

July 11, 2016

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 June 30, 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 - **JUNE 30, 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	02	02	02
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 Non Executive

NIIT Technologies Ltd.

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-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)
January 15, 2016	May 06, 2016	111 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 May 05, 2016	Yes, all members were present	January 14, 2016	111 days
b. Stakeholders Relationship Committee May 05, 2016	Yes, all members were present	January 14, 2016	111 days
c. Nomination & Remuneration Committee May 05, 2016	Yes, all members were present	January 14, 2016	111 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

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

Lalit Kumar Sharma
Company Secretary & Legal Head
FCS - 6218