

NIIT TECHNOLOGIES LIMITED

BOARD DIVERSITY POLICY

CONTENT

S.NO	TITLE	PAGE NO
1	Purpose	
2	Vision	
3	Objectives	
4	Scope	
5	Review and Monitoring	
6	Disclosure/ Reporting	
7	Governance	

VERSION HISTORY

S. NO.	VER. NO.	PREPARED BY	REVIEWED BY	REVISION DATE	APPROVED BY	RELEASE DATE	REASONS FOR NEW RELEASE
1	1.0	Compliance Officer	Chief People Officer		Nomination & Remuneration Committee		Baseline version

1. Purpose

NIIT Technologies Limited (hereinafter “NTL”) is committed to build a diverse and inclusive culture to achieve the highest standards of corporate governance, transparency and accountability. The Board Diversity Policy of NTL places great emphasis on the principle of diversity in terms of gender, domain and geography.

2. Vision

NTL recognizes the ongoing commitment by the Board members to enhance the performance of the Company towards fulfilment of obligations to the shareholders, the community and for the protection of the environment

3. Objective:

The objective of the policy is to ensure that the Company has a diversified Board at all point of time. The Board should comprise of members with international experience in fields like Information Technology, Academics, Governance, Economic Issues, Business Expertise, and other relevant areas to enable them to take strategic decisions at the Board level.

The new Companies Act, 2013 and the revised Corporate Governance norms issued by SEBI require every listed company to establish a Board Diversity Policy to ensure that there is wide-ranging experience and diversity on the Board. Diversity also brings a diversity of perspectives on what motivates and interests on NTL's existing and potential customers. While following the spirit of diversity, the Company maintains that the appointments to the Board should be based on merit as well as complementing and expanding the skills, knowledge and experience of the Board as a collective body. The Company focuses on inducting Board members having global exposure and gender diversity also, at the same time and may be foreign nationals, of both genders, reflecting NTL's business base.

4. Scope

As per the requirement of revised Corporate Governance Norms, the Nomination and Remuneration Committee of the Board is required to devise a policy on Board Diversity and composition of the Board and make recommendations for the same. The scope includes:

- a. To periodically identify competency gaps on the Board, if any;
- b. To evaluate potential candidates for appointment as non-executive directors from a wider pool including those with rich corporate experience, on merit basis, with due regard to the objective of diversity;

5. Review and Monitoring

The Nomination & Remuneration Committee will assess this policy (which will include a review of the effectiveness of the policy) and discuss any required changes with the Board and ensure that any revisions to this policy.

6. Disclosure / Reporting

The Board will ensure that appropriate disclosures are made in the Annual Report regarding Board Diversity.

7. Governance

This Policy can be changed, modified or abrogated at any time by the Board of Directors of the Company.