

**BSE LTD**  
**ACKNOWLEDGEMENT**

<b>Acknowledgement No</b>	: 1304201702073827	<b>Date &amp; Time</b>	: 13/04/2017 02:07:46 PM
<b>Scrip Code</b>	: 532541		
<b>Entity Name</b>	: NIIT TECHNOLOGIES LIMITED		
<b>Compliance Type</b>	: Regulation 27(2)- Corporate Governance		
<b>Quarter / Period</b>	: 31/03/2017		
<b>Mode</b>	: E-Filing		



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**Date of Download** 13-Apr-2017

**NSE Acknowledgement**

<b>Symbol:-</b>	NIITTECH
<b>Name of the Company: -</b>	NIIT Technologies Limited
<b>Submission Type:-</b>	Corporate Governance
<b>Quarter/Period Ended: -</b>	31-Mar-2017
<b>Date of Submission:-</b>	2017-04-13 12:55:24.0
<b>NEAPS App. No:-</b>	37020

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**CORPORATE GOVERNANCE REPORT**  
**FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS**

1. Name of Listed Entity - **NIIT TECHNOLOGIES LIMITED**

2. Quarter ending - **MARCH 31, 2017**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Name of the Director with title Mr./Ms	PAN & DIN	Category# (Chairperson /Executive/ Non-Executive/Independent /Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stake-holder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr. Rajendra S Pawar	AAMPP8907F/00042516	Executive - Chairman & Managing Director	01/06/2014	--	02	01	-
Mr. Arvind Thakur	AAHPT2726R/00042534	Executive - Jt. Managing Director & Chief Executive Officer	01/06/2014	--	01	02	-
Mr. Vijay K Thadani	AAEPT0339F/00042527	Non-Executive	12/12/2003	--	02	06	-
Mr. Amit Sharma	AAQPS8121A/00050254	Non-Executive-Independent	07/07/2014	Till March 31, 2019	01	03	01
Mr. Ashwani Puri	AAAPP3876F/00160662	Non-Executive-Independent	07/07/2014	Till March 31, 2019	03	03	03
Mr. Surendra Singh	AFJPS1190P/00003337	Non-Executive-Independent	07/07/2014	Till March 31, 2019	02	06	01
Ms. Holly Jane Morris	CVNPM2787G/06968557	Non-Executive-Independent	03/08/2015	Till March 31, 2017	01	-	-

\$ PAN No. of any Director would not be placed on the website of the Company

# Category of Directors means Executive/Non-Executive/Independent/Nominee. The categories have been separated by hyphen where a Director is fitting into more than one category

\*Tenure means the total period from which Independent Director is serving on the Board of Directors of the listed entity in continuity without any cooling off period

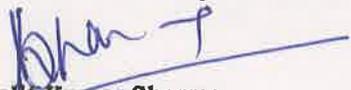
**II. COMPOSITION OF COMMITTEES**

	Name of the Committee	Name of the Committee Members	Category (Chairperson /Executive/Non-Executive/Independent /Nominee)
1.	Audit Committee	1. Mr. Ashwani Puri 2. Mr. Amit Sharma 3. Mr. Surendra Singh 4. Mr. Vijay K Thadani	Chairperson-Non Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive
2.	Nomination & Remuneration Committee	1. Mr. Amit Sharma	Chairperson-Non Executive-Independent

NIIT Technologies Ltd.

		2. Mr. Surendra Singh 3. Mr. Vijay K Thadani	Non-Executive-Independent Non-Executive
3.	Risk Management Committee (if applicable)	NOT APPLICABLE	
4.	Stakeholders Relationship Committee	1. Mr. Amit Sharma 2. Mr. Vijay K Thadani 3. Mr. Arvind Thakur	Chairperson-Non Executive-Independent Non-Executive Executive
#Category of Directors means Executive/Non-Executive/ independent /Nominee. The categories have been separated by hyphen where a Director is fitting into more than one category			
<b>III. MEETING OF BOARD OF DIRECTORS</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>		<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
October 15, 2016		March 24, 2017 January 17, 2017	93 days
<b>IV. MEETING OF COMMITTEES</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>		<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>
<b>a. Audit Committee</b> March 24, 2017 January 16, 2017		Yes	October 15, 2016
<b>b. Stakeholders Relationship Committee</b> January 16, 2017		Yes	October 15, 2016
<b>c. Nomination &amp; Remuneration Committee</b> January 16, 2017		NA	October 25, 2016 (No meeting in person was conducted, only a circular resolution was passed)
<b>V. RELATED PARTY TRANSACTIONS</b>			
<b>SUBJECT</b>			<b>COMPLIANCE STATUS YES/NO/NA</b>
a. Whether prior approval of audit committee obtained b. Whether shareholder approval obtained for material RPT c. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			<b>Yes</b> <b>There was no material related party transaction</b> <b>Yes</b>
<b>VI. AFFIRMATIONS</b>			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee – Not applicable (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. This report shall be placed in the next Board meeting.			

For NIIT Technologies Limited

  
Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS - 6218



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/ compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes

Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For NIIT Technologies Limited**

*Lalit Kumar Sharma*

**Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS - 6218**

