in Other Expenses)	2.90 (21.03)	- (-)	- (-)	- (-)	**2.90** **(21.03)**
Professional Technical & Outsourcing Services	0.75 (4.22)	- (-)	- (-)	0.07 (5.14)	**0.82** **(9.36)**
Recovery of Expenses By					
Other Expenses	1.27 (12.10)	- (-)	0.98 (0.98)	17.15 (19.38)	**19.40** **(32.46)**
Professional Technical & Outsourcing Services	- (-)	- (-)	- (-)	- (18.58)	**-** **(18.58)**
Recovery of Expenses From					
Employee Benefit Expense	- (0.48)	- (-)	- (-)	- (-)	**-** **(0.48)**
Other Expenses	0.02 (0.14)	- (0.03)	- (-)	2.41 (2.80)	**2.43** **(2.97)**
Recovery of Expenses From					
Other Expenses	- (0.01)	- (-)	- (-)	- (-)	**-** **(0.01)**

(Amount in Rs. Millions, unless otherwise stated)

Nature of Transactions	Associate	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Directors' Commission	-	6.50	-	-	**6.50**
	(-)	(-)	(-)	(-)	**(-)**
Directors' Sitting Fee	-	6.12	-	-	**6.12**
	(-)	(4.88)	(-)	(-)	**(4.88)**
Directors' Remuneration	-	78.46	-	-	**78.46**
	(-)	(45.63)	(-)	(-)	**(45.63)**
KMPs' Remuneration	-	22.72	-	-	**22.72**
	(-)	(19.39)	(-)	(-)	**(19.39)**
Sale of Courseware	-	-	-	4.33	**4.33**
	(-)	(-)	(-)	(6.85)	**(6.85)**
Sale of Services	2.43	-	-	3.44	**5.87**
	(11.47)	(-)	(-)	(2.36)	**(13.83)**
Sale of Goods	-	-	-	2.42	**2.42**
	(-)	(-)	(-)	(3.52)	**(3.52)**

Refer Notes 32 & 33 for Guarantees, collaterals and commitments.

Previous year figures are given in parenthesis.

(E) **Outstanding Balances :**

Nature of Transactions	Associate	Key Managerial Personnel	Relatives of Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Trade Receivables					
March 31, 2020	0.01	-	-	2.48	**2.49**
March 31, 2019	1.91	-	-	3.35	**5.26**
Trade Payables					
March 31, 2020	-	-	0.90	-	**0.90**
March 31, 2019	18.95	-	-	0.95	**19.90**
Other Receivables					
March 31, 2020	-	0.26	-	-	**0.26**
March 31, 2019	-	0.20	-	-	**0.20**
Other Payables					
March 31, 2020	-	2.64	-	-	**2.64**
March 31, 2019	-	2.84	-	-	**2.84**

Note:- Refer Notes 32 and 33 for guarantees, collaterals and commitments as at the year end.

37 The Group is internally developing new software tools, platforms and content / courseware. The investments would further expand the business of the Group in existing and new markets, enhance capabilities of its products and software and offer more technology based learning products / solutions to the customers in future. The Group is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development is as follows:

Description	March 31, 2020	March 31, 2019
Salary and Other employee benefits	209.88	199.19
Professional & Outsourcing Expenses	343.66	205.73
Rent	1.60	3.72
Other Expenses	5.09	9.92
Total	560.23	418.56

(Amount in Rs. Millions, unless otherwise stated)

38 Segment Information

The Group is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Group as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segments.

The Holding Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is show in table below :

Particulars	Revenue from external customers	
	March 31, 2020	March 31, 2019
India#	1,559.44	1,781.51
America	5,098.39	4,608.50
Europe	1,595.98	1,568.52
Rest of the World	638.02	694.89
Total	**8,891.83**	**8,653.42**

Revenue from external customer in India for discontinued operations Rs. 297.74 Million (Previous year Rs. 448.6 Million) not included in above.

The total of non-current assets other than financial instruments, investments accounted for using equity method and deferred tax assets, broken down by location of assets, is shown below :

Particulars	March 31, 2020	March 31, 2019
India	2,657.01	2,429.31
America	701.89	451.69
Europe	127.71	10.00
Rest of the World	802.51	437.79
Total	**4,289.12**	**3,328.79**

39 Leases

39 (i) Aggregate amounts during the year for short term leases in respect of equipments, vehicles and premises for office and employees accommodation amounting to Rs. 220.22 Million (Previous year Rs. 423.33 Million).

Aggregate amount during the year under discontinued operations for short term leases in respect of equipments, vehicles and premises for office and employees accommodation amounting to Rs. 5.44 Million (Previous year Rs. 12.43 Million).

39 (ii) The effect of adoption of Ind AS 116 is as follows:

The following are the carrying amount of right-of-use assets recognised and movement during the year :

Particulars	Building	Vehicle	Total
As at April 1, 2019	**705.09**	**35.37**	**740.46**
Addition	236.14	19.43	255.57
Deletion	(0.95)	(1.48)	(2.43)
Depreciation	(205.48)	(16.57)	(222.05)
Asset held for sale	-	(0.51)	(0.51)
Translation difference	28.76	-	28.76
As at March 31, 2020	**763.56**	**36.24**	**799.80**

The following are the carrying amount of Lease liabilities and movement during the year :

Particulars	Total
As at April 1, 2019	**740.46**
Addition	230.63
Deletion	(2.51)
Accretion of interest	56.02
Payments	(231.17)
Asset held for sale	(0.53)
Translation difference	30.60
As at March 31, 2020	**823.50**

(Amount in Rs. Millions, unless otherwise stated)

The following is the break-up of current and non-current lease liabilities as of March 31, 2020:

Particulars	Total
Lease liabilities (Non-current)	612.81
Lease liabilities (Current)	210.69
Total liabilities	**823.50**

The following are the amounts recognised in statement of profit and loss:

Particulars	Total
Depreciation expense*	220.67
Interest expense on lease liabilities**	55.74
Gain on modification of Lease Assets (Net)	(0.08)
Total	**276.33**

*Excluding depreciation expense charged in discontinued operations in Consolidated Statement of Profit and Loss Rs. 1.38 Million.

**Excluding Interest on lease liabilities charged in discontinued operations in Consolidated Statement of Profit and Loss Rs. 0.28 Million.

There are only fixed rental payable as per the terms of the contracts.

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2020:

Particulars	Total
Less than one year	210.46
One to Two years	176.76
More than Two years	436.28
Total Amount	**823.50**

40 Share based payments

(a) Employee option plan

During the year 2005-06, the Company had established NIIT Employee Stock Option Plan 2005 "ESOP 2005" and the same was approved at the General Meeting of the Company held on May 18, 2005. The plan was set up so as to offer and grant, for the benefit of employees (excluding promoters) of the Company, who are eligible under "Securities and Exchange Board of India (SEBI) (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999", options of the Company in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the provisions of law or guidelines issued by the relevant authorities in this regard.

As per the plan, each option is exercisable for one equity share of face value of Rs. 2 each (Rs. 10 each pre bonus and split) fully paid up on payment to the Company, at a price to be determined in accordance with ESOP 2005. ESOP information is given for the number of shares after sub-division and Bonus issue.

i) Summary of options granted under plan:

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	73.86	5,765,240	64.64	5,234,744
Granted during the year	99.00	420,000	92.37	1,405,000
Exercised during the year	46.34	960,509	43.71	754,501
Forfeited/lapsed during the year	89.35	282,610	78.10	120,003
Closing balance	**80.45**	**4,942,121**	**73.86**	**5,765,240**
Vested and exercisable		**3,102,081**		**3,153,546**

(Amount in Rs. Millions, unless otherwise stated)

ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Grant date	Vesting date	Expiry date	Exercise price	Fair value	Share options outstanding	
						March 31, 2020	March 31, 2019
Grant IX							
Vest 1	21-May-14	20-May-15	20-May-20	35.40	10.66	83,300	169,800
Vest 2	21-May-14	20-May-16	20-May-21	35.40	11.45	83,300	221,100
Vest 3	21-May-14	20-May-17	20-May-22	35.40	14.35	177,000	264,000
Grant X							
Vest 1	28-Aug-14	28-Aug-15	28-Aug-20	49.75	15.50	-	-
Vest 2	28-Aug-14	28-Aug-16	28-Aug-21	49.75	16.61	20,000	20,000
Vest 3	28-Aug-14	28-Aug-17	28-Aug-22	49.75	19.78	20,002	20,002
Grant XII							
Vest 1	24-Jun-15	24-Jun-16	24-Jun-21	41.60	13.45	101,846	246,166
Vest 2	24-Jun-15	24-Jun-17	24-Jun-22	41.60	14.38	228,667	299,999
Vest 3	24-Jun-15	24-Jun-18	24-Jun-23	41.60	15.07	200,000	300,002
Grant XIII							
Vest 1	17-Jul-15	17-Jul-16	17-Jul-21	52.15	17.01	128,992	187,652
Vest 2	17-Jul-15	17-Jul-17	17-Jul-22	52.15	18.21	134,998	217,806
Vest 3	17-Jul-15	17-Jul-18	17-Jul-23	52.15	19.08	157,194	258,712
Grant XIV							
Vest 1	19-Jan-16	19-Jan-17	19-Jan-22	75.65	25.91	-	35,000
Grant XVI							
Vest 1	16-Jun-16	16-Jun-17	16-Jun-22	83.30	30.30	59,994	66,660
Vest 2	16-Jun-16	16-Jun-18	16-Jun-23	83.30	31.88	59,994	66,660
Vest 3	16-Jun-16	16-Jun-19	16-Jun-24	83.30	33.17	66,680	73,348
Grant XVII							
Vest 1	05-Feb-17	05-Feb-18	05-Feb-23	73.60	25.87	9,999	26,665
Vest 2	05-Feb-17	05-Feb-19	05-Feb-24	73.60	27.13	19,999	26,665
Vest 3	05-Feb-17	05-Feb-20	05-Feb-25	73.60	28.29	26,670	26,670
Grant XVIII							
Vest 1	23-Jun-17	23-Jun-18	23-Jun-23	92.55	33.47	329,992	393,325
Vest 2	23-Jun-17	23-Jun-19	23-Jun-24	92.55	36.08	329,992	379,992
Vest 3	23-Jun-17	23-Jun-20	23-Jun-25	92.55	37.61	330,016	380,016
Grant XIX							
Vest 1	27-Jul-17	27-Jul-18	27-Jul-23	88.85	32.06	93,333	93,333
Vest 2	27-Jul-17	27-Jul-19	27-Jul-24	88.85	34.46	93,333	93,333
Vest 3	27-Jul-17	27-Jul-20	27-Jul-25	88.85	35.05	93,334	93,334
Grant XX							
Vest 1	24-Oct-17	24-Oct-18	24-Oct-23	108.10	39.30	139,999	139,999
Vest 2	24-Oct-17	24-Oct-19	24-Oct-24	108.10	43.14	139,999	139,999
Vest 3	24-Oct-17	24-Oct-20	24-Oct-25	108.10	44.96	140,002	140,002
Grant XXI							
Vest 1	25-Jun-18	25-Jun-19	25-Jun-24	96.15	36.79	165,000	165,000
Vest 2	25-Jun-18	25-Jun-20	25-Jun-25	96.15	42.81	165,000	165,000
Vest 3	25-Jun-18	25-Jun-21	25-Jun-26	96.15	45.76	165,000	165,000
Grant XXII							
Vest 1	19-Jul-18	19-Jul-19	19-Jul-24	89.65	34.37	181,798	246,642
Vest 2	19-Jul-18	19-Jul-20	19-Jul-25	89.65	39.92	213,312	246,642
Vest 3	19-Jul-18	19-Jul-21	19-Jul-26	89.65	42.71	213,376	246,716
Grant XXIII							
Vest 1	23-Jan-19	23-Jan-20	23-Jan-25	93.65	34.98	50,000	50,000
Vest 2	23-Jan-19	23-Jan-21	23-Jan-26	93.65	40.12	50,000	50,000
Vest 3	23-Jan-19	23-Jan-22	23-Jan-27	93.65	44.53	50,000	50,000
Grant XXIV							
Vest 1	16-Jul-19	16-Jul-20	16-Jul-25	99.00	35.79	140,000	-
Vest 2	16-Jul-19	16-Jul-21	16-Jul-26	99.00	41.88	140,000	-
Vest 3	16-Jul-19	16-Jul-22	16-Jul-27	99.00	47.12	140,000	-

(Amount in Rs. Millions, unless otherwise stated)

iii) **Fair value of options granted**

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant	Tranche	Market price	Volatility	Average life of the option	Risk less interest rate	Dividend yield rate
Grant IX	Vest 1	35.40	39.04%	3.50	8.68%	3.96%
	Vest 2	35.40	37.65%	4.50	8.73%	3.96%
	Vest 3	35.40	48.22%	5.50	8.78%	3.96%
Grant X	Vest 1	49.75	40.75%	3.50	8.78%	3.96%
	Vest 2	49.75	39.51%	4.50	8.73%	3.96%
	Vest 3	49.75	46.99%	5.50	8.70%	3.96%
Grant XII	Vest 1	41.60	42.73%	3.50	7.95%	3.50%
	Vest 2	41.60	41.13%	4.50	7.93%	3.50%
	Vest 3	41.60	39.89%	5.50	7.92%	3.50%
Grant XIII	Vest 1	52.15	43.53%	3.50	7.79%	3.50%
	Vest 2	52.15	41.89%	4.50	7.86%	3.50%
	Vest 3	52.15	40.55%	5.50	7.90%	3.50%
Grant XIV	Vest 1	75.65	47.11%	3.50	7.47%	3.50%
Grant XVI	Vest 1	83.30	48.89%	3.50	7.52%	3.01%
	Vest 2	83.30	45.98%	4.50	7.52%	3.01%
	Vest 3	83.30	44.05%	5.50	7.52%	3.01%
Grant XVII	Vest 1	73.60	48.75%	3.50	6.41%	3.01%
	Vest 2	73.60	45.93%	4.50	6.41%	3.01%
	Vest 3	73.60	44.36%	5.50	6.41%	3.01%
Grant XVIII	Vest 1	92.55	47.76%	3.50	6.45%	2.35%
	Vest 2	92.55	46.09%	4.50	6.45%	2.35%
	Vest 3	92.55	43.93%	5.50	6.45%	2.35%
Grant XIX	Vest 1	88.85	47.64%	3.50	6.45%	2.35%
	Vest 2	88.85	45.78%	4.50	6.45%	2.35%
	Vest 3	88.85	43.85%	5.50	6.45%	2.35%
Grant XX	Vest 1	108.10	47.45%	3.50	6.80%	2.35%
	Vest 2	108.10	46.90%	4.50	6.80%	2.35%
	Vest 3	108.10	44.66%	5.50	6.80%	2.35%
Grant XXI	Vest 1	96.15	44.86%	3.50	7.80%	1.43%
	Vest 2	96.15	47.55%	4.50	7.80%	1.43%
	Vest 3	96.15	46.15%	5.50	7.80%	1.43%
Grant XXII	Vest 1	89.65	45.06%	3.50	7.77%	1.43%
	Vest 2	89.65	47.63%	4.50	7.77%	1.43%
	Vest 3	89.65	46.30%	5.50	7.77%	1.43%
Grant XXIII	Vest 1	93.65	43.80%	3.50	7.53%	1.43%
	Vest 2	93.65	45.29%	4.50	7.53%	1.43%
	Vest 3	93.65	46.75%	5.50	7.53%	1.43%
Grant XXIV	Vest 1	99.00	42.39%	3.50	6.53%	1.10%
	Vest 2	99.00	44.87%	4.50	6.53%	1.10%
	Vest 3	99.00	47.04%	5.50	6.53%	1.10%

(b) **Expense arising from share-based payment transactions**

Particulars	March 31, 2020	March 31, 2019
Expenses charged to Consolidated Statement of Profit and Loss during the year based on fair value of options*	37.02	48.37

*Excluding share based payments charged in discontinued operations in Consolidated Statement of Profit and Loss Rs. 0.71 Million (Previous year Rs. 2.66 Million).

(Amount in Rs. Millions, unless otherwise stated)

41 Interests in other entities

(a) Subsidiaries

The group's subsidiaries as at March 31, 2020 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is their principal place of business.

S. No	Name of entity	Place of business/ country of incorporation	Ownership interest held by the group (in %)		Ownership interest held by non-controlling interests (in %)		Principal activities
			March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	
1	Mindchampion Learning Systems Limited	India	100	100	-	-	Education and Training
2	NIIT Institute of Finance Banking and Insurance Training Limited	India	80.72	80.72	19.28	19.28	Education and Training
3	NIIT Institute of Process Excellence Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)	India	100	75	-	25	Education and Training
4	NIIT Yuva Jyoti Limited (Under Voluntary Liquidation w.e.f. February 19, 2020)	India	100	100	-	-	Education and Training
5	NIIT USA Inc, USA	United States	100	100	-	-	Education and Training
6	NIIT Limited, UK	United Kingdom	100	100	-	-	Education and Training
7	NIIT Malaysia Sdn. Bhd, Malaysia	Malaysia	100	100	-	-	Education and Training
8	NIIT GC Limited, Mauritius	Mauritius	100	100	-	-	Education and Training
9	NIIT China (Shanghai) Limited, Shanghai	China	100	100	-	-	Education and Training
10	NIIT Wuxi Service Outsourcing Training School, China (Memorandum of Understanding was executed to sell on April 1, 2017)- (Under Closure)	China	-	-	-	-	Education and Training
11	Wuxi NIIT Information Technology Consulting Limited, China (agreement to sell entered on March 31, 2018)	China	-	-	-	-	Education and Training
12	Chongqing NIIT Education Consulting Limited (Under process of closing)	China	60	60	40	40	Education and Training
13	Changzhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 11)	China	-	-	-	-	Education and Training
14	Su Zhou NIIT Information Technology Consulting Limited (subsidiary of entity at serial no. 11)	China	-	-	-	-	Education and Training
15	PT NIIT Indonesia (Under Liquidation)	Indonesia	100	100	-	-	Education and Training
16	NIIT West Africa Limited	Nigeria	100	100	-	-	Education and Training
17	Chongqing An Dao Education Consulting Limited	China	65	65	35	35	Education and Training
18	Zhangjiagang NIIT Information Services Limited (Closed on August 12, 2019)	China	60	60	40	40	Education and Training
19	Chengmai NIIT Information Technology Company Limited (Under process of closing)	China	100	100	-	-	Education and Training
20	Guizhou NIIT Information Technology Consulting Company Limited	China	100	100	-	-	Education and Training
21	NIIT Ireland Limited	Ireland	100	100	-	-	Education and Training
22	NIIT Learning Solutions (Canada) Limited	Canada	100	100	-	-	Education and Training
23	NIIT (Guizhou) Education Technology Co. Ltd	China	100	100	-	-	Education and Training
24	Ningxia NIIT Education Technology Company Limited	China	100	100	-	-	Education and Training
25	Eagle international Institute Inc. USA	USA	100	100	-	-	Education and Training
26	Eagle Training, Spain S.L.U (Subsidiary of entity at serial no. 25)	Spain	100	100	-	-	Education and Training

(b) Non Controlling Interest

Particulars	Amount
As at April 1, 2018	**95.55**
Add : Non-controlling interest in Profit	7.57
As at March 31, 2019	**103.12**
Less : Dividend paid to Non-controlling interest	(13.30)
Less : Dividend Distributed Tax on above	(2.74)
Less : Purchase of Non-controlling interest	(55.00)
Less: Amount transferred to Captial Reserve on settlement of Non-controlling interest	(2.04)
Less : Non-controlling interest in Loss	(2.72)
As at March 31, 2020	**27.32**

(Amount in Rs. Millions, unless otherwise stated)

42 Investment in associates

(a) Interests in associates

The Group had 23.46% interest in NIIT Technologies Limited, which is involved in the software development. NIIT Technologies Limited is a public limited company and is listed on Bombay stock exchange and the National stock exchange in India. The Group's interest in NIIT Technologies Limited is accounted for using the equity method in the consolidated financial statements of previous year. The following table summarises financial information of the Group's investment in NIIT Technologies Limited:

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
NIIT Technologies Limited		
- Net Assets Value (Opening Value)	4,862.14	4,163.20
- Fair Valuation Adjustment*	1,874.45	1,874.45
- Share / (Adjustment) in Post Acquisition Reserves	-	14.89
- Share of Associate's net profit	-	946.14
- Dividend Received	-	(217.40)
- DTL on Dividend Received	-	(44.69)
Sale of Associate Share **	(6,736.59)	-
Total equity accounted investments	**-**	**6,736.59**
Market value of Quoted Investments	**-**	**19,216.18**

*Consequent to the accounting of the Scheme of Amalgamation by recording assets and liabilities at fair values by applying the Purchase Method, the difference between the fair value of the investment acquired and proportionate share of the net assets value, as at the appointed date of April 01, 2014, was recognised as Fair Value Adjustment.

** NIIT Limited has entered into a Share Purchase Agreement (SPA) with Hulst B.V. (Purchaser) on April 6, 2019 to transfer its entire shareholding in NIIT Technologies Limited for a consideration of Rs. 20,203.91 Million. NIIT Limited has received consideration on May 17, 2019 in accordance with terms and conditions of agreement and shares were transferred on the same date.

Commitments and contingent liabilities in respect of associates

Particulars	As at	
	March 31, 2020	March 31, 2019
Claims against the Group not acknowledged as debts Income tax matters pending disposal by the tax authorities	-	468
Excise matters pending with Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Chandigarh.	-	42
Total commitments and contingent liabilities	**-**	**510**
NIIT's Share	-	23.46%
Total commitments and contingent liabilities -NIIT's Share	**-**	**120**

(Amount in Rs. Millions, unless otherwise stated)

Summarised financial information for associates

Particulars	As at	
	March 31, 2020	March 31, 2019
Current assets	-	19,136
Non-current assets	-	9,598
Current liabilities	-	(6,166)
Non-current liabilities	-	(1,770)
Equity	**-**	**20,798**
Proportion of the Group's ownership	-	23.46%
Carrying amount of the investment	**-**	**4,879**

Summarised statement of profit and loss

Particulars	NIIT Technologies Limited for the year ended	
	March 31, 2020	March 31, 2019
Revenue	-	36,762
Other income	-	535
Purchases of stock-in-trade	-	(291)
Employee benefits expense	-	(21,532)
Depreciation and amortisation expense	-	(1,248)
Other expenses	-	(8,454)
Finance costs	-	(92)
Profit before tax	**-**	**5,680**
Exceptional items	-	(56)
Income tax expense	-	(1,403)
Profit for the year from continuing operations	**-**	**4,221**
Owners of NIIT Technologies Limited	-	**4,033**
Non-controlling interests	-	**188**
Group's share of profit for the year	**-**	**946.14**

43 Disclosures mandated by Schedule III by way of additional information

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs. Million)	As % of Consolidated profit or loss	Amount (Rs. Million)	As % of Consolidated Other comprehensive income	Amount (Rs. Million)	As % of Consolidated total comprehensive income	Amount (Rs. Million)
Parent Company									
NIIT Limited	2020	87.94	13,396.93	92.95	12,339.09	(89.82)	(34.40)	92.43	12,304.69
	2019	1.62	136.05	10.65	92.05	20.41	34.73	12.25	126.78
Indian Subsidiaries									
1. Mindchampion Learning Systems Limited (Refer note 44)	2020	0.47	71.57	(1.59)	(210.99)	7.75	2.97	(1.56)	(208.02)
	2019	(0.21)	(17.49)	(7.02)	(60.66)	(0.09)	(0.15)	(5.88)	(60.81)
2. NIIT Institute of Finance Banking and Insurance Training Limited	2020	0.70	107.04	0.44	58.98	1.23	0.47	0.45	59.45
	2019	1.48	124.96	2.87	24.78	0.17	0.29	2.42	25.07
3. NIIT Institute of Process Excellence Limited	2020	0.05	7.06	(0.10)	(12.89)	0.37	0.14	(0.10)	(12.75)
	2019	2.26	190.97	1.64	14.18	0.09	0.16	1.39	14.34
4. NIIT Yuva Jyoti Limited	2020	(0.01)	(1.66)	(0.65)	(86.35)	(0.03)	(0.01)	(0.65)	(86.36)
	2019	(0.20)	(16.98)	(12.68)	(109.57)	(0.09)	(0.15)	(10.61)	(109.72)
Foreign Subsidiaries									
1. NIIT (USA) Inc., USA	2020	5.04	766.77	3.91	519.29	201.62	77.22	4.48	596.51
	2019	11.31	953.82	0.57	4.96	46.72	79.50	8.16	84.46
2. NIIT Limited, UK	2020	(0.60)	(91.57)	0.30	40.08	1.91	0.73	0.31	40.81
	2019	0.55	46.59	3.31	28.64	1.16	1.97	2.96	30.61
3. NIIT Malaysia Sdn. Bhd	2020	0.30	46.13	0.08	10.79	8.41	3.22	0.11	14.01
	2019	1.20	101.26	0.73	6.27	0.29	0.50	0.65	6.77
4. NIIT GC Limited	2020	0.01	0.42	(0.01)	(1.69)	(2.64)	(1.01)	(0.02)	(2.70)
	2019	(0.11)	(9.67)	(0.50)	(4.28)	(0.65)	(1.11)	(0.52)	(5.39)
5. NIIT China (Shanghai) Limited	2020	0.48	73.19	0.55	72.45	(5.82)	(2.23)	0.53	70.22
	2019	(0.50)	(42.22)	7.50	64.83	(1.18)	(2.00)	6.07	62.83
6. NIIT WuXi Service Outsourcing Training School	2020	-	-	-	-	-	-	-	-
	2019	-	-	-	-	-	-	-	-
7. WuXi NIIT Information Technology Consulting Limited	2020	-	-	-	-	-	-	-	-
	2019	-	-	-	-	-	-	-	-
8. Chongqing NIIT Education Consulting Limited	2020	0.02	3.16	(0.00)	(0.63)	0.39	0.15	(0.00)	(0.48)
	2019	0.04	3.38	0.00	0.01	-	-	0.00	0.01
9. Changzhou NIIT Information Technology Consulting Limited	2020	-	-	-	-	-	-	-	-
	2019	-	-	-	-	-	-	-	-
10. Su Zhou NIIT Information Technology Consulting Limited	2020	-	-	-	-	-	-	-	-
	2019	-	-	-	-	-	-	-	-
11. PT NIIT Indonesia (Under Liquidation)	2020	-	-	-	-	-	-	-	-
	2019	-	-	-	-	-	-	-	-
12. NIIT West Africa Limited	2020	(0.01)	(1.10)	(0.12)	(16.16)	0.91	0.35	(0.12)	(15.81)
	2019	0.16	13.59	0.13	1.13	(0.61)	(1.04)	0.01	0.09
13. Chongqing An Dao Education Consulting Limited	2020	0.02	2.70	0.03	3.49	(1.04)	(0.40)	0.02	3.09
	2019	0.15	12.79	2.11	18.21	(0.29)	(0.50)	1.71	17.71
14. Zhangjiagang NIIT Information Services Limited	2020	-	-	(0.00)	(0.01)	(1.25)	(0.48)	(0.00)	(0.49)
	2019	-	0.29	0.00	0.01	-	-	0.00	0.01
15. Chengmai NIIT Information Technology Company Limited	2020	0.00	0.05	(0.01)	(1.66)	(0.13)	(0.05)	(0.01)	(1.71)
	2019	0.02	1.63	(0.35)	(3.01)	0.01	0.01	(0.29)	(3.00)
16. Guizhou NIIT Information Technology Consulting Company Limited	2020	0.06	8.96	(0.15)	(20.13)	3.34	1.28	(0.14)	(18.85)
	2019	0.37	31.03	0.03	0.27	0.09	0.16	0.04	0.43
17. NIIT Ireland Limited	2020	0.98	149.70	3.12	414.38	(24.83)	(9.51)	3.04	404.87
	2019	(1.52)	(128.29)	3.63	31.37	(1.37)	(2.33)	2.81	29.04
18. NIIT Learning Solutions (Canada) Limited	2020	3.77	574.56	1.56	206.43	5.40	2.07	1.57	208.50
	2019	0.90	75.96	(2.45)	(21.20)	(1.69)	(2.88)	(2.33)	(24.08)
19. NIIT (Guizhou) Education Technology Company Limited	2020	0.49	74.65	0.41	54.92	3.24	1.24	0.42	56.16
	2019	1.05	88.84	(2.41)	(20.81)	(0.05)	(0.09)	(2.02)	(20.90)
20. Ningxia NIIT Education Technology Compay Limited	2020	(0.01)	(0.79)	(0.14)	(19.15)	0.13	0.05	(0.14)	(19.10)
	2019	(0.03)	(2.67)	0.38	3.31	0.25	0.42	0.36	3.73
21. Eagle International Institute Inc. USA	2020	0.14	20.61	(0.03)	(4.39)	(13.84)	(5.30)	(0.07)	(9.69)
	2019	0.22	18.97	6.79	58.67	2.59	4.41	6.10	63.08
22. Eagle Training, Spain S.L.U	2020	(0.01)	(0.83)	(0.56)	(74.01)	3.84	1.47	(0.54)	(72.54)
	2019	0.14	11.99	0.36	3.07	0.28	0.48	0.34	3.55

Name of the entity	Year	Net Assets		Share in Profit or (Loss)		Share in other comprehensive Income		Share in total comprehensive Income	
		As % of Consolidated net assets	Amount (Rs. Million)	As % of Consolidated profit or loss	Amount (Rs. Million)	As % of Consolidated Other comprehensive income	Amount (Rs. Million)	As % of Consolidated total comprehensive income	Amount (Rs. Million)
Non-controlling Interests in all subsidiaries									
Indian									
1. NIIT Institute of Finance Banking and Insurance Training Limited	2020	0.16	24.83	(0.03)	(4.13)	-	-	(0.03)	(4.13)
	2019	0.36	30.11	(0.53)	(4.56)	-	-	(0.44)	(4.56)
2. NIIT Institute of Process Excellence Limited	2020	-	-	0.00	0.01	-	-	0.00	0.01
	2019	0.76	63.68	(0.37)	(3.24)	-	-	(0.31)	(3.24)
Foreign									
1. Chongqing NIIT Education Consulting Limited	2020	0.01	2.00	0.00	0.25	-	-	0.00	0.25
	2019	0.03	2.26	(0.06)	(0.53)	-	-	(0.05)	(0.53)
2. Chongqing An Dao Education Consulting Limited	2020	-	0.48	0.05	6.40	-	-	0.05	6.40
	2019	0.08	6.87	(0.48)	(4.15)	-	-	(0.40)	(4.15)
3. Zhangjiagang NIIT Information Services Limited	2020	-	-	0.00	0.19	-	-	0.00	0.19
	2019	0.00	0.20	0.57	4.91	-	-	0.47	4.91
Associate									
1.NIIT Technologies Limited	2020	-	-	-	-	0.86	0.33	0.00	0.33
	2019	79.87	6,736.59	85.58	739.72	33.96	57.78	77.09	797.50
Total	2020	100.00	15,234.86	99.99	13,274.56	100.00	38.30	100.00	13,312.86
	2019	100.00	8,434.51	100.00	864.38	100.00	170.16	100.00	1,034.54

44 Discontinued operations

A) During the year, the Group has decided not to pursue new skill contracts in its wholly owned subsidiary NIIT Yuva Jyoti Limited (NYJL) and discontinue operations post completion of commitments against existing contracts, in line with its stated long term strategy of reducing exposure to low margin, capital intensive government business. Consequently, assets and liabilities including continuing commitments of NYJL were transferred to the parent Company (NIIT Limited) in view of going into voluntary liquidation of the subsidiary.

Accordingly, the members of the NIIT Yuva Jyoti Limited passed a special resolution on Feb 19, 2020, at their extra-ordinary general meeting of the subsidiary to liquidate the Subsidiary by way of voluntary liquidation.

The net result of operations of this entity has been disclosed separately under 'Discontinued Operations'as per the requirements of Ind AS - 105 with a corresponding impact in the previous year which has also been reclassified under 'Discontinued Operations'. The net result of operations from Skill Business are given below:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Revenue	53.10	98.64
Other Income	1.43	1.81
Expenses	(149.00)	(220.40)
Loss before tax from discontinued operations	**(94.47)**	**(119.95)**
Income tax expenses	-	-
Loss after tax from discontinued operations	**(94.47)**	**(119.95)**

B) The Group has decided to divest Mindchampion Learning Systems Limited (MLSL), to a strategic / financial investor. In the interim period, NIIT remains committed to support MLSL for continuity of operations and value creation for all stake holders. In pursuance of applicable accounting standard (Ind AS - 105), the net results for the year of MLSL operations [revenue less expenses amounting to Rs. 210.99 Million (loss) including reversal of Minimum Alternate Tax Credit amounting to Rs. 18.69 Million] are disclosed as separate line item below operating results, along with corresponding reclassification of the consolidated financial statement for the previous year.

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Revenue	244.64	349.96
Other Income	7.63	26.65
Expenses	(444.57)	(378.59)
Loss before tax from discontinued operations	**(192.30)**	**(1.98)**
Income Tax Expenses*	18.69	-
Loss after tax from discontinued operations	**(210.99)**	**(1.98)**

* Minimum Alternate Tax Credit charged to consolidated statement of profit and loss during the year.

(Amount in Rs. Millions, unless otherwise stated)

The assets and liabilities of School Business classified as held for sale as at March 31, 2020 are as follows:

Particulars	As at March 31, 2020
Assets	
Property, plant and equipment	1.48
Right-of-use assets	0.51
Other Intangible assets	17.31
Intangible assets under development	9.33
Trade receivables	147.24
Inventories	41.26
Cash and cash equivalents	19.36
Income tax assets (net)	43.95
Other assets	19.90
Assets classified as held for sale	**300.34**
Liabilities	
Trade payables	147.22
Provisions	17.38
Lease liabilities	0.54
Other liabilities	63.63
Liabilities directly associated with assets classified as held for sale	**228.77**
Net assets directly associated with disposal group	**71.57**

Cash flow from Discontinued Operations

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Net Cash flow used in operating activities	(134.03)	(70.48)
Net cash flow generated from / (used in) from investing activities	5.49	(14.93)
Net Cash flow used in financing activities	(79.36)	(20.72)

45 The Company on February 19, 2020 had approved the proposal of voluntary liquidation as shareholder of NIIT Institute of Process Excellence Limited (NIPE) and NIIT Yuva Jyoti Limited (NYJL), wholly owned subsidiaries, in accordance with applicable laws, as recommended by the board of directors of these subsidiaries. The voluntary liquidation of these subsidiaries is in progress.

46 The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown in economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measure taken to contain the spread of the virus including travel bans, quarantines, social distancing and closure of non-essential services have triggered disruptions to the business worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations.

The Group has considered the possible effects that may result from COVID-19 on the carrying amount of its assets. In developing the assumptions relating to possible uncertainties in the global conditions because of the pandemic, the Group, as on the date of approval of these Consolidated Financial Statements have used information from multiple sources as available and created an additional provision for doubtful debts of Rs. 20.26 Million and amortisation / depreciation of Rs. 62.76 Million towards intangible and property, plant and equipments. Post year end, the Holding Company has decided to accelerate transition to NIIT Digital, the impact of which will be recorded as and when the events occur in future. Further, impact in school business amounting to Rs. 41.97 Million has been disclosed as discontinued operations. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of other assets will be recovered. The Company will continue to monitor any material changes to the operations based on future economic conditions.

47 Previous year figures have been regrouped / reclassified to conform to the current year's classification.

Signatures to Notes ' 1 ' to ' 47 ' above of these Consolidated Financial Statements.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

Sanjay Bachchani
Partner
Membership No. 400419

Place: Gurugram
Date: June 4, 2020

For and on behalf of the Board of Directors of NIIT Limited

Rajendra S Pawar
Chairman
DIN – 00042516

Vijay K Thadani
Vice-Chairman & Managing Director
DIN - 00042527

Amit Roy
Chief Financial Officer

Deepak Bansal
Company Secretary

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