

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **NIIT TECHNOLOGIES LIMITED**

2. Quarter ending - **SEPTEMBER 30, 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/ Stakeholder 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	00	-
Mr. Arvind Thakur	00042534	Executive – Vice-Chairman & Managing Director	19/01/2018	--	01	02	-
Mr. Vijay K Thadani	00042527	Non-Executive	12/12/2003	--	02	04	-
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	02	03	03
Mr. Surendra Singh	00003337	Non-Executive-Independent	07/07/2014	Till March 31, 2019	02	04	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
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

**NIIT Technologies Ltd.**


Plot No. 5, FEGH, Corporate Heights (Tapasya) Sector 126, Noida, Expressway LLP, 201301, India. Tel: +91 (120) 7118400, Fax: +91 (120) 7118401, Email: info@niit.tech.com

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CIN no - L65993DL1992PLC048753

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			
<b>III. MEETING OF BOARD OF DIRECTORS</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>		<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
May 04, 2018		July 18, 2018	74 days
<b>IV. MEETING OF COMMITTEES</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
a. <b>Audit Committee</b> July 17, 2018	Yes	May 03, 2018 May 12, 2018	65 days
b. <b>Stakeholders Relationship Committee</b> July 17, 2018	Yes	May 03, 2018	74 days
c. <b>Nomination &amp; Remuneration Committee</b> July 17, 2018	Yes	May 03, 2018, May 23, 2018	54 days
The Committee passed a circular resolution on July 30, 2018 & September 05, 2018			
<b>V. RELATED PARTY TRANSACTIONS</b>			
<b>SUBJECT</b>			<b>COMPLIANCE STATUS YES/NO/NA</b>
a. Whether prior approval of audit committee obtained			<b>Yes</b>
b. Whether shareholder approval obtained for material RPT			<b>There was no material related party transaction</b>
c. Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			<b>Yes</b>
<b>VI. AFFIRMATIONS</b>			
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

NIIT Technologies Ltd.

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**ANNEXURE III TO BE SUBMITTED BY LISTED ENTITY AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG-WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR**

**I. Affirmations**

S.no.	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	-
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-
<b>Any other information to be provided</b>				-

For NIIT Technologies Limited

  
**Lalit Kumar Sharma**  
 Company Secretary & Legal Counsel  
 FCS - 6218

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