<table>
<thead>
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<th>Acknowledgement No</th>
<th>1204201702073827</th>
<th>Date &amp; Time</th>
<th>13/04/2017 02:07:46 PM</th>
</tr>
</thead>
<tbody>
<tr>
<td>Scrip Code</td>
<td>532541</td>
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<tr>
<td>Entity Name</td>
<td>NIT TECHNOLOGIES LIMITED</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Compliance Type</td>
<td>Regulation 27(2)- Corporate Governance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Quarter / Period</td>
<td>31/03/2017</td>
<td></td>
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<tr>
<td>Mode</td>
<td>E-Filing</td>
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**NSE Acknowledgement**

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

Disclaimer: We acknowledge the receipt of your submission through NEAPS. The information provided by you has been disseminated on the website on as is basis.
## I. COMPOSITION OF BOARD OF DIRECTORS

<table>
<thead>
<tr>
<th>Name of the Director with title Mr./Ms</th>
<th>PAN &amp; DIN</th>
<th>Category# (Chairperson /Executive/ Non-Executive/ Independent /Nominee)</th>
<th>Date of Appointment in the current term /cessation</th>
<th>Tenure</th>
<th>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</th>
<th>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</th>
<th>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Rajendra S Pawar</td>
<td>AAMPP8907F/00042516</td>
<td>Executive - Chairman &amp; Managing Director</td>
<td>01/06/2014</td>
<td>--</td>
<td>02</td>
<td>01</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Arvind Thakur</td>
<td>AAHP72726R/00042534</td>
<td>Executive - Jt. Managing Director &amp; Chief Executive Officer</td>
<td>01/06/2014</td>
<td>--</td>
<td>01</td>
<td>02</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Vijay K Thadani</td>
<td>AAEPTU339F/00042527</td>
<td>Non-Executive</td>
<td>12/12/2003</td>
<td>--</td>
<td>02</td>
<td>06</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Amit Sharma</td>
<td>AAOPS8121A/00050254</td>
<td>Non-Executive</td>
<td>07/07/2014 Till March 31, 2019</td>
<td>01</td>
<td>03</td>
<td>01</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Ashwani Puri</td>
<td>AAAPPP8376F/00160662</td>
<td>Non-Executive</td>
<td>07/07/2014 Till March 31, 2019</td>
<td>03</td>
<td>03</td>
<td>03</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Surendra Singh</td>
<td>AFJPS1190P/00003337</td>
<td>Non-Executive</td>
<td>07/07/2014 Till March 31, 2019</td>
<td>02</td>
<td>06</td>
<td>01</td>
<td>-</td>
</tr>
<tr>
<td>Ms. Holly Janie Morris</td>
<td>CVNPM2787G/06968557</td>
<td>Non-Executive</td>
<td>03/08/2015 Till March 31, 2017</td>
<td>01</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

* 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

<table>
<thead>
<tr>
<th>Name of the Committee</th>
<th>Name of the Committee Members</th>
<th>Category (Chairperson /Executive/Non-Executive/Independent/Nominee)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Audit Committee</td>
<td>1. Mr. Ashwani Puri</td>
<td>Chairperson-Non Executive-Independent</td>
</tr>
<tr>
<td></td>
<td>2. Mr. Amit Sharma</td>
<td>Non-Executive-Independent</td>
</tr>
<tr>
<td></td>
<td>3. Mr. Surendra Singh</td>
<td>Non-Executive-Independent</td>
</tr>
<tr>
<td></td>
<td>4. Mr. Vijay K Thadani</td>
<td>Non-Executive-Independent</td>
</tr>
<tr>
<td>2. Nomination &amp; Remuneration Committee</td>
<td>1. Mr. Amit Sharma</td>
<td>Chairperson-Non Executive-Independent</td>
</tr>
</tbody>
</table>

NIIT Technologies Ltd.
H-7, Sector 63, Noida -201301, Indis. Tel: +91 (120) 4285000220, Fax: +91 (120) 4285333. www.nit-tech.com
Registered Office: 8, Baisaj Estate, First Floor, Guru Ravidas Marg, Kakajji, New Delhi - 110019, Tel: +91 (11) 41675000
CIN-L65930DL1992PLC048753
<table>
<thead>
<tr>
<th>Risk Management Committee (if applicable)</th>
<th>2. Mr. Surendra Singh</th>
<th>Non-Executive-Independent Non-Executive</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stakeholders Relationship Committee</td>
<td>1. Mr. Amit Sharma</td>
<td>Chairperson-Non-Executive-Independent Non-Executive Executive</td>
</tr>
<tr>
<td></td>
<td>2. Mr. Vijay K Thadani</td>
<td></td>
</tr>
<tr>
<td></td>
<td>3. Mr. Arvind Thakur</td>
<td></td>
</tr>
</tbody>
</table>

#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.

### III. MEETING OF BOARD OF DIRECTORS

<table>
<thead>
<tr>
<th>Date(s) of Meeting [if any] in the previous quarter</th>
<th>Date(s) of Meeting [if any] in the relevant quarter</th>
<th>Maximum gap between any two consecutive (in number of days)</th>
</tr>
</thead>
<tbody>
<tr>
<td>October 15, 2016</td>
<td>March 24, 2017</td>
<td>93 days</td>
</tr>
<tr>
<td></td>
<td>January 17, 2017</td>
<td></td>
</tr>
</tbody>
</table>

### IV. MEETING OF COMMITTEES

<table>
<thead>
<tr>
<th>Date(s) of meeting of the committee in the relevant quarter</th>
<th>Whether requirement of Quorum met (details)</th>
<th>Date(s) of meeting of the committee in the previous quarter</th>
<th>Maximum gap between any two consecutive meetings in number of days</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Audit Committee</td>
<td>Yes</td>
<td>October 15, 2016</td>
<td>92 days</td>
</tr>
<tr>
<td>March 24, 2017</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>January 16, 2017</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Stakeholders Relationship Committee</td>
<td>Yes</td>
<td>October 15, 2016</td>
<td>92 days</td>
</tr>
<tr>
<td>January 16, 2017</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Nomination &amp; Remuneration Committee</td>
<td>NA</td>
<td>October 25, 2016</td>
<td>82 days</td>
</tr>
<tr>
<td>January 16, 2017</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### V. RELATED PARTY TRANSACTIONS

<table>
<thead>
<tr>
<th>SUBJECT</th>
<th>COMPLIANCE STATUS</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Whether prior approval of audit committee obtained</td>
<td>Yes</td>
</tr>
<tr>
<td>b. Whether shareholder approval obtained for material RPT</td>
<td>There was no material related party transaction</td>
</tr>
<tr>
<td>c. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</td>
<td>Yes</td>
</tr>
</tbody>
</table>

### 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 – 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.
## ANNEXURE II

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

### I. Disclosure on website in terms of Listing Regulations

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

### II. Annual Affirmations

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Regulation Number</th>
<th>Compliance status (Yes/No/NA)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</td>
<td>16(1)(b) &amp; 25(6)</td>
<td>Yes</td>
</tr>
<tr>
<td>Board composition</td>
<td>17(1)</td>
<td>Yes</td>
</tr>
<tr>
<td>Meeting of Board of directors</td>
<td>17(2)</td>
<td>Yes</td>
</tr>
<tr>
<td>Review of Compliance Reports</td>
<td>17(3)</td>
<td>Yes</td>
</tr>
<tr>
<td>Plans for orderly succession for appointments</td>
<td>17(4)</td>
<td>Yes</td>
</tr>
<tr>
<td>Code of Conduct</td>
<td>17(5)</td>
<td>Yes</td>
</tr>
<tr>
<td>Fees/compensation</td>
<td>17(6)</td>
<td>Yes</td>
</tr>
<tr>
<td>Minimum Information</td>
<td>17(7)</td>
<td>Yes</td>
</tr>
<tr>
<td>Compliance Certificate</td>
<td>17(8)</td>
<td>Yes</td>
</tr>
<tr>
<td>Risk Assessment &amp; Management</td>
<td>17(9)</td>
<td>Yes</td>
</tr>
<tr>
<td>Performance Evaluation of Independent Directors</td>
<td>17(10)</td>
<td>Yes</td>
</tr>
<tr>
<td>Composition of Audit Committee</td>
<td>18(1)</td>
<td>Yes</td>
</tr>
<tr>
<td>Meeting of Audit Committee</td>
<td>18(2)</td>
<td>Yes</td>
</tr>
<tr>
<td>Composition of nomination &amp; remuneration committee</td>
<td>19(1) &amp; (2)</td>
<td>Yes</td>
</tr>
<tr>
<td>Composition of Stakeholder Relationship Committee</td>
<td>20(1) &amp; (2)</td>
<td>Yes</td>
</tr>
<tr>
<td>Composition and role of risk management committee</td>
<td>21(1),(2),(3),(4)</td>
<td>NA</td>
</tr>
<tr>
<td>Vigil Mechanism</td>
<td>22</td>
<td>Yes</td>
</tr>
<tr>
<td>Policy for related party Transaction</td>
<td>23(1),(5),(6),(7) &amp; (8)</td>
<td>Yes</td>
</tr>
<tr>
<td>Prior or Omnibus approval of Audit Committee for all related party transactions</td>
<td>23(2), (3)</td>
<td>Yes</td>
</tr>
<tr>
<td>Approval for material related party transactions</td>
<td>23(4)</td>
<td>NA</td>
</tr>
<tr>
<td>Composition of Board of Directors of unlisted material Subsidiary</td>
<td>24(1)</td>
<td>NA</td>
</tr>
<tr>
<td>Other Corporate Governance requirements with respect to subsidiary of listed entity</td>
<td>24(2),(3),(4),(5) &amp; (6)</td>
<td>Yes</td>
</tr>
<tr>
<td>Maximum Directorship &amp; Tenure</td>
<td>25(1) &amp; (2)</td>
<td>Yes</td>
</tr>
<tr>
<td>Meeting of independent directors</td>
<td>25(3) &amp; (4)</td>
<td>Yes</td>
</tr>
<tr>
<td>Familiarization of independent directors</td>
<td>25(7)</td>
<td>Yes</td>
</tr>
<tr>
<td>Memberships in Committees</td>
<td>26(1)</td>
<td>Yes</td>
</tr>
<tr>
<td>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</td>
<td>26(3)</td>
<td>Yes</td>
</tr>
<tr>
<td>Disclosure of Shareholding by Non-Executive Directors</td>
<td>26(4)</td>
<td>Yes</td>
</tr>
<tr>
<td>Policy with respect to Obligations of directors and senior management</td>
<td>26(2) &amp; 26(5)</td>
<td>Yes</td>
</tr>
</tbody>
</table>

**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 NIT Technologies Limited**

Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS – 6218