

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **NIIT TECHNOLOGIES LIMITED**
2. Quarter ending - **June 30, 2019**

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>							
<b>Name of the Director with title Mr./Ms</b>	<b>PAN &amp; DIN</b>	<b>Category# (Chair person /Executive/ Non-Execu-tive/Independent /Nominee)</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Reg-ulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Reg-ulations)</b>	<b>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)</b>
Mr. Basab Pradhan	AAUPB0143P00892181	Non-Executive – Independent Director-Chairperson	29/06/2019	24 Months	1	1	0
Mr. Ashwan Kumar Puri	AAAPP3876F00160662	Non-Executive Independent Director	07/07/2014	60 Months	2	3	3
Ms. Holly Jane Morrison	CVNPM2787G09698557	Non Executive Independent Director	03/08/2015	60 Months	1	0	0
Mr. Hari Gopalakrishnan	AIGPG7852C03289463	Non Executive-Director	17/05/2019	--	1	2	0
Mr. Kenneth Tuck Kuen Cheong	08449253	Non Executive-Director	17/05/2019	--	1	0	0
Mr. Kirtiraj Hariharan	AAVPH5577Q01785506	Non Executive-Director	17/05/2019	--	1	1	1
Mr. Patrick John Cordes	02599675	Non Executive-Director	17/05/2019	--	1	1	0

\$ 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

<b>II. COMPOSITION OF COMMITTEES</b>			
	<b>Name of the Committee</b>	<b>Name of the Committee Members</b>	<b>Category (Chairperson /Executive/Non-Executive/ independent /Nominee)</b>
1.	Audit Committee	1.Mr. Ashwani Kumar Puri 2.Mr. Basab Pradhan 3.Mr. Hari Gopalakrishnan	Chairperson-Non Executive-Independent Director Non-Executive-Independent Director Non-Executive Director

for NIIT Technologies Limited

**NIIT Technologies Ltd.**



2.	Nomination & Remuneration Committee	1.Ms. Holly Jane Morris 2.Mr. Basab Pradhan 3.Mr. Hari Gopalakrishnan	Chairperson-Non-Executive-Independent Non-Executive-Independent Director Non-Executive Director
3.	Risk Management Committee	1.Mr. Basab Pradhan 2.Mr. Hari Gopalakrishnan 3.Mr. Sudhir Singh	Chairperson-Non-Executive-Independent Director Non-Executive Director Chief Executive Officer
4.	Stakeholders Relationship Committee	1.Mr. Kirtiram Hariharan 2.Mr. Hari Gopalakrishnan 3.Mr. Patrick John Cordes	Chairperson-Non Executive-Director Non-Executive Director Non-Executive Director
5.	Corporate Social Responsibility	1.Mr. Kirtiram Hariharan 2.Mr. Hari Gopalakrishnan 3.Mr. Ashwani Puri	Chairperson-Non Executive-Director Non-Executive Director Non-Executive Director

#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)
	March 20, 2019	May 17, 2019	58 Days
	March 05, 2019	May 04, 2019	60 Days
	January 18, 2019	April 06, 2019	78 Days

Note: \*Five Circular Resolution were passed on following dates: April 22, 2019; June 13, 2019; June 29, 2019.

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 17, 2019 May 03, 2019 April 06, 2019	Yes	March 20, 2019 January 17, 2019	57 Days 105 Days
b.	Stakeholders Relationship Committee May 03, 2019	Yes	January 17, 2019	105 Days
c.	Nomination & Remuneration Committee May 17, 2019 May 03, 2019*	Yes	March 20, 2019 January 17, 2019	57 Days 105 Days

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*[Signature]*  
Company Secretary and Legal Counsel



d.	Corporate Social Responsibility Committee May 03, 2019	Yes	March 20, 2019	44 Days
<p>Note : *Nomination &amp; Remuneration Committee meeting of May 03, 2019 has been adjourned to May 06, 2019          **Two Circular Resolution were passed on following dates: April 23, 2019; May 16, 2019.          *** Company has the Risk Management Committee but no meeting held during the relevant quarter.</p>				
<b>V.</b>	<b>RELATED PARTY TRANSACTIONS</b>			
	<b>SUBJECT</b>	<b>COMPLIANCE STATUS YES/NO/NA</b>		
	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	<p><b>Yes</b>  <b>There was no material related party transaction</b>  <b>Yes</b></p>		
<b>VI.</b>	<b>AFFIRMATIONS</b>			
	<p>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 &amp; Remuneration Committee          c. Stakeholders Relationship Committee          d. Risk management committee          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.</p>			

**For NIIT Technologies Limited**

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

For NIIT Technologies Limited

*Lalit Kumar Sharma*

Company Secretary and Legal Counsel

