

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65993DL1992PLC048753

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN0332P

(ii) (a) Name of the company

NIIT TECHNOLOGIES LIMITED

(b) Registered office address

8, Balaji Estate, First Floor, Guru Ravi Das Marg
Kalkaji
New Delhi
Delhi
110019

(c) *e-mail ID of the company

Barkha.Sharma@NIIT-Tech.con

(d) *Telephone number with STD code

01204285000

(e) Website

www.niit-tech.com

(iii) Date of Incorporation

13/05/1992

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 21/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	65

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 21

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NIIT SMARTSERVE LIMITED	U72900DL2002PLC114946	Subsidiary	100
2	ESRI INDIA TECHNOLOGIES LIM	U74140DL1996PLC080487	Subsidiary	88.99

3	NIIT TECHNOLOGIES SERVICES	U72900DL2006PLC156099	Subsidiary	100
4	NIIT INCESSANT PRIVATE LIMIT	U72200TG2007PTC056127	Subsidiary	90
5	NIIT Technologies Inc. USA		Subsidiary	100
6	NIIT Technologies Pte. Ltd Sing		Subsidiary	100
7	NIIT Technologies Ltd Pty Limi		Subsidiary	100
8	NIIT Technologies Ltd. Thailand		Subsidiary	100
9	NIIT Technologies Ltd UK		Subsidiary	100
10	NIIT Technologies BV Netherla		Subsidiary	100
11	NIIT Insurance Technologies Lt		Subsidiary	100
12	NIIT Technologies S.A.		Subsidiary	100
13	NIIT Technologies GmbH Germ		Subsidiary	100
14	NIIT Technologies FZ-LLC Dub.		Subsidiary	100
15	NIIT Airline Technologies Gmb		Subsidiary	100
16	NIIT Technologies Philippines		Subsidiary	100
17	Incessant Technologies Ltd. UH		Subsidiary	100
18	Incessant Technologies Pty Ltc		Subsidiary	100
19	Incessant Technologies Inc US.		Subsidiary	100
20	Incessant Technologies Ltd. Ire		Subsidiary	100
21	RuleTek INC, USA		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	77,000,000	61,783,874	61,783,874	61,783,874
Total amount of equity shares (in Rupees)	770,000,000	617,838,740	617,838,740	617,838,740

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	77,000,000	61,783,874	61,783,874	61,783,874
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	770,000,000	617,838,740	617,838,740	617,838,740

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	61,456,124	614,561,240	614,561,240	
Increase during the year	327,750	3,277,500	3,277,500	8,486,275
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	327,750	3,277,500	3,277,500	8,486,275
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	61,783,874	617,838,740	617,838,740	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		28/09/2018	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			67,599,402
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			67,599,402

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

19,991,604,801

(ii) Net worth of the Company

16,883,860,728

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,816	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,845,302	30.5	0	
10.	Others	0	0	0	
	Total	18,848,118	30.5	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,598,104	7.44	0	
	(ii) Non-resident Indian (NRI)	677,818	1.1	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	90,119	0.15	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	696,211	1.13	0	
4.	Banks	12,654	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	25,092,271	40.61	0	
7.	Mutual funds	8,617,270	13.95	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,448,344	3.96	0	
10.	Others Alternate Investment Fund,	702,965	1.14	0	
	Total	42,935,756	69.5	0	0

Total number of shareholders (other than promoters)

37,738

**Total number of shareholders (Promoters+Public/
Other than promoters)**

37,747

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

298

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABU DHABI INVESTME				56	0
ADVANTAGE ADVISER				84	0
CAPITAL GUARDIAN E				37	0
CAPITAL INTERNATION				18	0
EMERRGING MARKETS				74	0
GUINNESS FLIGHT GLC				28	0
MORGAN STANLEY AS				75	0
PFA KAPITALFORENIN				71,409	0.12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE BOEING COMPAN				140,510	0.28
THE EMERGING MARK				84	0
ABU DHABI INVESTME				39,601	0.06
AL MEHWAR COMMEF				637,797	1.03
ALASKA PERMANENT				25,522	0.04
BRUNEI INVESTMENT /				35,020	0.06
GOVERNMENT OF THE				41,700	0.07
GOVERNMENT PENSIC				56,384	0.09
GUARDIANS OF NEW ;				25,900	0.04
INTERNATIONAL BANK				3,349	0
INTERNATIONAL MON				2,364	0
INTERNATIONAL MON				3,339	0
MINISTRY OF ECONOM				9,748	0.01
MINISTRY OF ECONOM				9,791	0.01
PEOPLE'S BANK OF CH				11,382	0.02
QIC INTERNATIONAL E				2,299	0
VFM EMERGING MARK				36,900	0.06

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	34,917	37,738
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	0	0
B. Non-Promoter	1	4	1	4	1	0.09
(i) Non-Independent	1	0	1	0	1	0
(ii) Independent	0	4	0	4	0	0.09
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	5	1	0.09

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Rajendra Singh Pawar	00042516	Whole-time director	859	17/05/2019
Arvind Thakur	00042534	Managing Director	612,773	17/05/2019
Vijay Kumar Thadani	00042527	Director	859	17/05/2019
Amit Sharma	00050254	Director	55,705	17/05/2019
Ashwani Kumar Puri	00160662	Director	0	
Surendra Singh	00003337	Director	0	
Holly Jane Morris	06968557	Director	0	
Sanjay Mal	AAFPM6063L	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sudhir Singh	ABBPS3323E	CEO	78,000	
Lalit Kumar Sharma	AGPPS4804H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Amit Kumar Garg	AAIPG1333L	CFO	27/07/2018	Cessation
Sanjay Mal	AAFPM6063L	CFO	28/07/2018	Appointment
Surendra Singh	00003337	Director	31/03/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2018	38,792	154	33.62

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2018	7	7	100
2	18/07/2018	7	7	100
3	17/10/2018	7	6	85.71
4	28/12/2018	7	5	71.43
5	18/01/2019	7	7	100
6	05/03/2019	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	20/03/2019	7	4	57.14

C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	03/05/2018	4	4	100
2	Audit Committee	12/05/2018	4	4	100
3	Audit Committee	17/07/2018	4	4	100
4	Audit Committee	16/10/2018	4	4	100
5	Audit Committee	28/12/2018	4	2	50
6	Audit Committee	17/01/2019	4	4	100
7	Audit Committee	20/03/2019	4	3	75
8	Nomination and Remuneration	03/05/2018	3	3	100
9	Nomination and Remuneration	23/05/2018	3	3	100
10	Nomination and Remuneration	17/07/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/09/2019
								(Y/N/NA)
1	Rajendra Sing	7	7	100	0	0	0	Not Applicable
2	Arvind Thakur	7	7	100	6	6	100	Not Applicable
3	Vijay Kumar T	7	6	85.71	18	18	100	Not Applicable
4	Amit Sharma	7	5	71.43	20	16	80	Not Applicable
5	Ashwani Kumar	7	7	100	9	9	100	Yes

6	Surendra Sing	7	6	85.71	16	14	87.5	Not Applicable
7	Holly Jane Mo	7	4	57.14	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajendra Singh Pav	Chairman	30,624,571	0	0	1,338,196	31,962,767
2	Arvind Thakur	Vice Chairman &	37,702,698	0	31,418,600	1,275,457	70,396,755
	Total		68,327,269	0	31,418,600	2,613,653	102,359,522

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sudhir Singh	CEO	97,347,155	0	85,893,600	0	183,240,755
2	Sanjay Mal	CFO	12,362,051	0	18,604,750	98,795	31,065,596
3	Lalit Kumar Sharma	Company Secre	5,276,368	0	0	32,400	5,308,768
	Total		114,985,574	0	104,498,350	131,195	219,615,119

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vijay Kumar Thadar	Director	0	1,200,000	0	1,480,000	2,680,000
2	Surendra Singh	Independent Dir	0	1,200,000	0	1,160,000	2,360,000
3	Amit Sharma	Independent Dir	0	1,300,000	0	1,400,000	2,700,000
4	Ashwani Puri	Independent Dir	0	1,250,000	0	1,260,000	2,510,000
5	Holly Jane Morris	Independent Dir	0	2,266,995	0	283,700	2,550,695
	Total		0	7,216,995	0	5,583,700	12,800,695

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ranjeet Pandey

Whether associate or fellow

Associate Fellow

Certificate of practice number

6087

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Annexure Committee Meetings.pdf
NTL_TRF.pdf
NTL_FII.pdf
MGT8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company