

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - NIIT Technologies Limited
2. Quarter ending - 31-Mar-2019

i. Composition Of Board Of Director

| Title (Mr/Ms) | Name of the Director | DIN | PAN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Sub Category | Date of Appointment | Term | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Members hip in Committee of the Company |
|---------------|----------------------|----------|------------|--|--------------|---------------------|------|--|---|--|---|
| Mr. | Surendra Singh | 00003337 | AFJPS1190P | ID | | 07-Jul-2014 | 60 | 2 | 2 | 0 | AC,NRC |
| Mr. | Rajendra S Pawar | 00042516 | AAMPP8907F | C & ED | | 27-Mar-2018 | | 2 | 0 | 0 | |
| Mr. | Vijay K. Thadani | 00042527 | AAEPT0339F | NED | | 12-Dec-2003 | | 2 | 4 | 0 | AC,SC,NRC |
| Mr. | Arvind Thakur | 00042534 | AAHPT2726R | ED | MD | 19-Jan-2018 | | 1 | 2 | 0 | SC |
| Mr. | Amit Sharma | 00050254 | AAQPS8121A | ID | | 07-Jul-2014 | 60 | 1 | 3 | 1 | AC,SC,NRC |
| Mr. | Ashwani Puri | 00160662 | AAAPP3876F | ID | | 07-Jul-2014 | 60 | 2 | 3 | 3 | AC |
| Ms. | Holly Jane Morris | 06968557 | CVNPM2787G | ID | | 01-Apr-2017 | 60 | 1 | 0 | 0 | |

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|--|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Amit Sharma | ID | Member | 28-Jun-2004 | |
| 2 | Ashwani Puri | ID | Chairperson | 19-Jul-2012 | |
| 3 | Vijay K. Thadani | NED | Member | 15-Apr-2012 | |
| 4 | Surendra Singh | ID | Member | 12-Jun-2004 | |

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|------------------------|--|
| Company Remarks | |
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For NIIT Technologies Limited

(Signature)

Company Secretary and Legal Counsel



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|---|-----|
| Whether Permanent chairperson appointed | Yes |
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b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Arvind Thakur | ED | Member | 12-Jun-2004 | |
| 2 | Amit Sharma | ID | Chairperson | 28-Jun-2004 | |
| 3 | Vijay K. Thadani | NED | Member | 12-Jun-2004 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| | | | | | |

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|---|----|
| Company Remarks | |
| Whether Permanent chairperson appointed | No |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Amit Sharma | ID | Chairperson | 28-Jun-2004 | |
| 2 | Vijay K. Thadani | NED | Member | 12-Jun-2004 | |
| 3 | Surendra Singh | ID | Member | 12-Jun-2004 | |

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|---|--|
| Company Remarks | The company passed circular resolution on February 18, 2019 & March 15, 2019 |
| Whether Permanent chairperson appointed | Yes |

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 |
|---|---|
| 17-Oct-2018 | 18-Jan-2019 |
| 28-Dec-2018 | 05-Mar-2019 |
| | 20-Mar-2019 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 45 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-----------------------|--|---|-------------------------------------|--|
| | | | | |

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Company Secretary and Legal Counsel

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|-------------------------------------|-------------|-------------|-----|
| Audit Committee | 28-Dec-2018 | 20-Mar-2019 | Yes |
| Stakeholders Relationship Committee | 15-Oct-2018 | 17-Jan-2019 | Yes |
| Nomination & Remuneration Committee | 20-Dec-2018 | 20-Mar-2019 | Yes |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 81 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

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|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|

VI. **Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 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. - **Yes**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Mr. Lalit Kumar Sharma**
 Designation : **Company Secretary**



For NIIT Technologies Limited

(Handwritten signature)

Company Secretary and Legal Counsel

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) | Company Remark | Website |
| Details of business | Yes | | www.niit-tech.com |
| Terms and conditions of appointment of independent | Yes | | www.niit-tech.com |
| Composition of various committees of board of | Yes | | www.niit-tech.com |
| Code of conduct of board of directors and senior | Yes | | www.niit-tech.com |
| Details of establishment of vigil mechanism/ Whistle | Yes | | www.niit-tech.com |
| Criteria of making payments to non-executive directors | Yes | | www.niit-tech.com |
| Policy on dealing with related party transactions | Yes | | www.niit-tech.com |
| Policy for determining 'material' subsidiaries | Yes | | www.niit-tech.com |
| Details of familiarization programs imparted to | Yes | | www.niit-tech.com |
| Contact information of the designated officials of the listed entity who are responsible for | Yes | | www.niit-tech.com |
| email address for grievance redressal and other | Yes | | www.niit-tech.com |
| Financial results | Yes | | www.niit-tech.com |
| Shareholding pattern | Yes | | www.niit-tech.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | www.niit-tech.com |
| New name and the old name of the listed entity | Not Applicable | | |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance status (Yes/No) | Company Remark |
| Independent director(s) have been appointed in terms of specified criteria of 'independence and/or eligibility' | 16(1)(b) & 25(6) | Yes | |
| Board composition | 17(1) | Yes | |
| Meeting of Board of directors | 17(2) | Yes | |
| Review of Compliance Reports | 17(3) | Yes | |
| Plans for orderly succession for appointments | 17(4) | Yes | |
| Code of Conduct | 17(5) | Yes | |
| Fees/compensation | 17(6) | Yes | |
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Yes | |

For NIIT Technologies Limited

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|---|-------------------------|----------------|
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Not Applicable |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Other Information

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. - Yes

Other Information

Name : Mr. Lalit Kumar Sharma
Designation : Company Secretary



for NIIT Technologies Limited

[Signature]
Company Secretary and Legal Counsel