



Delivering Exceptional Value

Table of Contents

Corporate Information	3
Corporate Profile	4-6
The year gone by	7-10
Directors' Report	11-20
Management Discussion and Analysis	21-25
Report on Corporate Governance	26-38
Financial Statement - NIIT Technologies Ltd.	39-73
Statements of Subsidiaries	74
Consolidated Financial Statements	75-108

OUR VISION

VALUES, MOTIVES AND BELIEFS

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

•

NIIT IS PEOPLE

WE HAVE POSITIVE REGARD FOR EACH ONE OF US

•

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

•

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

•

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

•

NIIT IS QUALITY AND VALUE

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

(A) WHAT SOCIETY GIVES TO US.

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

•

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

•

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

•

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

•

NIIT IS A MISSION

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

•

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

Corporate Information

Board of Directors



Rajendra S Pawar
Chairman & Managing Director



Arvind Thakur
Chief Executive Officer
& Joint Managing Director



Vijay K Thadani
Director



Subroto Bhattacharya
Director



Surendra Singh
Director



Amit Sharma
Director



Ashwani Puri
Director

Company Secretary & Legal Head
Onkarnath Banerjee

Group Chief Financial Officer
Ashok Arora

Chief Financial Officer
Pratibha K Advani

Auditors
Price Waterhouse

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

Registered Office
NIIT Technologies Ltd.
B-234 Okhla Phase - 1
New Delhi - 110 020, India
Email: investors@niit-tech.com
Tel : +91-11-41407000
Fax : +91-11-26817344

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

Registrar & Share Transfer Agent
Alankit Assignments Ltd.
Unit - NIIT Technologies Ltd.
2E/21
Jhandewalan Extn.,
New Delhi - 110 055
Tel : +91-11-23541234, 42541234
Fax : +91-11-42541967

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

All trademarks acknowledged.

Corporate Profile

COMPANY OVERVIEW

NIIT Technologies is a leading IT solutions organisation, servicing customers in North & South America, Europe, the Middle East, Asia and Australia. The Company offers services in Application Development and Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing to organisations in the Financial Services, Insurance, Travel, Transportation, Manufacturing and Government sectors.

The Company's domain strengths, new approaches to customer experience management, robust outsourcing capabilities, and dual-shore delivery model, have made it a preferred IT partner for global majors in these select verticals. Long-term customer engagements—some spanning 15 years and more—have become the hallmark of NIIT Technologies.

The vision of NIIT Technologies is to be the 'First Choice' of customers in its chosen verticals. The Company has a simple strategy—to 'Focus and Differentiate,' which enable it to compete on the strength of its specialisation.

The Company adheres to major global benchmarks and standards, having secured the ISO 9001:2000 certifications and the ISO: 27001 Information Security Management accreditation. NIIT Technologies also follows global standards of development. It has been assessed at Level 5 of SEI CMMi version 1.2. NIIT Technologies' Business Process Outsourcing arm conforms to the highest quality standards such as COPC and Six Sigma. Its data centre operations are assessed at the international ISO 20000 IT management standards.

FOCUS ON SELECT INDUSTRY SEGMENTS

Banking and Financial Services (BFS): NIIT Technologies' portfolio for the Banking and Financial Services domain remains distinctive on account of the Company's in-depth knowledge of the vertical. NIIT Technologies' entire range of offerings and solutions enable the global Banking and Financial Services Industry meet challenges around business and regulatory environment, achieve operations excellence and attain business growth through customer excellence. The Company specialises in providing solutions in the areas of investment management, retail and wholesale banking, credit and operational risk management, and regulatory compliance.

Insurance: NIIT Technologies has built expertise in the areas of life insurance, pensions, annuity, non-life insurance, policy administration, claims management and reinsurance, forging deep and enduring relationships with marquee insurance companies. Through its wholly owned subsidiary- NIIT Insurance Technologies Ltd., it further strengthened its presence in the commercial insurance space by providing customers unique value through its IP-based solutions.

Travel, Transportation and Logistics (TTL): NIIT Technologies focuses on working constantly and consistently to deliver outstanding IT solutions and services to Travel, Transportation & Logistics organisations. The Company has garnered extensive experience working with some of the world's largest carriers, airports, travel distribution and surface transportation companies. These invaluable experiences, combined with domain knowledge, has helped the Company become the "First Choice" for its clients and address their business challenges, improve customer responsiveness, minimize operational costs and maximize efficiency through the effective use of Information Technology. NIIT Technologies is constantly innovating and launching new solutions based on customer requirements and market trends. In the Mobile Space, the Company has launched a Mobile booking platform for Airline and Travel Companies. It has developed a Mobile Crew Management System for Airlines. Revenue Analytics has also been commenced for Airlines which helps analyze revenue from different dimensions like markets, point of sale, agency, etc.

Manufacturing: NIIT Technologies understands the manufacturing and distribution business and has helped clients across the world make sound decisions regarding the deployment of automated, transparent and integrated information management systems across their value chain. The Company's unique web-based e-Procurement platform, supplier portal, enterprise mobility solutions, dealer management systems are the innovative offerings which are available to customers across the globe. Procurement platform is a simple and user-friendly application, that supports the complete sourcing value chain involving requisitioning, demand aggregation, bid publishing, response evaluation, e-catalogue, contract management, spend analysis and purchasing. Today, NIIT Technologies is working closely with these customers to enable them to increase IT efficiency, embrace best-in-class IT infrastructure and adapt best-of-breed IT processes.

Government: The Company is sharply focused on the Government sector, having executed turnkey projects for various Government departments as well as India's paramilitary forces. These initiatives have involved application development, complete Infrastructure set up, including Data Centres, rollout and training across multiple locations and historical data capture. NIIT Tech is additionally offering specialised solutions in the area of Geographic Information Systems (GIS) to the Government.

SERVICE OFFERINGS

Application Development and Management: NIIT Technologies provides Application Development Services and Solutions to meet the diverse requirements of globally dispersed customers in the areas of custom software development, business intelligence, migration and modernisation. The Company helps customers manage their mission- and time-critical applications by providing cost-effective application management services over a wide range of technologies. NIIT Technologies specialises in functional and regression testing, system testing (load testing, volume testing and compatibility testing) and full lifecycle testing of complex software applications.

Package Implementation: These solutions revolve around SAP or any ERP implementation. NIIT Technologies' subsidiary, NIIT GIS Limited also provides end-to-end GIS-based solutions to customers.

Managed Services: NIIT Technologies' Managed Services offerings help companies simplify their operational and investment challenges, by delivering IT infrastructure and applications, as completely administered services. These services help clients focus on their core business areas, by aligning IT with their business goals. The Company's large pool of cross-skilled infrastructure technology consultants help enterprises increase productivity, while reducing the complexity of their IT operations.

Platform-based Services: NIIT Technologies has acquired IP assets through numerous acquisitions. The Company has also made investments in reworking its frameworks and products into Platform-based Services. These include its own robust platforms for the Travel and Insurance industries, including its Insurance Platform 'Subscribe', which has a sizable share in the Lloyd's insurance market. Likewise, NIIT Airline Technologies owns a revenue accounting platform 'Monalisa' which has been deployed by over 30 airlines. Recently, the Company acquired Preferr, an electronic health records and referral management platform to make a bid for the lucrative healthcare segment in the US.

Business Process Outsourcing: NIIT Technologies Business Process Outsourcing (BPO) services are a natural extension of the Company's IT service offerings, and encompass innovative, reliable and cost-effective solutions that enable business transformation in customer organisations, NIIT BPO offers outsourcing solutions that combine domain expertise, process excellence and cutting-edge technology to deliver world-class process outsourcing. This enables clients to effectively and efficiently manage back office, middle office and front office operations. Like its IT services arm, NIIT Tech's BPO business has also embraced the 'Focus and Differentiate' strategy, addressing select industry verticals such as Travel Transportation and Logistics, Banking and Financial services, Insurance, and Media. Within these verticals it is targeting specific horizontals including F&A,

Customer Support, HRO, Data and Marketing Analytics. NIIT BPO also has in place a strong 'Go-to-Market' strategy centered around understanding the pain points of customers, and using its IT solutions to resolve them. NIIT BPO uses a collaborative partnership approach to strengthen its relationships with customers. Growing client engagements have promoted the business to add new service lines such as Fraud Management (Retail banks), Ad Creation (Media), Travel Disruption services (TTL), and Contract Loading (TTL/Hospitality); expand its geographic footprint through acquisitions such as that of Morris Communications; and build Shared Services, leveraging its Morris JV (F&A, HRO).

Geographic Information Systems (GIS): NIIT GIS has been providing end-to-end GIS solutions to customers worldwide. NIIT GIS' offerings range from software products, training, technical support, data conversion and application development. They also include complete geo-spatial image processing and consulting solutions. NIIT GIS, which commenced operations in 1996, is a strategic alliance between ESRI Inc., USA and NIIT Technologies Ltd.

Cloud Computing: Cloud computing is reshaping the IT marketplace, creating new opportunities for suppliers and transforming traditional IT offerings. It is an emerging megatrend defined as standardised IT capability delivered via the Internet in a pay-per-use and self-service manner. Cloud computing has primarily evolved with the growing acceptance of Software-as-a-Service. The industry is now looking to replicate this success with not just platforms/applications (PaaS) but also infrastructure/hardware (IaaS or HaaS). NIIT Technologies and its partner in the Cloud space, Hitachi (Asia) Thailand, have unveiled the next phase of their strategy for this segment. They have announced the availability of Caliver, 'a portmanteau of the words Cloud, Alive, and Responsive'. The services will enable customers to reduce capital expenditure and access dynamically scalable, virtualised resources.

Awards and Achievements

NIIT Technologies was conferred with the following prestigious Awards and recognitions during the year under review:

1. NIIT Technologies featured in the Leaders category in the '2012 Global Outsourcing 100 service providers' list
2. It was ranked among the Top 20 Best IT Employers, in DQ-CMR's Best Employers Survey 2011
3. NIIT Technologies was conferred with the 'Excellence in Training' Awards at ASIA's Best Employer Brand Awards 2011
4. NIIT Technologies was ranked among the Top 25 Fastest-Growing Process Management Providers, 2009-2010 in Gartner's 'Market Share Analysis: Process Management 2011' report
5. Three projects from NIIT Technologies were selected by PCQuest to rank among the 'Best IT Implementations of 2011'

6. The Company's Chief People Officer, Rosita Rabindra was awarded the 'HR Leadership' Award at ASIA's Best Employer Brand Awards 2011
7. The Company was listed in the ET 500 published in December 2011
8. Pratibha K. Advani, Chief Financial Officer of NIIT Technologies received the 'Leading Woman Chief Financial Officer 2011,' award instituted by iiGroup, a global organisation that keeps executives up-to-date with industry trends
9. Pratibha K. Advani, Chief Financial Officer was included in the CFO100 2012 'Roll of Honour' list in the category 'Winning Edge in Corporate Governance/ Financial Control'
10. The Prestigious Stevie American Business Award, for Honoree Business Leader, was conferred on Lalit Dhingra, President, NIIT Technologies, USA
11. Rajesh C Mathur, Vice Chairman, NIIT GIS Ltd., was awarded the Lifetime Achievement Award at the India Geospatial Forum
12. The Company was recognized as a notable exception among the mid-tier vendors that grow their business instead of just making the existing business more efficient in leading industry research firm Forrester's 'Changing Services Landscapes requires New Sourcing Practices 2012' report

The year gone by

2011-12 at a glance

2011-12 at a glance

Your Company's robust financial performance in 2011-12, based on Quarter-on-Quarter fast track growth, has set it on the path of higher momentum for coming quarters. The Company is targeting to deepen its engagements with existing clients, draw repeat business, foray new and emerging geographies, and emerge as the 'First Choice,' the preferred partner for its marquee global customers. Here's a look at the key highlights of the year:

A year of achievements

NIIT Tech ranks among top 20 Best IT employers in DQ-CMR survey

DO CMR Best IT Employers 2011	
Ranking	Service Provider
1	HCI Infosystems
2	Roita India
3	iGate Patni
4	SAP Labs India
5	Tavant Technologies
6	Mahindra Satyam
7	Tulip Telecom
8	Capgemini India
9	Virtusa India
10	Nagarro Technologies
11	Synechron Technologies
12	L&T Infotech
13	NIIT Technologies
14	ADP
15	SAS Institute India
16	Pitney Bowes Software India
17	Sify Technologies
18	Citrix R&D India
19	Dinebison Data (Datacraft) India
20	Sybase Software India

Source: DQ CMR BES 2011

NIIT Technologies was ranked Number 13 on DQ-CMR's Best Employers Survey 2011, an industry-wide research on employee satisfaction. The Company was ranked Number 4 on the parameter of Best HR Practices, which comprehensively analysed the HR policies of IT-BPO organisations across the country. The survey has attributed NIIT Technologies' ranking to a multitude of factors, one of the prominent among these are your Company's several new initiatives on the Training

and Development front. In the past year, the Company's has been focusing on launching initiatives in the areas of career development, platforms for collaboration and employee well-being.

Conferred with the 'Excellence in Training' Award at ASIA's Best Employer Brand Awards 2011

The Company received the 'Excellence in Training' Award at ASIA's Best Employer Brand Awards 2011. The prestigious awards, that honour organisational

transformation and development, had companies participating from over 19 countries across Asia. This is the second year in a row that NIIT Technologies has been recognised for its focus on people development. The Excellence in Training award acknowledged the HR best practices followed at NIIT Technologies and the Company's undivided focus on employee development.



Three projects from NIIT Technologies feature in PC Quest's 'Best IT Implementation of the year 2011' listing



PC Quest's Best IT Implementation Awards recognise the gut-crunching efforts put up by IT heads and their teams across organisations in the country. In the year 2011, three projects namely, Yatra - Travel Buddy, Data Leak Prevention Project and KSNDMC (Karnataka State Natural Disaster Monitoring Cell- Web GIS) from NIIT Technologies were selected under the 'Best IT Implementation of the year' category. Your Company's nominations underwent a rigorous audit before making it to the final list of winners.

Achieves the LEED Platinum rating for the Greater Noida Campus

NIIT Technologies is ensuring that it remains on the Green path, as it steps up its growth and expansion initiatives.



Piyyush Srivastava Executive Vice President, Commercial, NIIT Technologies, receives the recognition from Dr. P. C. Jain, Chairman, IGBC

The Company has been conferred with the Platinum Green Building rating for the Software Development Block (SDB) on its new campus. This is the highest level of green building certification awarded by the Indian Green Building Council's LEED rating system. Built on a total floor area of approximately 300,000 square feet, spread over 10 acres of land, the project is part of a larger 25 acre campus designed to integrate people, spaces, and complex workflow.

The building was conceived and built with a holistic approach to sustainability in five key areas: sustainable site development, water saving, energy efficiency, materials selection and indoor environmental quality.

Forrester recognises NIIT Technologies as a mid-tier vendor that grows its business instead of making the existing business more efficient

A report by independent analysts at Forrester recognised the ability of NIIT Technologies to seamlessly invest in long-term strategic business relationships with its customers and provide more than labour arbitrage. The report also states that even though mid-tier vendors have little to offer other than low-cost labour, and near-term cost savings; NIIT Technologies' is a noted exception. The report additionally explores major trends in the application and infrastructure services marketplace, helping companies make more informed decisions about their service supplier ecosystems marked by technological advances, the integration of business and technology, focus on core competencies, and the maturation of the IT vendor management role.

A year of large transformational deals

Eurostar picks NIIT Tech for multi-year managed services contract



Your Company signed a multi-million GBP contract with Eurostar, the high-speed passenger service between the UK and mainland Europe, to provide infrastructure management services for its core business applications. NIIT Technologies was chosen to support the drive to improve efficiency as part of Eurostar's on-going focus on service quality. The Company was selected as the partner of choice due to its proven track record of agile, business-driven IT infrastructure projects in Europe, coupled with a comprehensive range of complementary services and innovative technical practices.

NIIT Tech enters into a strategic partnership with Morris Communications



NIIT Technologies entered into a strategic partnership with Morris Communications, a leading, privately held media company with headquarters

in Augusta, Georgia. Under this partnership, your Company will provide integrated IT and BPO services to Morris Communication for an aggregate amount of USD 85 million over a period of five years. NIIT Technologies will have the controlling interest in the joint venture. With this facility, NIIT will be better able to address the growing technology outsourcing business in North America with a near shore facility.

Acquires IT firm specialising in Travel and Financial Services



Your Company acquired Projecta Sistemas de Informacion S.A.

(Projecta), software services company headquartered in Madrid. The acquisition will enable NIIT Technologies to enhance its European footprint. It will harness Projecta's experience to service industry leaders in the Travel and Financial Services segments. This deal will enhance NIIT Technologies' front-end capabilities for larger European engagements and provide a gateway to the traditional Spanish speaking countries in Latin America.

A year of forging new partnerships and acquiring new businesses

NIIT Tech eyes major share of the CCTNS programme

NIIT Technologies enabled the Indian Police to get on the path of IT modernisation, by playing a significant role in the implementation of its ambitious Crime and Criminal Tracking Network System (CCTNS). CCTNS is a comprehensive and integrated nationwide system designed to help the police investigate crime and detect criminals, thereby enhancing security and improving services to citizens. The Union government has announced results for 12 states so far, and NIIT Technologies has been selected as the systems integrator in three of the states. These include Tamil Nadu, Jharkhand and Uttar Pradesh. The cumulative value of these engagements exceeds 300 crore. The Company is in active pursuit of engagements in other states as well.

Successfully commissions Border Security Force's Intranet Prahari project

The Company successfully commissioned the Border Security Force's prestigious project, Intranet Prahari. It may be recalled here that this was a 229 crore engagement sanctioned by the Ministry of Home Affairs. The Intranet Prahari project was inaugurated by P. Chidambaram, Honorable Union Home Minister. The Project is an Enterprise Resource Planning (ERP) solution where all major processes such as Finance, Inventory Management, Operations



Mr. P Chidambaram, Honorable Union Home Minister, Govt of India, Mr. U K Bansal, IPS, DG-BSF at the inauguration ceremony

and Personnel Information have been automated and integrated to act as a robust and quick decision support system. It provides a consolidated view of data for the senior members of the organisation and for analyses. More than 1.95 lakh Border Security Force personnel will benefit from this project, which is expected to be used by more than 10,000 personnel/officers.

Implements state-of-the-art Content Management System for the Singapore Government

Your Company successfully implemented an automated Content Management and Delivery system for the Singapore Parliament. The system enables the recording and archiving of parliamentary proceedings. The Singapore Parliament is the first in Asia to deploy such a solution. The recording system brings sophisticated publishing capabilities to the Singapore Parliament. It provides useful features at a touch of a button including fast batch pagination with manual control and produces high quality content under tight timelines.

Pens strategic partnership with CSC

Your Company entered into a strategic partnership with Cargo Service Center India Pvt. Ltd (CSC), the leading Air cargo handling service provider in the country. The partnership will create a world-class cargo handling facility for the Integrated Cargo Complex at the Delhi International Airport, which is funded by IDBI. This integrated cargo complex will be the first-of-its-kind in India, with a capacity to handle more than one Million MT of cargo. CSC has selected NIIT Technologies as its IT partner for air cargo handling across all operations, including its subsidiary, the Delhi Cargo Service Center Pvt. Ltd. NIIT Technologies will manage and host the data centre for CSC at its Gurgaon facility, with a back up disaster recovery facility at Bangalore, to provide 24x7 uninterrupted availability of information.

**A year of strengthening customer relationships
NIIT Tech-SEI relationship crosses 16 years**

NIIT Technologies and SEI recently celebrated 16 years of togetherness, with an SEI appreciation event hosted by the Indian Company at the SEI office in Oaks, Pennsylvania, USA. Present on the occasion were several SEI managers and senior NIITians.



Lalit Dhingra, President, NIIT Technologies USA Inc. with SEI Managers

Both NIIT and SEI used the special platform to thank each other for being valued business partners. The event allowed the SEI and NIIT teams to interact with each other in an informal atmosphere.

NIIT Tech-Thrivent celebrates 10 years of partnership



Arvind Thakur, Chief Executive Officer, NIIT Technologies Lalit Dhingra, President, NIIT Technologies USA Inc. with insurance team

Your Company and its key customer, Thrivent, celebrated 10 long years of their partnership by getting together for a special evening. The event was attended by the leadership teams of both Companies that talked about the NIIT Tech-Thrivent partnership and the milestones it had crossed over a decade. Both companies have been working together with commitment, building and strengthening team play, and adding value to each others' businesses. They have jointly achieved several goals, growing and expanding the relationship with each landmark, and evolving it into a strong and enduring success story.

NIIT Tech flies high with Cathay Pacific, celebrate 3 years milestone, set to achieve greater heights

NIIT Technologies and Cathay Pacific completed three years of engagement by hosting a big celebration during April, 2011.