

GHOSH KHANNA & CO.
CHARTERED ACCOUNTANTS

L-2A, Hauz Khas Enclave, New Delhi-110016, India
Phones: +91 (011) 2696 2981/82, Fax: +91 (011) 2696 2985
E-mail: gkc@gkcindia.com website: www.gkcindia.com

To,
The Board of Directors
NIIT Technologies Limited
8, Balaji Estate, First Floor,
Guru Ravidas Marg,
Kalkaji, New Delhi
India 110019

Dear Sir/Madam,

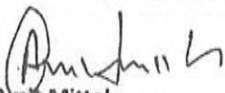
Subject: Proposed Buy Back of fully paid-up equity shares of face value of Rs. 10each (the "Equity Shares") of NIIT Technologies Limited (the "Company") under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buy-Back Regulations") (the process being referred hereinafter as "Buyback").

For the purpose of incorporation of the financial information of the Company as at and for the years ended March 31, 2019, 2018, 2017 and Six months ended September 30, 2019 in the Draft Letter of Offer and Letter of Offer proposed to be issued by the Company in connection with its Buyback, we certify the following:

The standalone financial information of the Company for each of the three financial years ended March 31, 2019, 2018, 2017 and Six months ended September 30, 2019, enclosed as Annexure I, have been correctly extracted from the standalone audited financial statements and limited reviewed quarterly statements of the Company.

We consent to extracts of this certificate being used in any document in relation to the Buyback of the Company.

For: Ghosh Khanna & Co.
Chartered Accountants
Firm Registration No. 003366N



Amit Mittal
Partner
Membership No. 508748

Place – New Delhi
Date – 26th February 2020

UDIN No- 20508748AAAABD9482



Branch:

Annexure I

Statement of Assets and Liabilities as at September 30, 2019

(` in INR Mn)

| As at September 30, 2019 | |
|---------------------------------|---------------|
| ASSETS | |
| Non-current assets | |
| Property, plant and equipment | 4002 |
| Capital work-in-progress | 82 |
| Goodwill | 21 |
| Other intangible assets | 321 |
| Financial assets | |
| Investments | 8255 |
| Trade receivables | 2 |
| Other financial assets | 188 |
| Deferred tax assets (net) | 982 |
| Other non-current assets | 115 |
| Total non-current assets | 13,968 |
| Current assets | |
| Financial assets | |
| Investments | 2,429 |
| Trade receivables | 3,392 |
| Cash and cash equivalents | 956 |
| Derivative assets | 168 |
| Other financial assets | 334 |
| Current tax assets (net) | 62 |
| Other current assets | 491 |
| Total current assets | 7,832 |
| Total Assets | 21,800 |



(`in INR Mn)

| As at September 30, 2019 | |
|--|--------------|
| LIABILITIES | |
| Non-current liabilities | |
| Financial liabilities | |
| Borrowings | 69 |
| Provisions | 598 |
| Financial Liabilities | 162 |
| Other non-current liabilities | 5 |
| Total non-current liabilities | 834 |
| Current liabilities | |
| Financial liabilities | |
| Borrowings | 26 |
| Trade payables | 736 |
| Derivative liabilities | 28 |
| Other financial liabilities | 153 |
| Provisions | 214 |
| Other current liabilities | 835 |
| Total current liabilities | 1,992 |
| Contingent Liabilities, Capital commitments and other off-balance sheet items | 315 |
| Total Liabilities including Contingent Liabilities | 3,141 |

| As at [September 30, 2019] | |
|---|---------------|
| Total Assets | 21,800 |
| Less: Total Liabilities | 3,141 |
| Surplus after paying off all liabilities | 18,659 |



