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NSE Acknowledgement

Symbol:-	NIITTECH
Name of the Company: -	NIIT Technologies Limited
Submission Type:-	Corporate Governance
Quarter/Period Ended: -	31-Mar-2018
Date of Submission:-	2018-04-12 19:26:42
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BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1204201807384127	Date & Time	: 12/04/2018 07:38:41 PM
Scrip Code	: 532541		
Entity Name	: NIIT TECHNOLOGIES LIMITED		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2018		
Mode	: E-Filing		

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **NIIT TECHNOLOGIES LIMITED**
 2. Quarter ending - **MARCH 31, 2018**

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	00042516	Executive – Chairman	27/03/2018	--	02	01	-
Mr. Arvind Thakur	00042534	Executive – Vice-Chairman & Managing Director	19/01/2018	--	01	02	01
Mr. Vijay K Thadani	00042527	Non-Executive	12/12/2003	--	02	06	-
Mr. Amit Sharma	00050254	Non-Executive-Independent	07/07/2014	Till March 31, 2019	01	03	01
Mr. Ashwani Puri	00160662	Non-Executive-Independent	07/07/2014	Till March 31, 2019	03	03	03
Mr. Surendra Singh	00003337	Non-Executive-Independent	07/07/2014	Till March 31, 2019	02	06	01
Ms. Holly Jane Morris	06968557	Non-Executive-Independent	01/04/2017	Till March 31, 2022	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 Non-Independent

NIIT Technologies Ltd.

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2.	Nomination & Remuneration Committee	1. Mr. Amit Sharma 2. Mr. Surendra Singh 3. Mr. Vijay K Thadani	Chairperson-Non Executive-Independent Non-Executive-Independent Non-Executive Non-Independent
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

III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 18, 2017	January 19, 2018	66 days
December 14, 2017	March 27, 2018	

IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
a. Audit Committee January 18, 2018 February 23, 2018 March 26, 2018	Yes	October 17, 2017	92 days
b. Stakeholders Relationship Committee January 18, 2018	Yes	October 17, 2017	92 days
c. Nomination & Remuneration Committee January 18, 2018 March 26, 2018	Yes	October 17, 2017	92 days

V. RELATED PARTY TRANSACTIONS

SUBJECT	COMPLIANCE STATUS YES/NO/NA
a. Whether prior approval of audit committee obtained	Yes
b. Whether shareholder approval obtained for material RPT	There was no material related party transaction
c. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. AFFIRMATIONS

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee – Not applicable (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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.

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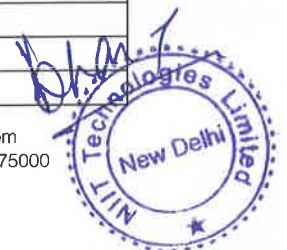
ANNEXURE II

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		
Item	Compliance status (Yes/No/NA) refer note below	
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		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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

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<i>Risk Assessment & 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 & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction.</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	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
Company Secretary & Legal Counsel
FCS - 6218



NIIT Technologies Ltd.