



**NATIONAL STOCK EXCHANGE
OF INDIA LIMITED**

NIFTY 50
Stock of the nation

Date of Download 06-Jan-2017

NSE Acknowledgement

| | |
|--------------------------------|---------------------------|
| Symbol:- | NIITTECH |
| Name of the Company: - | NIIT Technologies Limited |
| Submission Type:- | Corporate Governance |
| Quarter/Period Ended: - | 31-Dec-2016 |
| Date of Submission:- | 2017-01-06 16:56:13.0 |
| NEAPS App. No:- | 34377 |

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.

BSE LTD
ACKNOWLEDGEMENT

| | | |
|---------------------------|--|---|
| Acknowledgement No | : 0601201707273127 | Date & Time : 06/01/2017 07:27:31 PM |
| Scrip Code | : 532541 | |
| Entity Name | : NIIT TECHNOLOGIES LIMITED | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | |
| Quarter / Period | : 31/12/2016 | |
| Mode | : E-Filing | |

January 06, 2017

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Dear Sir,

Sub.: Quarterly Corporate Governance Report

Pursuant to the provisions contained in Regulation 27(2) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, effective from December 01, 2015, we enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2016 in the format as prescribed under Annexure-I of Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For NIIT Technologies Limited



Lalit Kumar Sharma
Company Secretary & Legal Counsel
FCS 6218

Encl: As above

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

1. Name of Listed Entity - **NIIT TECHNOLOGIES LIMITED**
2. Quarter ending - **DECEMBER 31, 2016**

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 | 05 | - |
| 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

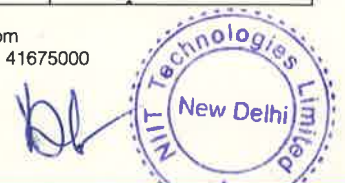
Category of Directors means Executive/Non-Executive/Independent/Nominee. The categories have been separated by hyphen where a Director is fitting into more than one category

*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 |
| 2. | Nomination & Remuneration Committee | 1. Mr. Amit Sharma | Chairperson-Non |

NIIT Technologies Ltd.



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|--|--|--|--|
| | | 2. Mr. Surendra Singh 3. Mr. Vijay K Thadani | Executive-Independent 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 | | | |
| 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) |
| July 15, 2016 | | October 15, 2016 | 91 days |
| 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 October 15, 2016 | Yes | July 14, 2016 | 92 days |
| b. Stakeholders Relationship Committee October 15, 2016 | Yes | July 14, 2016 | 92 days |
| c. Nomination & Remuneration Committee October 25, 2016 (No meeting in person was conducted, only a circular resolution was passed) | NA | July 14, 2016 July 18, 2016 August 09, 2016 | 77 days |
| V. RELATED PARTY TRANSACTIONS | | | |
| SUBJECT | | | COMPLIANCE STATUS YES/NO/NA |
| 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 | | | Yes There was no material related party transaction Yes |
| 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. | | | |

For NIIT Technologies Limited

Lalit Kumar Sharma
Company Secretary & Legal Counsel
FCS - 6218

