

AUDITOR'S REPORT

about the audit of the

ANNUAL FINANCIAL REPORT 2012/13

NIIT Technologies AG

6005 Lucerne

**Report of the statutory auditors
on the limited statutory examination of the**

NIIT Technologies AG, Tribschenstrasse 9, 6005 Lucerne

As statutory auditors, we have examined the financial statements (balance sheet, income statement and notes) of NIIT Technologies AG for the year 2012/13 ended on March 31st 2013.

These financial statements are the responsibility of the board of directors. Our responsibility is to perform a limited statutory examination on these financial statements. We confirm that we meet the licensing and independence requirements as stipulated by Swiss law.

We conducted our examination in accordance with the Swiss Standard on the Limited Statutory Examination. This standard requires that we plan and perform a limited statutory examination to identify material misstatements in the financial statements. A limited statutory examination consists primarily of inquiries of company personnel and analytical procedures as well as detailed tests of company documents as considered necessary in the circumstances. However, the testing of operational processes and the internal control system, as well as inquiries and further testing procedures to detect fraud or other legal violations, are not within the scope of this examination.

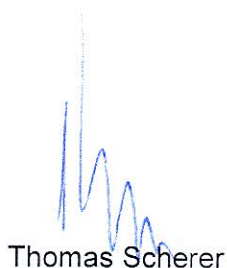
Based on our limited statutory examination, nothing has come to our attention that causes us to believe that the financial statements and the proposed appropriation of available earnings do not comply with Swiss law and the company's articles of incorporation.

Hergiswil NW, 16th April 2013

Alpina Treuhand AG



Stephan Busch
Audit expert
Chief auditor



Thomas Scherer
Audit expert

Enclosures:

- Annual Accounts (Balance Sheet, Profit and Loss Account, Appendix)
- Proposal on the allocation of the unappropriated profit

BALANCE SHEET PER 31st March 2013

| <u>ASSETS</u> | <u>31.03.2013</u> | <u>31.03.2012</u> |
|-------------------------------------|--------------------------|----------------------------|
| <u>LIQUID ASSETS</u> | CHF | CHF |
| Liquid funds | <u>635'009.83</u> | <u>615'625.34</u> |
| <u>Total liquid funds</u> | <u>635'009.83</u> | <u>615'625.34</u> |
| Accounts receivable trade | 265'093.12 | 480'366.20 |
| Receivables of affiliated companies | - | - |
| Other accounts receivable | <u>16'970.91</u> | <u>12'345.27</u> |
| <u>Total accounts receivable</u> | <u>282'064.03</u> | <u>492'711.47</u> |
| Stock | <u>-</u> | <u>-</u> |
| <u>Total stock</u> | <u>-</u> | <u>-</u> |
| Commenced work PoC | - | - |
| <u>Total commenced work</u> | <u>-</u> | <u>-</u> |
| RAP | <u>56'569.38</u> | <u>91'213.73</u> |
| <u>Total RAP</u> | <u>56'569.38</u> | <u>91'213.73</u> |
| <u>TOTAL LIQUID ASSETS</u> | <u>973'643.24</u> | <u>1'199'550.54</u> |
| <u>FIXED ASSETS</u> | | |
| Intangible assets | <u>-</u> | <u>-</u> |
| <u>Total intangible assets</u> | <u>-</u> | <u>-</u> |
| Tangible assets | <u>-</u> | <u>-</u> |
| <u>Total tangible assets</u> | <u>-</u> | <u>-</u> |
| Financial assets | - | 1.00 |
| Loans to affiliated companies | - | - |
| <u>Total financial assets</u> | <u>-</u> | <u>1.00</u> |
| <u>TOTAL FIXED ASSETS</u> | <u>-</u> | <u>1.00</u> |
| <u>TOTAL ASSETS</u> | <u>973'643.24</u> | <u>1'199'551.54</u> |

| <u>LIABILITIES</u> | | <u>31.03.2013</u> | <u>31.03.2012</u> |
|--|-------------|-------------------|---------------------|
| <u>OUTSIDE CAPITAL</u> | CHF | CHF | CHF |
| Trade accounts payable | | 30'687.13 | 413.90 |
| Customers' deposits | | - | - |
| Liabilities towards affiliated companies | | 343'280.83 | 307'157.14 |
| Other liabilities | | 130'682.81 | 172'011.37 |
| <u>Total liabilities</u> | | <u>504'650.77</u> | <u>479'582.41</u> |
| Tax accrual | | -4'030.38 | 4'492.82 |
| Reserves | | 249'232.94 | 162'063.15 |
| <u>Total Reserves</u> | | <u>245'202.56</u> | <u>166'555.97</u> |
| RAP | | 77'398.84 | 85'712.00 |
| <u>Total RAP</u> | | <u>77'398.84</u> | <u>85'712.00</u> |
| | | | |
| <u>TOTAL OUTSIDE CAPITAL</u> | | <u>827'252.17</u> | <u>731'850.38</u> |
| | | | |
| <u>EQUITY CAPITAL</u> | | | |
| Stock capital | | 250'000.00 | 250'000.00 |
| Legal reserves | | 33'000.00 | 33'000.00 |
| Profit carried forward | 184'701.16 | | |
| Annual result | -321'310.09 | | |
| Net loss / accumulated profit | | -136'608.93 | 184'701.16 |
| | | | |
| <u>TOTAL EQUITY CAPITAL</u> | | <u>146'391.07</u> | <u>467'701.16</u> |
| | | | |
| <u>TOTAL LIABILITIES</u> | | <u>973'643.24</u> | <u>1'199'551.54</u> |

PROFIT AND LOSS ACCOUNT from 01/04/2012 to 31/03/2013

| | <u>2012/13</u> | <u>2011/12</u> |
|--------------------------------------|---------------------------|---------------------------|
| <u>OPERATING RESULTS</u> | CHF | CHF |
| Trade earnings | <u>2'641'110.99</u> | <u>2'762'685.82</u> |
| <u>Total trade earnings</u> | <u>2'641'110.99</u> | <u>2'762'685.82</u> |
| Other business earnings | <u>15'592.59</u> | <u>69'511.57</u> |
| <u>Total other business earnings</u> | <u>15'592.59</u> | <u>69'511.57</u> |
| Purchased services | <u>-723'519.79</u> | <u>-1'128'062.15</u> |
| <u>Total purchased services</u> | <u>-723'519.79</u> | <u>-1'128'062.15</u> |
| Wages and salaries | <u>-1'715'361.01</u> | <u>-1'323'224.44</u> |
| Insurances for personnel | <u>-206'070.27</u> | <u>-150'181.51</u> |
| <u>Total personnel expenditures</u> | <u>-1'921'431.28</u> | <u>-1'473'405.95</u> |
| Depreciation | <u>-1.00</u> | <u>-54'249.00</u> |
| <u>Total depreciation</u> | <u>-1.00</u> | <u>-54'249.00</u> |
| Other business expenses | <u>-336'315.46</u> | <u>-435'094.47</u> |
| <u>Total other business expenses</u> | <u>-336'315.46</u> | <u>-435'094.47</u> |
| Earned interest | <u>291.01</u> | <u>1'780.08</u> |
| Paid interest | <u>-</u> | <u>-158.00</u> |
| <u>Total financial result</u> | <u>291.01</u> | <u>1'622.08</u> |
| Taxes | <u>2'962.85</u> | <u>-</u> |
| <u>Total taxes</u> | <u>2'962.85</u> | <u>-</u> |
| <u>Annual result</u> | <u>-321'310.09</u> | <u>-256'992.10</u> |

APPENDIX

| | <u>2012/13</u> | <u>2011/12</u> |
|--|----------------|----------------|
| | CHF | CHF |
| Value of fixed assets for fire insurance purposes: | | |
| - Inventory including EDP equipment | 50'000.00 | 75'000.00 |
| Any shares as significant for the assessment of the company's assets and earnings position: | | |
| - Share of NIIT Technologies GmbH, Vienna EURO 35'000.00 (Liquidated in December 2012) | - | 54'250.00 |

Statement regarding the implementation of the risk evaluation:

A risk evaluation was not conducted.

No further legal information required within the meaning of Art. 663b Swiss Code of Obligations (OR).

PROPOSAL ON THE ALLOCATION OF THE UNAPPROPRIATED PROFIT

| | <u>2012/13</u> | <u>2011/12</u> |
|--|---------------------------|--------------------------|
| | CHF | CHF |
| Carried forward as per April 1st | 184'701.16 | 441'693.26 |
| Annual profit | <u>-321'310.09</u> | <u>-256'992.10</u> |
| Net loss / accumulated profit | <u>-136'608.93</u> | <u>184'701.16</u> |
| Allocation of the legal reserves | <u>-</u> | <u>-</u> |
| <u>Carried forward onto new account</u> | <u>-136'608.93</u> | <u>184'701.16</u> |