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## CORPORATE GOVERNANCE REPORT

- June 30, 2019

1. Name of Listed Entity - NIIT TECHNOLOGIES LIMITED

Quarter ending

Gopalakris 03289463

Mr. Kenne 08449253

Hariharan 01785506

Mr. Patrick 02599675

nan

Tuck Kuen

Cheong

John

Cordes

COMPOSITION OF BOARD OF DIRECTORS Name of PAN & DIN Category# (Chair Date of Number of Tenure No of No of post of the person **Appointment** Directorshi memberships in Chairperson in Director /Executive/ Non-in the curren p in listed Audit/ Audit/ Stake-holder with title Execu-tive/Inde- term entities Stakeholder Committee held in Mr./Ms pendent cessation/ including Committee(s) listed entities /Nominee) this listed including this including this listed entity listed entity entity (Refer (Refer Refer Regulation Regulation 26(1) of 26(1) of Listing Listing Regulation 25(1) of Reg-ulations) Regulations) Listing Regulations) Mr. Basab AAUPB0143P Non-Executive -29/06/2019 24 Months 0 1 Pradhan 00892181 Independent Director-Chairperson Mr. Ashwa AAAPP3876F Non-Executive 07/07/2014 60 Months 2 3 3 Kumar Pur00160662 Independent Director Ms. Holly CVNPM2787 Non Executive 03/08/2015 60 Months 0 Jane Morri G Independent 09698557 Director Mr. Hari AIGPG7852C Non Executive-17/05/2019 2 0

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

Director

Director

Director

Director

Mr. Kirtira AAVPH55770 Non Executive-

Non Executive-

Non 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

17/05/2019

17/05/2019

17/05/2019

\*Tenure means the total period from which Independent Director is serving on the Board of Directors of the listed entity in

| II. | COMPOSITION OF COMMITTEES |                                     |   |  |  |
|-----|---------------------------|-------------------------------------|---|--|--|
|     | Name of the Committee     | Name of the<br>Committee<br>Members | Category (Chairperson<br>/Executive/Non-<br>Executive/ independent<br>/Nominee) |  |  |
| 1.  | Audit Committee           | 1.Mr. Ashwani<br>Kumar Puri         | Chairperson-Non Executive<br>Independent Director                               |  |  |
|     |                           | 2.Mr. Basab<br>Pradhan              | Non-Executive-Independen<br>Director  |  |  |
|     |                           | 3.Mr. Hari<br>Gopalakrishnan        | Non-Executive Director  |  |  |

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NIIT Technologies Ltd.

Special Economic Zone, Plot No. TZ-2 & 2A, Sector Tech Zone, Greater Noida (UP) -201308, India. Tel. +91 120 4592 306, Fax: +91 120 4592 301 www.niit-lech.coi
Registered Office: 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019, India. Tel. +91 11 41029 297
CIN: L65993DL1992PLC048753



| Nomination & Remunerati                                     | on Committee   | 1.Ms. Holly Jane<br>Morris   | Chairpe <b>ls from Pales</b> ve<br>Independent   |  |  |  |  |
|---|--|--|--|--|--|--|--|
|   |  |  | I .  |  |  |  |  |
|   |  | 2.Mr. Basab<br>Pradhan   | Non-Executive-Independen<br>Director   |  |  |  |  |
|   |  | 3.Mr. Hari<br>Gopalakrishnan   | Non-Executive Director   |  |  |  |  |
| Risk Management Commi                                       | ittee  | 1.Mr. Basab  | Chairperson-Non-Executive  |  |  |  |  |
|   |  | Pradhan  | Independent Director   |  |  |  |  |
|   |  | 2.Mr. Hari<br>Gopalakrishnan   | Non-Executive Director   |  |  |  |  |
|   |  | 3.Mr. Sudhir Singh   | Chief Executive Officer  |  |  |  |  |
| Stakeholders Relationship                                   | Committee  | 1.Mr. Kirtiram<br>Hariharan  | Chairperson-Non Executive<br>Director  |  |  |  |  |
|   |  | 2.Mr. Hari<br>Gopalakrishnan   | Non-Executive Director   |  |  |  |  |
|   |  | 3.Mr. Patrick John<br>Cordes   | Non-Executive Director   |  |  |  |  |
| Corporate Social Responsibility                             |  | 1.Mr. Kirtiram<br>Hariharan  | Chairperson-Non Executive<br>Director  |  |  |  |  |
| -   |  | 2.Mr. Hari<br>Gopalakrishnan   | Non-Executive Director   |  |  |  |  |
|   |  |  | Non-Executive Director   |  |  |  |  |
|   |  | t /Nominee. The categor  | ries have been separated by  |  |  |  |  |
|   |  |  |  |  |  |  |  |
|   |  |  | la   |  |  |  |  |
| Date(s) of Meeting (if any) in th                           | ie previous quarter  | Date(s) of Meeting<br>(if any) in the<br>relevant quarter  | Maximum gap between<br>any two consecutive (in<br>number of days)  |  |  |  |  |
| March 20, 2019  |  | May 17, 2019   | 58 Days  |  |  |  |  |
| March 05, 2019  |  | May 04, 2019   | 60 Days  |  |  |  |  |
| January 18, 2019  |  | April 06, 2019   | 78 Days  |  |  |  |  |
| e Circular Resolution were passed                           | on following dates: April  | 22, 2019; June 13, 201   | 9; June 29, 2019.  |  |  |  |  |
| MEETING OF COMMITTEES                                       |  |  |  |  |  |  |  |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement<br>Quorum met (details)  | of the committee in the previous   | Maximum gap between<br>any two consecutive<br>meetings in number of<br>days*   |  |  |  |  |
| Audit Committee May 17, 2019 May 03, 2019 April 06, 2019    | Yes  | March 20, 2019<br>January17 , 2019   | 57 Days<br>105 Days  |  |  |  |  |
| Stakeholders Relationship<br>Committee<br>May 03, 2019      | Yes  | January 17, 2019   | 105 Days   |  |  |  |  |
| · · · · · · · · · · · · · · · · · · ·                       | Yes  | March 20, 2019   | 57 Days  |  |  |  |  |
|   | Corporate Social Responsi  of Directors means Executive/No here a Director is fitting into more  MEETING OF BOARD OF D  Date(s) of Meeting (if any) in tl  March 20, 2019  March 05, 2019  January 18, 2019  e Circular Resolution were passed  MEETING OF COMMITTEE  Date(s) of meeting of the committee in the relevant quarter  Audit Committee May 17, 2019 May 03, 2019 April 06, 2019  Stakeholders Relationship Committee | of Directors means Executive/Non-Executive/ independent here a Director is fitting into more than one category  MEETING OF BOARD OF DIRECTORS  Date(s) of Meeting (if any) in the previous quarter  March 20, 2019  March 05, 2019  January 18, 2019  e Circular Resolution were passed on following dates: April  MEETING OF COMMITTEES  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  May 17, 2019  May 03, 2019  April 06, 2019  Stakeholders Relationship  Committee | Risk Management Committee  Risk Management Committee  Risk Management Committee  1.Mr. Basab Pradhan  2.Mr. Hari Gopalakrishnan 3.Mr. Sudhir Singh  1.Mr. Kirtiram Hariharan  2.Mr. Hari Gopalakrishnan 3.Mr. Patrick John Cordes 1.Mr. Kirtiram Hariharan  2.Mr. Hari Gopalakrishnan 3.Mr. Patrick John Cordes 1.Mr. Kirtiram Hariharan  2.Mr. Hari Gopalakrishnan 3.Mr. Ashwani Pur  of Directors means Executive/Non-Executive/ independent /Nominee. The categor here a Director is fitting into more than one category  MEETING OF BOARD OF DIRECTORS  Date(s) of Meeting (if any) in the previous quarter  March 20, 2019  January 18, 2019  Circular Resolution were passed on following dates: April 22, 2019; June 13, 201  MEETING OF COMMITTEES  Date(s) of meeting of the committee in the relevant quarter  Whether requirement of Quorum met (details)  METING OF COMMITTEES  Date(s) of meeting of the committee in the relevant quarter  Whether requirement of Quorum met (details)  Stakeholders Relationship  Yes  January 17, 2019  March 20, 2019  January 17, 2019  Stakeholders Relationship  Yes  January 17, 2019 |  |  |  |  |

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| d.         | Corporate Social Responsibility Committee  | Yes   | March 20, 2019 | 44 Daystechnologies                         |  |  |  |
|------------|--|---|----------------|---|--|--|--|
|            | May 03, 2019   |   |                |   |  |  |  |
|            | Note: *Nomination & Remuneration & R | Note: *Nomination & Remuneration Committee meeting of May 03, 2019 has been adjourned to May 06, 2019 |                |   |  |  |  |
|            | **Two Circular Resolution were passed on following dates: April 23, 2019; May 16, 2019.  *** Company has the Risk Management Committee but no meeting held during the relevant quarter.  |   |                |   |  |  |  |
| V.         | RELATED PARTY TRANSACTIONS   |   |                |   |  |  |  |
|            | SUBJECT  |   | 1              | IPLIANCE STATUS<br>/NO/NA                   |  |  |  |
| a.         | hether prior approval of audit committee obtained  |   |                |   |  |  |  |
| b.         | hether shareholder approval obtained for material RPT  |   |                | re was no material related<br>y transaction |  |  |  |
| c.         | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee   |   |                |   |  |  |  |
| <b>37T</b> | AFFIRMATIONS   |   | .11            |   |  |  |  |

## VI. AFFIRMATIONS

- 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
- 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

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