NIIT TECHNOLOGIES LTD.

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016 AND REPORT OF CERTIFIED PUBLIC ACCOUNTANT

CORPORATE SERVICES LTD.

บริษัท คอร์ปอเรต เซอร์วิส จำกัด CORPORATE SERVICES LTD.

Auditing, Accounting and Tax Consulting Services

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AUDITOR'S REPORT

To the Shareholders of NIIT Technologies Ltd.

I have audited the accompanying financial statements of NIIT Technologies Ltd. which comprise the statement of financial position as at 31 March 2016 and the statements of income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities and for such internal control as mangement determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of NIIT Technologies Ltd. as at 31 March 2016 and its results of operations and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards for Non-publicly Accountable Entities.

WIPAT BURAPAKUSOLSRI

Wiget / maphle

C.P.A. (THAILAND)

Registration No. 2490

Bangkok

14 April 2016

NIIT TECHNOLOGIES LTD. STATEMENT OF FINANCIAL POSITION AS OF 31 MARCH 2016

ASSETS		In Baht	
	Notes	2016	2015
CURRENT ASSETS			
Cash and cash equivalents		12,501,553	58,659,401
Trade accounts receivable - other companies, net	3	148,643,808	58,218,712
- Related companies	13 (b)	-	-
Withholding income tax		16,232,948	32,105,238
Prepaid expenses		36,908,551	7,023,831
Other current assets	4	20,658,757	26,105,821
Total Current Assets		234,945,617	182,113,003
NON - CURRENT ASSETS			
Intangible assets, net	5	10,036,893	25,762
Equipment, net	6	76,801,400	14,775,258
Loan to related company	13 (b)	-	31,251,785
Deposits	_	3,231,368	2,203,615
Total Non - Current Assets		90,069,661	48,256,420
TOTAL ASSETS	_	325,015,278	230,369,423



NIIT TECHNOLOGIES LTD. STATEMENT OF FINANCIAL POSITION AS OF 31 MARCH 2016

LIABILITIES AND SHAREHOLDERS' EQUITY		In Baht	
	Notes	2016	2015
CURRENT LIABILITIES			
Trade accounts payable - other companies		44,349,430	1,656,094
- related companies	13 (b)	48,471,172	55,339,920
Current portion of finance lease liabilities	7	414,467	442,044
Other current liabilities	8	61,336,378	58,783,201
Total Current Liabilities		154,571,447	116,221,259
NON - CURRENT LIABILITIES			
Finance lease liabilities	7	467,334	488,591
Total Non-Current Liabilities		467,334	488,591
Total Liabilities		155,038,781	116,709,850
SHAREHOLDERS' EQUITY			
Share capital	9	15,000,000	15,000,000
Retained earnings	6		
Appropriated - legal reserve	10	1,500,000	1,500,000
Unappropriated		153,476,497	97,159,573
Total Shareholders' Equity		169,976,497	113,659,573
TOTAL LIABILITIES AND SHAREHOLDERS' EQU	ITY	325,015,278	230,369,423



NIIT TECHNOLOGIES LTD. STATEMENT OF INCOME FOR THE YEAR ENDED 31 MARCH 2016

		In Baht	
	Notes	2016	2015
Service income		453,433,798	350,058,827
Cost of services		(309,166,985)	(273,290,754)
Gross profit		144,266,813	76,768,073
Marketing Expenses		(16,127,343)	(12,706,803)
Administrative expenses		(55,953,776)	(49,623,381)
Operating profit (loss)		72,185,694	14,437,889
Interest income		1,415,868	971,318
Gain (loss) on exchange rate		(1,195,429)	(1,761,742)
Other income		-	8,890
Profit (loss) before interest expenses		72,406,133	13,656,355
Interest expenses		(60,736)	(61,332)
Profit (loss) before tax		72,345,397	13,595,023
Income tax	15	(16,028,473)	(3,105,929)
Net profit (loss) for the year		56,316,924	10,489,094
Basic earnings (loss) per share	12	435	81



NIIT TECHNOLOGIES LTD. STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED 31 MARCH 2016

erve	Unappropriated retained earnings	Total
9)		
200	07 150 570	110 050 570

In Baht

	Share capital	Legal reserve	Unappropriated retained earnings	Total
	(Note 8)	(Note 9)		
Balance as at 1 April 2015	15,000,000	1,500,000	97,159,573	113,659,573
Net profit (loss) for the year	_	_	56,316,924	56,316,924
Balance as at 31 March 2016	15,000,000	1,500,000	153,476,497	169,976,497
Balance as at 1 April 2014	15,000,000	1,500,000	86,670,480	103,170,480
Net profit (loss)for the year	-	_	10,489,093	10,489,093
Balance as at 31 March 2015	15,000,000	1,500,000	97,159,573	113,659,573



NIIT TECHNOLOGIES LTD. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2016

	In Baht	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	56,316,924	10,489,093
Adjustments to reconcile net income (loss) to income(loss) from operating	5	
activities before changes in operating assets and liabilities		
Depreciation and amortization	20,444,928	21,259,774
Loss on disposal of fixed assets		1,093
Income from operating activities before changes in operating		
assets and liabilities	76,761,852	31,749,960
Decrease (increase) in operating assets		
Accounts receivable - trade	(90,425,096)	3,656,438
Receivable from related companies	-	63,933
Withholding income tax	15,872,290	(5,012,927)
Prepaid expenses	(29,884,720)	(4,033,571)
Other current assets	5,447,064	(32,890,657)
Increase (decrease) in operating liabilities		
Payable to related companies	(6,868,748)	27,209,348
Account payables - trade	42,693,336	603,190
Finance lease liabilities	(27,577)	(404,159)
Other current liabilities	2,553,177	26,879,501
Net cash provided by (used in) operating activities	16,121,578	47,821,056



The accompanying notes are an integral part of these financial statements.

NIIT TECHNOLOGIES LTD.

STATEMENT OF CASH FLOWS (Continued)

FOR THE YEAR ENDED 31 MARCH 2016

	In Baht	
	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease (increase) in deposits	(1,027,753)	1,889,462
Purchase of fixed assets	(92,482,201)	(16,319,737)
Sales of fixed assets	-	8,690
Loan to related company	31,251,785	(19,903,035)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(62,258,169)	(34,324,620)
CASH FLOWS FROM FINANCING ACTIVITIES		
Finance lease liabilities	(21,257)	55,104
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(21,257)	55,104
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(46,157,848)	13,551,540
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	58,659,401	45,107,861
CASH AND CASH EQUIVALENTS AT END OF YEAR	12,501,553	58,659,401



NIIT TECHNOLOGIES LTD.

Notes to Financial Statements

For the year ended 31 March 2016

1. GENERAL INFORMATION

NIIT Technologies Ltd. ("The Company") is a limited company and is incorporated and resident in Thailand. The address of the Company's registered office is as follows:

209/1 K Tower, Tower B 19th Floor, Sukhumvit 21 (Asoke) Klongtoey Nua Sub-district, Wattana District, Bangkok.

The principal business activities of the Company are providing outsourcing information technology system, rendering consultancy services of software development and other services related to the software business. As at 31 March 2016 the Company employed 155 persons (2015: 140 persons).

These financial statements were authorised for issue by the management on 14 April 2016.

2. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below:

2.1 Basis of Preparation

The Company is considered as a Non-publicly Accountable Entity.

On 6 May 2011, the Federation of Accounting Professions (FAP) published the 'Thai Financial Reporting Standard for Non-publicly Accountable Entities' (TFRS for NPAEs). TFRS for NPAEs is effective for financial statements which periods beginning on or after 1 January 2011.

Changes in accounting policy from the application of TFRS for NPAEs.

Component approach

Under previous accounting policy, the company did not separately depreciate each significant part of an item of property, plant and equipment. The Company separately depreciates each significant part of items that are acquired on or after 01 January 2011 onwards. For the items acquired before the beginning of the first period under the TFRS for NPAEs, the Company continues depreciating them as a single unit. However, the Company reviewed residual values, useful lives and depreciation method of those assets.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

An English version of the financial statements have been prepared from the statutory financial statement that are issued in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

2.2 Foreign currency translation

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities outstanding at the statements of financial position date denominated in foreign currency are translated to Thai Baht at the exchange rate prevailing at that statements of financial position date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of income.

2.3 Trade accounts receivable

Trade accounts receivable are carried at original invoice amount and subsequently measured at the remaining amount less allowance for doubtful receivables based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are recognised in the income statement within services and administrative expenses.

2.4 Equipment

Equipment is stated at cost less accumulated depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each assets to its residual value over the estimated useful life as follows:

Computer equipment

3-5 years

Furniture and fixtures

5 years

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Repairs and maintenance are charged to the income statement during the financial period in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the company. Major renovations are depreciated over the remaining useful life of the related asset.

Gain and losses on disposals are determined by comparing proceeds with carrying amount and are included in operating profit.

2.5 Leases - where the company is the lessee

Finance lease

Leases of assets to the Company, as a lessee, which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of income over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset or the lease term.

Operating lease

Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentive received from lessor) are charged to the statement of income on a straight-line basis over the period of the lease.

When an operating lease is terminated before lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which the termination takes place.

2.6 Provisions

Provisions, excluding the provisions for employee benefits, 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 a reliable estimate of the amount can be made. Where the company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when reimbursement is virtually certain.

The Company recognises the estimated liability in respect of outstanding annual leave of staff at the Statement of financial position date. The provision for outstanding annual leave is calculated based on the outstanding annual leave days and salary rate of staff and presented in the Statement of financial position under other current liabilities.

2.7 Income tax

The Company does not recognise income tax payable or receivable in future periods with respect to temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The principal temporary differences arise from tax losses carry forward, allowance for doubtful debt and depreciation rate for equipment.

2.8 Revenue recognition

Revenue comprises the invoiced value for the services net of output tax, rebates and discounts. Each type of revenue is recognised as follows:

- In respect of software project and service are recognised based on the stage of completion determined by reference to services performed to date as a percentage of total services to be performed. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.
- In respect of agreements requiring provision of professionals, income is recognised over the period the service is provided as per the terms of the agreements.

3. TRADE ACCOUNTS RECEIVABLE - OTHER COMPANIES, NET

	In Baht	
	2016	2015
Trade accounts receivable	149,193,808	58,218,712
Less Allowance for doubtful debts	(550,000)	-
Total	148,643,808	58,218,712

4. OTHER CURRENT ASSETS

		In Baht	
	2016	2015	
Account receivable			
- Other	43	8,511 1,105,353	
- Affiliates		- 238,221	
Advance payment	(48	3,418) 2,918,650	
Input vat	36	8,508 -	
Accrued income	19,900	0,156 21,843,597	
Total	20,658	3,757 26,105,821	

5. INTANGIBLE ASSETS, NET

Þ	In Ba	In Baht		
	2016	2015		
Application software - at cost	16,139,548	16,139,548		
Add Purchased	10,708,281	-		
Less Accumulated amortisation	(16,810,936)	(16,113,786)		
Net book value	10,036,893	25,762		
Amortisation charge for the year	697,150	54,812		

6. EQUIPMENT, NET

		In Baht	
	Computer	Furniture and	T-4-1
	equipment	fixtures	Total
At 31 March 2015			
Cost	110,312,425	2,409,088	112,721,513
Less Accumulated depreciation	(95,727,506)	(2,218,749)	(97,946,255)
Net book amount	14,584,919	190,339	14,775,258
For the year ended 31 March 2016			
Opening net book amount	14,584,919	190,339	14,775,258
Additions	81,610,454	163,466	81,773,920
Sales of scrap	-	-	-
Depreciation charge	(19,693,608)	(54,170)	(19,747,778)
Closing net book amount	76,501,765	299,635	76,801,400
At 31 March 2016			
Cost	191,922,879	2,572,554	194,495,433
Less Accumulated depreciation	(115,421,114)	(2,272,919)	(117,694,033)
Net book amount	76,501,765	299,635	76,801,400

Leased assets included above, where the Company is a lessee under a finance lease, comprise computer equipment.

b ,	2016	2015
Capitalised financial leases - at cost	6,621,576	17,244,772
Less Accumulated depreciation	(5,784,598)	(16,826,488)
Net book amount	836,978	418,284

7. FINANCE LEASE LIABILITIES

Finance lease liabilities are in respect of the purchase of computer equipment Finance lease liabilities - minimum lease payments:

	In Baht	
	2016	2015
Not later than 1 year	414,467	442,044
Later than 1 year but not later than 5 years	467,334	488,591
Later than I year but not later than 5 years	881,801	930,635
Less Future finance charges on finance leases		_
Present value of finance lease liabilities	881,801	930,635
Denuesconting loose liebilities		
Representing lease liabilities:		
- current	414,467	442,044
- non-current	467,334	488,591
Total	881,801	930,635

8. OTHER CURRENT LIABILITIES

	In Ba	In Bant		
	2016	2015		
Accrued expenses	29,226,454	34,107,080		
VAT payable	-	3,066,987		
Accrued employee benefit	13,795,867	6,518,664		
Provision for leave encashment	3,522,679	3,473,388		
Income tax payable	7,630,176	8,105,929		
Other	7,161,202	3,511,153		
Total	61,336,378	58,783,201		

Provision for leave encashment represents outsanding annual leave of staffs as at 31 March 2016 which can carry forward to the following year.

9. SHARE CAPITAL

	In Ba	In Baht	
	2016	2015	
Authorised and fully paid - up			
129,600 ordinary shares of Baht 100 each	12,960,000	12,960,000	
20,400 non-cumulative preference shares			
of Baht 100 each	2,040,000	2,040,000	
Total	15,000,000	15,000,000	

Shareholders of preference shares are entitled to receive dividends (non-cumulative) amounting to 3% of the paid-up amount.

10. LEGAL RESERVE

Under the provision of the Civil and Commercial Code, the Company is required to set aside as legal reserve at least 5% of its net income at each dividend declaration until the reserve reaches 10% of authorized share capital. The reserve is not available for dividend distribution.

11. OPERATING PROFIT (LOSS)

The following expenditure items, classified by nature, have been charged in arriving at operating profit (loss).

	In Baht	
	2016	2015
Staff costs	158,826,606	172,903,701
Depreciation (Note 6)	19,747,778	21,259,574
Repair and maintenance	32,060,959	26,758,280
Amortisation (Note 5)	697,150	54,812
Operating lease rental	5,889,118	5,207,819

12. BASIC EARNINGS (LOSS) PER SHARE

Basic earnings per share is calculated by dividing the net profit (loss) attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	In Baht	
	2016	2015
Net profit (loss) attributable to shareholders (Baht)	56,316,924	10,489,094
Weighted average number of ordinary		
Share in issue during the year (shares)	129,600	129,600
Basic earnings (loss) per share (Baht)	434.54	80.93

13. RELATED PARTY TRANSACTIONS

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

The relationship between the Company and related companies are as follows:

Related companies	Relationship
NIIT Technologies Limited India	Ultimate parent company
NIIT Technologies Pte. Ltd., Singapore	Parent company
NIIT Technologies Pty. Ltd., Australia	Fellow subsidiary company
NIIT Technologies FZ LLC, Dubai	Fellow subsidiary company
NIIT Benelux B.V., Netherlands	Fellow subsidiary company
NIIT Technologies Limited - UK	Fellow subsidiary company
NIIT Technologies Inc., USA	Fellow subsidiary company
NIIT Technologies Philippines. Inc	Fellow subsidiary company

a) Significant related party transactions can be summarised as follows:

b)

•	In Baht	
Se , the second	2016	2015
NIIT Technologies Limited - India		
Software development	29,096,135	35,460,803
Management fee expense	1,740,489	1,436,548
Other expense	1,567,114	1,072,775
NIIT Technologies Pte. Ltd Singapore		
Management fee expense	-	1,010,244
Sundry expenses	249,944	3,146,072
NIIT Technologies Ltd - India		
Software Development	80,877,802	32,249,081
Other Expenses	524,191	133,943
Total	114,055,675	74,509,466
Outstanding balances arising from service expense and	other expenses	
outstand strained trising from service expense and	In Bal	ht
	2016	2015
Trade accounts receivable - related companies		2010
NIIT Technologies Pte. Ltd Singapore	_	_
Total		
Loans to related companies		
NIIT Technologies FZ LLC, Dubai	_	11,393,865
NIIT Technologies PTY Limited, Australia	-	19,857,920
Total		31,251,785
Trade accounts payable - related companies		
NIIT Technologies Limited - India	16,313,493	24,497,127
NIIT Technologies Pte. Ltd Singapore	-	3,344,863
NIIT Technologies Ltd India	32,207,100	27,465,575
NIIT Technologies Limited - UK	619,730	
NIIT Technologies Inc., USA	178,107	-
NIIT Technologies Philippines. Inc	12,122	32,355
Amount revalued - year end exchange rate	(859,380)	_
Total	48,471,172	55,339,920

14. OPERATING LEASE COMMITMENTS

As at 31 March 2016, the Company has future lease payments under non-cancelable office rental leases and the management's house lease and equipment rental as follows:

	In Baht	
	2016	2015
OFFICE RENTAL		
Payment due:		
Within 1 year	2,835,875	5,256,334
Within 2 years to 5 years	2,095,254	14,134,080
Total	4,931,129	19,390,414
15. INCOME TAX		
	In Baht	
	2016	2015
Income tax expenses		
2015	-	3,105,929
2016	16,028,473	-
Total	16,028,473	3,105,929

16. CLASSIFICATION OF ACCOUNTS

Certain accounts in the financial statements for the year 2015 were classified to conform with 2016 financial statements presentation.