

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **NIIT Technologies Limited**
2. Quarter ending - **March 31, 2020**

#### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Birth	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons on Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Basab Pradhan	00892181	AAUPB0143P	ID,C & NED		29-Jun-2019	29-Jun-2019	18-Jun-1965		1	1	2	0
Mr.	Ashwani Puri	00160662	AAAP P3876F	ID		07-Jul-2014	01-Apr-2019	16-Nov-1956		2	2	3	3
Ms.	Holly Jane Morris	06968557	CVNPM2787G	ID		03-Aug-2015	01-Apr-2017	09-Oct-1952		1	1	1	0
Mr.	Hari GopalaKris hnan	03289463	AIGPG 7852C	NED		17-May-2019	17-May-2019	22-Mar-1977		1	0	0	0
Mr.	Kenneth Tuck Kuen Cheong	08449253	ZZZZ 9999Z	NED		17-May-2019	17-May-2019	20-May-1968		1	0	0	0
Mr.	Kirti Ram Hariharan	01785506	AAVPH5577Q	NED		17-May-2019	17-May-2019	15-Apr-1978		1	0	1	1
Mr.	Patrick John Cordes	02599675	ZZZZ 9999Z	NED		17-May-2019	17-May-2019	28-Feb-1975		1	0	2	0
Mr.	Sudhir Singh	07080613	ABBP S3323E	ED	CEO	29-Jan-2020	29-Jan-2020	10-Aug-1971		1	0	0	0

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

#### ii. Composition of Committees

##### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	
2	Ashwani Puri	ID	Chairperson	19-Jul-2012	
3	Holly Jane Morris	ID	Member	30-Sep-2019	
4	Patrick John Cordes	NED	Member	30-Sep-2019	

Company Remarks	
Whether Permanent chairperson	Yes

**NIIT Technologies Ltd.**

Special Economic Zone, Plot No TZ-2& 2A, Sector Tech Zone, Greater Noida (UP)-201308, India. Tel: +91 120 4592 300, Fax: +91 120 4592 301 [www.niit-tech.com](http://www.niit-tech.com)

Registered office: 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019

CIN: L65993DL1992PLC048753

appointed	
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**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kirti Ram Hariharan	NED	Chairperson	29-Jun-2019	
2	Patrick John Cordes	NED	Member	29-Jun-2019	
3	Basab Pradhan	ID,C & NED	Member	01-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sudhir Singh	ED	Member	29-Jun-2019	
2	Basab Pradhan	ID,C & NED	Chairperson	29-Jun-2019	
3	Hari GopalaKrishnan	NED	Member	29-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hari GopalaKrishnan	NED	Member	29-Jun-2019	
2	Holly Jane Morris	ID	Chairperson	01-Apr-2019	
3	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	

Company Remarks	
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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
23-Oct-2019	29-Jan-2020	Yes	5	3
12-Nov-2019	04-Mar-2020	Yes	7	3
23-Dec-2019		Yes	0	0

Company Remarks	Board of Directors Passed the Circular Resolution during the relevant quarter on following dates:  1. February 21, 2020 : - To consider and approve modification in NIIT Technologies Employee Stock Option Plan 2005 - To consider and approve notice for postal ballot for approval of shareholders modification in NIIT Technologies Employee Stock Option Plan 2005
Maximum gap between any two consecutive (in number of days)	36

**iv. Meeting of Committees**

Name of the	Date(s) of meeting	Date(s) of meeting	Whether	Number of	Number of
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Committee	during of the committee in the previous quarter	of the committee in the relevant quarter	requirement of Quorum met (Yes/No)	Directors present	independent directors present
Audit Committee	23-Oct-2019	28-Jan-2020	Yes	3	3
Audit Committee	03-Dec-2019		Yes		
Nomination & Remuneration Committee	23-Oct-2019	28-Jan-2020	Yes	3	2
Stakeholders Relationship Committee	23-Oct-2019	28-Jan-2020	Yes	2	1

Company Remarks	Nomination & Remuneration Committee passed circular resolution on March 16 & March 31, 2020, for Grant of performance and tenor based stock options to the Employees of the Company and its subsidiary Companies under ESOP 2005
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	55

#### 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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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#### 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) - **Yes**
- 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** : Lalit Kumar Sharma  
**Designation** : Company Secretary & Legal Counsel



NIIT Technologies Ltd.

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.niit-tech.com
Terms and conditions of appointment of	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/	Yes		www.niit-tech.com
Criteria of making payments to non-executive	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
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.niit-tech.com
Contact information of the designated officials of	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		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to	Yes		www.niit-tech.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.niit-tech.com
Credit rating or revision in credit rating obtained	Yes		www.niit-tech.com
Separate audited financial statements of each	Yes		www.niit-tech.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.niit-tech.com
Materiality Policy as per Regulation 30	Yes		www.niit-tech.com
Dividend Distribution policy as per Regulation	Yes		www.niit-tech.com
It is certified that these contents on the website	Yes		www.niit-tech.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

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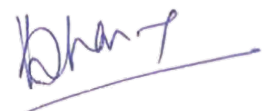
**NIIT Technologies Ltd.**

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CIN: L65993DL1992PLC048753

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	


**NIIT Technologies Ltd.**

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**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**

<b>Other Information</b>	
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**Name** : **Lalit Kumar Sharma**  
**Designation** : **Company Secretary & Compliance Officer**

