

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interests and corporate goals through the efficient conduct of its business and meeting their obligation in a manner that is guided by transparency, accountability and integrity. We consider stakeholders as partners in our success and committed to maximizing stakeholder's value, be it shareholders, employees, customers, vendors, governments, community at large. We believe following international practices, transparent disclosures and empowerment of stakeholders are as necessary as delivering solid financial results, for creating and sustaining value for shareholders and meeting expectations of customers and society.

NIIT's Corporate Governance systems provide fundamental framework to execute its business in line with business ethics. NIIT not only adheres to the prescribed Corporate Governance Practices as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations) but is also committed to sound Corporate Governance principles and practices. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs. The Company has ensured stability in a dynamic environment and in challenging times.

Securities and Exchange Board of India (SEBI) has mandated the Corporate Governance standards for listed companies through Chapter IV of Listing Regulations. The Company continued to be in compliance with the

Corporate Governance standards of said Chapter IV, as referred above.

This Section along with the Section on Management Discussion & Analysis, provides reports on the Company's compliance with Schedule V of Listing Regulations.

BOARD OF DIRECTORS

Composition of Board

Your Company is managed and guided by a professional Board comprising Executive, Non-Executive and Independent Directors. Presently the Board has seven Directors out of which four are Independent Directors, constituting more than half of the Board's total strength. The composition of the Board of Directors is in conformity with the provisions under Regulation 17 of Listing Regulations and the Companies Act, 2013 ("the Act"). The Directors are eminent persons with professional expertise and experience. The Independent Directors of the Company meet all the criteria mandated by Regulation 25 of the Listing Regulations and Section 149 of the Act. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Act, and its rules thereto. A Brief Profile of each director is available at <http://www.niit.com/india/training/about-niit/Pages/board-of-directors.aspx>.

The details of the Directors on the Board of the Company during the Financial Year 2016-17 including their attendance in Board Meetings and in the last Annual General Meeting, the number of Board and Board's Committee they are involved in as on March 31, 2017 are presented below:

Name of Director & DIN	Designation	Category	Attendance Particulars			No. of Directorships in other Companies*	No. of Memberships/ Chairpersonships in other Board's Committees**	
			No. of Board Meetings Under Tenure		Last AGM		Member	Chairperson
			Held	Attended				
Mr. Rajendra S Pawar (00042516)	Chairman	Promoter & Non-Executive Director	7	7	Yes	3	1	-
Mr. Vijay K Thadani (00042527)	Vice-Chairman and Managing Director	Promoter & Executive Director	7	7	Yes	5	4	1
Mr. P Rajendran (00042531)	Joint Managing Director	Executive Director	7	7	Yes	5	-	-
Mr. Surendra Singh (00003337)	Director	Non-Executive Independent Director	7	6	Yes	4	4	1
Mr. Sanjay Khosla (00981819)	Director	Non-Executive Independent Director	7	2	No	-	-	-
Mr. Anand Sudarshan (00827862)	Director	Non-Executive Independent Director	7	5	Yes	5	4	1
Ms. Geeta Mathur (02139552)	Director	Non-Executive Independent Director	7	7	Yes	9	9	3

* Directorships do not include private companies, companies incorporated under Section 8 of the Act (corresponding Section 25 in the Companies Act, 1956) and companies incorporated outside India.

** Board's Committees for this purpose includes only Audit committee and Stakeholders' Relationship Committee of public limited companies.

CORPORATE GOVERNANCE REPORT(Contd.)

The Board's role, functions, responsibilities and accountability are clearly defined. The Board is provided with all requisite information as required for effective discharge of its duties and informed decision, including information as required under the Listing Regulation and the Act. In addition to its primary role of monitoring corporate performance, the functions of the Board include:

- Articulating the corporate philosophy and mission;
- Formulating strategic plans;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against strategic plans including overseeing operations;
- Ensuring ethical behaviour and compliance with laws and regulations;
- Reviewing and approving borrowing/lending, investment limits and exposure limits etc;
- Keeping Shareholders informed about plans, strategies and performance; and
- Ensuring full investor satisfaction.

BOARD MEETINGS

There were Seven (7) Board Meetings held during the financial year 2016-17 (May 10, 2016, July 26, 2016, October 19, 2016, January 20, 2017, February 01, 2017, March 24, 2017 and March 29, 2017) and gap between two meetings did not exceed one hundred and twenty days.

The Company holds at least four Board Meetings in a year, with a maximum time gap of one hundred and twenty days between two meetings, to inter alia

Composition of these Committees as on March 31, 2017 are given hereunder:

Name of the Directors	Category	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
Mr. R S Pawar	Non-Executive	-	Member	-	Member
Mr. Vijay K Thadani	Executive	Member	-	Member	Member
Mr. Surendra Singh	Independent	Member	-	Chairperson	Chairperson
Mr. Anand Sudarshan	Independent	Member	Member	Member	Member
Mr. Sanjay Khosla	Independent	-	Chairperson	Member	-
Ms. Geeta Mathur	Independent	Chairperson	Member	-	-

In addition, the Board has also constituted the following Committees of the Directors for efficient and quick decision-making on the affairs of the Company:

- The Operations Committee which approves the opening/closing of bank accounts, modification in operation of bank accounts, grant of power of attorney/authorization and such other operational matters.
- The Share Allotment Committee which approves allotment, split, consolidation, dematerialisation, rematerialisation and issue of new and duplicate share certificates.
- The Debenture Allotment Committee which approves the matters related to issue and allotment of Debentures and matters related thereto.
- The Borrowing Committee which approves the borrowing upto prescribed limits on behalf of the Company.

review the Financial Results. Besides these, additional Board meetings are convened to address any specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. All Directors on the Board are free to suggest any item for inclusion in the agenda for consideration of the Board.

During the year the Board of Directors was provided with the information as mentioned in Part A of Schedule II of Listing Regulations, as applicable, for its consideration.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated under the provisions of the Act, and Listing Regulations, a separate meeting of the Independent Directors was held on January 21, 2017 to review the performance of Non- Independent Directors (including Chairman) and the Board as a whole. All the Independent Directors were present at the meeting. The Independent Directors reviewed the quality, content and timeliness of the flow of information between the Management, the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

BOARD COMMITTEES

The Board has constituted the following Committees in accordance with the applicable provisions of the Act and Listing Regulations:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Audit Committee

The Company has a qualified and Independent Audit Committee in accordance with Regulation 18 of Listing Regulations and Section 177 of the Act. More than two-third of the members of the Committee are Independent Directors and each member has rich experience in the financial sector. The Company Secretary acts as Secretary to this Committee. Statutory Auditors, Internal Auditors and Senior Management Personnel of the Company also attend the meetings by invitation. The recommendations of the Audit Committee are placed before the Board for its consideration and approval.

The terms of reference of Audit Committee are in compliance of the provisions of the Act and Listing Regulations. The Committee also oversees the vigil mechanism, as required by the provisions of the Act.

Further, the Audit Committee considers such other matters as may be referred by the Board or required under law/Listing Regulations for time being in force.

The particulars of the meetings attended by the members of the Audit Committee and the date of the meetings held during the financial year 2016-17 are given below:

Name of Members	No. of Meetings		Dates of Meetings
	Held	Attended	
Ms. Geeta Mathur	7	7	May 09, 2016 July 25, 2016
Mr. Surendra Singh	7	6	October 18, 2016 January 19, 2017
Mr. Vijay K Thadani	7	7	February 01, 2017 February 27, 2017
Mr. Anand Sudarshan	7	4	March 24, 2017

Nomination and Remuneration Committee

The Company has a duly constituted Nomination and Remuneration Committee in accordance with Regulation 19 of Listing Regulations and Section 178 of the Act. The Committee is constituted to identify persons who are qualified to become directors or who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of every director's performance. The Committee is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis.

The terms of reference of the Nomination and Remuneration Committee of the Company is in compliance of the Listing regulations and the Act.

The particulars of the meetings attended by the members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2016-17 are given below:

Name of Members	No. of Meetings		Dates of Meetings
	Held	Attended	
Mr. Sanjay Khosla	5	Nil	May 09, 2016
Mr. Rajendra S Pawar	5	5	June 16, 2016 July 25, 2016
Ms. Geeta Mathur	5	4	February 01, 2017
Mr. Anand Sudarshan	5	4	March 29, 2017

Remuneration Policy

The Nomination and Remuneration Committee has the powers to determine and recommend to the Board the amount of remuneration, including performance-linked bonus and perquisites, payable to Directors, Senior Management and other employees. The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of the guidelines, the Company ensures that the remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Act, and approved by the Shareholders.

Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing expert advice to Board. The performance evaluation of Independent Directors was done by the entire Board of Directors. The performance evaluation of Chairman and Non-Independent Directors was

carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Stakeholders' Relationship Committee

The Company has a duly constituted Stakeholders' Relationship Committee in accordance with Regulation 20 of Listing Regulations and Section 178 of the Act. The Committee was constituted to ensure that all commitments to stake holders and investors are met and thus strengthen their relationship with the Company. The functions and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- To consider and resolve the grievances of security holders of the Company.
- To review the important circulars issued by SEBI/ Stock Exchanges.
- To review changes in the shareholding pattern.
- To take note of the compliance of Corporate Governance during the quarter/year.

The particulars of the meetings attended by the members of the Stakeholders' Relationship Committee and the dates of the meetings held during the financial year 2016-17 are given below:

Name of Members	No. of Meetings		Dates of Meetings
	Held	Attended	
Mr. Surendra Singh	4	4	May 09, 2016
Mr. Vijay K Thadani	4	4	July 25, 2016
Mr. Anand Sudarshan	4	4	October 18, 2016
Mr. Sanjay Khosla	4	2	January 19, 2017

During the financial year 2016-17, the Company has received a few requests/queries/complaints from Shareholders/Investors relating to non-receipt of declared dividend/ bonus shares/Annual Report, change of bank account details, transfer of shares/ dematerialization, etc. The same were addressed and resolved to the satisfaction of the Shareholders/ Investors. The break-up of the letters received from the Shareholders/Investors are provided in Shareholders' Information section at the end of this Report. As on March 31, 2017, no request/query/complaint was pending for redressal.

Corporate Social Responsibility (CSR) Committee

In compliance with the requirement of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, the Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). Mandate

of the Committee is in compliance with the provisions of the Act and rules thereto. The CSR Policy of the Company has been formulated and recommended by the CSR Committee and approved by the Board of Directors.

REMUNERATION TO DIRECTORS

Executive Directors

Details of Remuneration paid to Executive Directors for the financial year 2016-17 are as under:

(Amount in Rs.)

Particulars	Mr. Vijay K Thadani Vice Chairman & Managing Director	Mr. P Rajendran Joint Managing Director	Total
Salary	7,224,000	5,028,000	12,252,000
Perquisites and allowances	4,776,000	6,972,000	11,748,000
Contribution to Provident Fund, Superannuation Fund or Annuity Fund	3,563,937	2,492,652	6,056,589
Performance-Linked Bonus	-	-	-
Total	15,563,937	14,492,652	30,056,589

Notes:

1. Service Contract of Executive Directors: Until cessation in service
2. Notice period: Six months unless otherwise agreed by the Board
3. Severance fee: None unless otherwise agreed by the Board

Non-Executive Independent Directors

The Non- Executive Directors play an important role in the Governance of the Company and in advising the Board in critical domains like finance, marketing, remuneration, planning and legal matters. Non-Executive Independent Directors do not have any pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, its subsidiary companies and associate companies, except the remuneration paid to Non-Executive Independent Directors. The Non-Executive Independent Directors are paid sitting fees (for attending the meetings of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee). The Company from time to time also decides to pay Commission to Non-Executive Independent Directors (based on the net profits of the Company and within the

CORPORATE GOVERNANCE REPORT (Contd.)

limits approved by the shareholders) in compliance with the applicable provisions of the Act.

Details of sitting fees paid to Non-Executive Independent Directors for the financial year 2016-17 are as under:

Name of Director	Amount in Rs.*
Mr. Surendra Singh	1,120,000
Mr. Sanjay Khosla	240,000
Mr. Anand Sudarshan	1,040,000
Ms. Geeta Mathur	1,280,000
TOTAL	3,680,000

*pertains to financial year 2016-17, however paid in financial year 2017-18.

Mr. Rajendra S Pawar holds 584,853 equity shares in the Company (including 155,000 equity shares as first holder with spouse, 427,326 equity shares as second holder with spouse and 2,527 equity shares as Karta of HUF). Mr. Sanjay Khosla holds 56,250 equity shares in the Company. No other Non-Executive Director of the Company holds any share in the Company as on March 31, 2017.

No Stock Options were granted to Non-Executive Directors under NIIT ESOP-2005 during the financial year ended March 31, 2017.

Re-appointment of Directors

In terms of Section 149 and other applicable provisions of the Act, all Independent Directors of the Company were appointed for a period of five years at the Annual General Meeting of the Company held on July 7, 2014. Further, Board has evaluated the performance of all Independent Directors of the Company and continued the term of their appointment.

As per the provisions of Section 152 of the Act, Mr. Vijay K Thadani retires by rotation at the forthcoming Annual General Meeting of the Company and relevant details are provided in the Notice to the 34th Annual General Meeting.

CODE OF CONDUCT

The Board of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website <http://www.niit.com/india/training/investors/Pages/corporate-governance.aspx>. Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year

2016-17. A declaration signed by the Chief Executive Officer to this effect is annexed to this Report.

PROGRAM FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment, through a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The terms and conditions of the appointment are also placed on the website of the Company. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates. The Company extends all support and assistance required in order to facilitate the Independent Directors to meet / interact with the Business Heads/ members of the Senior Management team as and when desired by them. Presentations are made regularly at the meetings of the Board of Directors of the Company, the Audit Committee and the Nomination & Remuneration Committee, by the Senior Management in relation to the performance of the Company, quarterly and annual results, business strategies, business outlook, various policies, review of internal audit and risk management framework, operations of the Company and its subsidiaries, Business model and strategy of the Company, amendments in applicable laws etc. The calendar of Board Meetings of the Company is scheduled in advance and appropriate notice is being served for convening Board meetings. The minutes of the meetings of various committees of the Company and minutes of Board meetings of subsidiary companies are periodically circulated to the Board. All the relevant developments relating to the Company are informed to the Board as and when deemed necessary. Detailed Familiarization Program imparted to Independent Directors is available on Company's website <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>.

CEO AND CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the Financial Statement present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this Report.

CORPORATE GOVERNANCE REPORT (Contd.)

GENERAL MEETINGS

Details of the last three Annual General Meetings (AGM) are:

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2015-16	Monday, August 01, 2016 10:00 A.M.	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074	No Special Resolution passed in the AGM
2014-15	Tuesday, September 08, 2015 10:00 A.M.	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074	No Special Resolution passed in the AGM
2013-14	Monday, July 07, 2014 10:00 A.M.	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074	<ol style="list-style-type: none"> 1. Approval for Payment of Remuneration to Mr. P Rajendran, COO & Whole-time Director of the Company for Financial Year 2013-14 2. Approval for Payment of Commission to Non-Executive Directors of the Company for financial year 2013-14 3. Approval for Payment of Remuneration to Mr. Rajendra S Pawar, Chairperson & Managing Director of the Company. 4. Approval for re-appointment of Mr. Vijay K Thadani as CEO & Whole-time Director of the Company 5. Approval for re-appointment of Mr. P Rajendran as COO & Whole-time Director of the Company.

Book closure dates:

2015-16 – July 23, 2016 to August 1, 2016 (both days inclusive)

2014-15 - August 31, 2015 to September 8, 2015 (both days inclusive)

2013-14 – June 28, 2014 to July 7, 2014 (both days inclusive)

No Extra-ordinary General Meeting was held during the last three years

POSTAL BALLOT

During the financial year 2016-17 no resolution was passed through postal ballot.

DISCLOSURES

a) Related Party Transactions

The Company's major related party transactions are generally with its subsidiary and associate companies.

The related party transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered during the financial year 2016-17 with related parties were on arms' length basis and the same are reported under notes to the financial statement.

All related party transactions are regularly/periodically reviewed and approved / ratified by the Audit Committee/ Board. For details please refer Note No.36 of the financial statement (Standalone) of the Company.

b) Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital market during the last three years. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority(ies) relating to the above.

c) Vigil Mechanism / Whistle Blower Policy

In view of the requirement of Section 177 of the Act and Regulation 22 of Listing Regulations, the Company has a Whistle Blower Policy duly approved by the Audit Committee to report the concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee. The Policy is available on the Company's website <http://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.pdf>

d) Risk Management

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Company in its Audit Committee and Board Meeting and at various levels reviews the risk and recommends the risk mitigation mechanism for business of the Company.

e) Proceeds from the public issue/right issue/preferential issues etc.

There was no fresh public issue/right issue/preferential issues etc. during the financial year 2016-17.

f) Inter-se relationship between Directors

There is no inter-se relationship between Directors of the Company.

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- g) Policy for determining 'material' subsidiaries is available on Company's website <http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20for%20determining%20Material%20Subsidiaries.pdf>.
- h) Policy on dealing with related party transactions is available on Company's website - <http://www.niit.com/authoring/Documents/Other%20Disclosures/Related%20Party%20Transactions%20Policy.pdf>
- i) Policy on Corporate Social Responsibility is available on Company's website- <http://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf>
- j) Archival Policy is available on Company's website - <http://www.niit.com/authoring/Documents/OtherDisclosures/ArchivalPolicy.pdf>
- k) Policy on determination of material/price sensitive information is available on Company's website- <http://www.niit.com/authoring/Documents/OtherDisclosures/PolicyonMaterialityofEvents.pdf>

COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS

A. Mandatory Requirements

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

B. Non-mandatory Requirements

The Company has adopted following discretionary requirements of Regulation 27 (1) of the Listing Regulations:

a) The Board:

The Non-executive Chairperson's Office is maintained at Company's expense. He is also entitled for reimbursement of any expenses incurred for performance of his duties.

b) Shareholders' Rights:

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website. The Company sends financial statement along with Directors' Report and Auditors' Report to all the shareholders every year. These are also posted on Company's website i.e. www.niit.com.

c) Modified Opinion(s) in Audit Report:

The Company has financial statement with unmodified audit opinion (for both standalone and consolidated)

for the financial year ended on March 31, 2017

d) Separate posts of Chairperson and CEO:

During the year 2016-17, the Company continued to have separate persons in the post of Chairperson and CEO.

e) Reporting of Internal Auditor:

The Internal Auditor of the Company reports to the Audit Committee.

C. Code for prevention of Insider-Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The said Code(s) lay down guidelines for fair disclosure of unpublished price sensitive information and advises the persons covered under the Code(s) on procedures to be followed and disclosures to be made, while dealing with shares of NIIT and cautioning them of the consequences of violations. The Code is available on Company's website- <http://www.niit.com/india/training/investors/pages/corporate-governance.aspx>.

D. Accounting Treatment in preparation of Financial Statement

These financial statement have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention except for assets and liabilities stated at fair values pursuant to a Scheme of Arrangement. Pursuant to the section 133 of the Act, read with the Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statement have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Act.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

E. Statutory Compliance

The Company has a system in place whereby Chief Executive Officer/Chief Financial Officer/Compliance Officer provides Compliance Certificate to the Board of Directors based on the confirmations received from business heads/ unit heads of the Company relating to compliance of various laws, rules, regulations and guidelines applicable to their areas of operation. The Company takes appropriate steps after consulting internally and if necessary, with independent legal counsels to ensure that the business operations are not in contravention of any laws. The Company takes all measures to register and protect Intellectual Property Rights including tradenames/service marks/trademarks/ patents/ copyrights, etc., belonging to the Company.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has set up an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace, consisting of the following members:

Ms. Susmita Pruthi, SusmitaP@niit.com, Presiding Officer

Ms. Rakhi Sharma, Rakhi.Sharma@niit.com, Member

Ms. Suja Ajith, SujaA@niit.com, Member

Ms. Mahima Chawla, Mahima.Chawla@niit.com, Member

Mr. Arjun Shankar, ArjunS@niit.com, Member

Mr. Deepak Bansal, Deepak.bansal@niit.com, Member

Ms. Sadhana Chopra/Ms. Gayatri Prakash, Members (nominated by Sakaar Outreach, NGO)

The ICC has not received any complaint of sexual harassment during the financial year 2016-17.

MEANS OF COMMUNICATION

a. The quarterly / half yearly / annual results during the year were published in the national English and Hindi Newspapers and displayed on the website of the Company <http://www.niit.com/investorrelations/Pages/InvestorRelations.aspx>. Official news releases, Financial Results, Consolidated news releases, Consolidated financial highlights and presentations etc. are also displayed at the Company's website.

b. During the financial year 2016-17, the Company published its financial results in the following newspapers:

Financial Results	Newspapers	Date of publication
Audited Financial Results for the quarter/year ended March 31, 2016	Financial Express (English) Jansatta (Hindi)	May 11, 2016
Unaudited Financial Results for the quarter ended June 30, 2016	Financial Express (English) Jansatta (Hindi)	July 27, 2016
Unaudited Financial Results for the quarter ended September 30, 2016	Financial Express (English) Jansatta (Hindi)	October 20, 2016
Unaudited Financial Results for the quarter ended December 31, 2016	Financial Express (English) Jansatta (Hindi)	January 21, 2017

- c. Quarterly Investor's teleconferences and press conferences were held on May 10, 2016, July 26, 2016, October 19, 2016 and January 20, 2017 for the Investors of the Company immediately after the declaration of quarterly/ annual results. All official press releases, presentations to analysts and institutional investors are also available on the Company's website. In addition to uploading the same on the website of the Company, the press releases/ presentations are sent to the Stock Exchange for dissemination.
- d. The management perspective, business review and financial highlights are part of the Annual Report.
- e. The quarterly Shareholding Patterns are also displayed on the Company's website.

SHAREHOLDERS' INFORMATION

a. Company Registration Details

The Company is registered in the National Capital Territory of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L74899DL1981PLC015865.

b. Annual General Meeting

Date : September 22, 2017

Time : 10:00 A.M.

Venue: The Ocean Pearl Retreat,
Chattarpur Mandir Road,
Satbari, New Delhi – 110 074

- c. **financial year :** April 01, 2017 to March 31, 2018
Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2017	By August 14, 2017
Financial reporting for the second quarter ending September 30, 2017	By November 14, 2017
Financial reporting for the third quarter ending December 31, 2017	By February 13, 2018
Financial reporting for the year ending March 31, 2018	By May 30, 2018
Annual General Meeting for the year ending March 31, 2018	By September 30, 2018

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d. Listing of Equity Shares

The Equity Shares of the Company are listed at the National Stock Exchange of India Limited (NSE), Mumbai and BSE Limited (BSE), Mumbai. The listing fees for the financial year 2017-18 have been paid to the Stock Exchanges.

e. Stock Code

Trading symbol on the NSE	NIITLTD
Trading symbol on the BSE (Scrip Code)	NIIT (500304)
ISIN No. of Equity Shares at NSDL/CDSL	INE 161A01038

f. Stock Market Data

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE and NSE from April 01, 2016 to March 31, 2017 and the comparison of share prices of the Company vis-à-vis the Sensex and Nifty Indices are given below:

Share price movement during the financial year April 01, 2016 to March 31, 2017

Month	BSE Limited (BSE)				National Stock Exchange (NSE)			
	Sensex	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-16	25,607	88.00	78.00	13,788	7,850	88.20	78.00	13,819
May-16	2,668	87.40	77.20	12,877	8,160	87.35	77.20	12,876
Jun-16	27,000	89.65	77.75	14,262	8,288	89.70	77.60	14,252
Jul-16	28,052	90.90	82.30	13,818	8,639	90.85	82.30	13,838
Aug-16	28,452	98.25	75.40	15,346	8,786	98.25	72.50	15,370
Sep-16	27,866	107.80	90.00	15,743	8,611	107.95	90.00	15,777
Oct-16	27,930	100.20	83.60	14,230	8,626	100.15	83.65	14,223
Nov-16	26,653	87.80	67.00	12,589	8,225	87.80	69.10	12,578
Dec-16	26,626	84.00	75.35	13,285	8,186	83.95	75.20	13,291
Jan-17	27,656	90.00	74.10	12,340	8,561	89.80	77.00	12,324
Feb-17	28,743	79.65	71.85	12,375	8,880	78.95	71.80	12,390
Mar-17	29,621	85.50	72.00	13,942	9,174	85.50	72.00	13,956

* Market capitalization at closing price of the month

Source: BSE & NSE websites.

g. Unclaimed/Unpaid Dividend

Pursuant to Section 124 and other applicable provisions of the Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"), established by the Central Government under the provisions of Section 125 of the Act. All unclaimed/unpaid dividend due for the financial year ended up to March 31, 2009 have been transferred to

the Investor Education and Protection Fund of the Central Government pursuant to Section 125 of the Act (erstwhile Section 205A of the Companies Act 1956). The details of unpaid /unclaimed dividend for past years are available on the website of the company at <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>.

The unpaid /unclaimed dividend for the financial year ending March 31, 2010 is due for transfer to IEPF pursuant to the provisions of Section 125 of the Act and no claim shall lie against the Company after the said transfer.

Further, pursuant to the provisions of Section 124 (6) of the Act read with the rules thereto any shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years or more, shall be transferred to IEPF Suspense Account. The Company has sent intimation letters in this regard and request the shareholders to claim their dividend at the earliest.

h. Unclaimed Shares

As per SEBI Circular CIR/CFD/DIL/10/2010 dated December 16, 2010 read with Clause 5A of the erstwhile Listing Agreement, the Company has opened Unclaimed Suspense Account i.e. "NIIT Limited - Unclaimed Suspense Account" with Alankit Assignments Limited and the unclaimed shares lying with the Company have been dematerialized and credited to "NIIT Limited - Unclaimed Suspense Account". The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. The status of unclaimed shares as per Regulation 39 of Listing Regulations for the year ended March 31, 2017 is as under:

S. No.	Particulars	No. of Shareholders	No. of Shares
i.	Balance in Unclaimed Suspense Account at the beginning of the year	190	129,516
ii.	Request for claim received during the year	2	1,680
iii.	Request for claim processed/completed during the year	2	1,680
iv.	Balance in Unclaimed Suspense Account at the end of the year	188	127,836

i. Nomination Facility

The Act has provided for a nomination facility to the Shareholders of the Company. The Company

CORPORATE GOVERNANCE REPORT (Contd.)

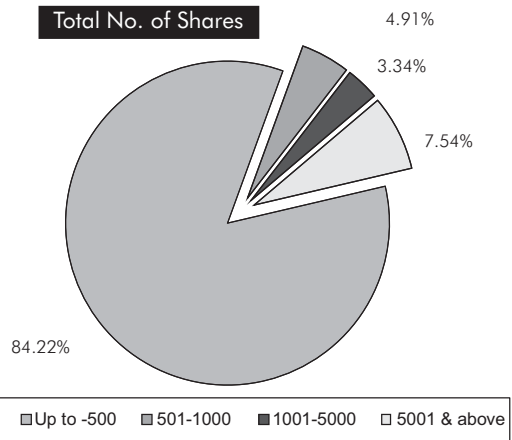
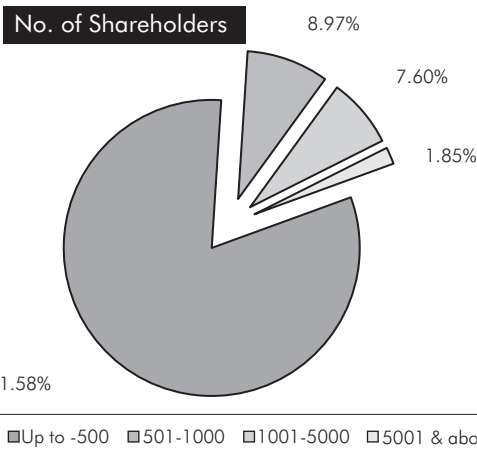
is pleased to offer the facility of nomination to shareholders, who may avail this facility by sending the duly completed form to the Registered Office of the Company/ Registrar and Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain a copy of the said form from the Registered Office of the Company or can download it from the website of the Company at <http://www.niit.com/india/training/investors/Pages/investor-services.aspx>. In case of demat holdings, the request may be submitted to the Depository Participant.

j. Compliance Certificate

Certificate obtained from the Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in Para E of Schedule V of the Listing Regulations, is annexed to this Report.

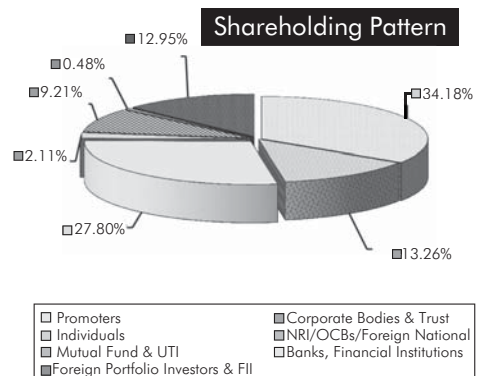
k. Details of distribution of shareholding of the equity shares of the Company, by size and ownership as on March 31, 2017, are given hereunder:

Range (No. of Equity Shares held)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to 500	62,302	81.58	8,142,364	4.91
501-1000	6,853	8.97	5,530,629	3.34
1001-5000	5,804	7.60	12,490,531	7.54
5001 & above	1,411	1.85	139,586,362	84.22
TOTAL	76,370	100.00	165,749,886	100.00



Shareholding Pattern as on March 31, 2017

Category	No. of Shares held (face value of Rs.2/- each)	% of total shareholding
Promoters' Shareholding		
Indian Promoters	56,651,935	34.18
Foreign Promoters	-	-
Total Promoters' Holding	56,651,935	34.18
Public Shareholding		
Mutual Fund and UTI	15,273,450	9.21
Banks, Financial Institutions & Insurance Companies	7,99,467	0.48
Foreign Portfolio Investors/ Foreign Institutional Investors	21,466,782	12.95
NRI/Foreign Individuals	3,495,922	2.11
Private Corporate Bodies & Trust	21,984,314	13.26
Indian Public	46,078,016	27.80
Total Public Shareholding	109,097,951	65.82
Grand Total	165,749,886	100.00



I. Details of requests/ queries / complaints received and resolved during the Financial Year 2016-17

Nature	Request/ queries received	Complaints Received	Resolved	Unresolved
	Nos.	Nos.	Nos.	Nos.
Change of address	10	-	10	-
Change of bank details	10	-	10	-
Correction in Dividend Warrants and issuance of Demand Drafts	47	-	47	-
Dividend not received	-	10	10	-
Legal Matters-Shares related	8	-	8	-
Non Receipt of Annual report	-	1	1	-
Request for Annual Report	83	-	83	-
Request for bonus shares	12	-	12	-
Request for duplicate share certificates	9	-	9	-
Request for e-voting password	9	-	9	-
Request for shareholding details	2	-	2	-
Share certificates lodged for transfer	10	-	10	-
Miscellaneous-IEPF Claim	29	-	29	-
Total	229	11	240	-

There was no request/query/complaint pending at the beginning of the year. During the Financial year, the Company resolved most of the Shareholders'/ Investors' requests/queries/complaints within 10 working days from the date of receipt. The exceptions have been for cases constrained by procedural issue/ disputes or legal impediments etc. There was no request/query/complaint pending at the end of the financial year.

m. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

As on date there are no outstanding warrants / bonds /other instruments (except Stock Options granted under NIIT ESOP-2005, the details of which are given in Board's Report) which are convertible into equity shares.

n. Commodity price risk or foreign exchange risk and hedging activities

During the financial year 2016-17 the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The

details of foreign currency exposure are disclosed in Notes Nos. 32 to 34 of the financial statement of the Company.

o. Dematerialisation of Equity Shares and Liquidity

The equity shares of the Company are compulsorily traded in dematerialised form on NSE and BSE. The Company has arrangements with both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its shares for scripless trading. As on March 31, 2017, 99.48% shares of the Company were held in dematerialised form.

p. Consolidate multiple folios

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

q. Share Transfer System

The Company has appointed a common Registrar for the physical share transfer and dematerialisation of shares. The shares lodged for physical transfer/ transmission/ transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. During the financial year under review, the Committee met 17 times. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

r. Permanent Account Number for transfer of shares in physical form

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy

CORPORATE GOVERNANCE REPORT (Contd.)

of PAN card to the Registrar of the Company for registration of such transfer of shares. Accordingly, shareholders are requested to furnish copy of PAN card for registration of transfer of shares in their name.

s. Compliance Officer

Mr. Deepak Bansal, Company Secretary is the Compliance Officer of the Company.

t. Designated exclusive email-ID:

The Company has designated an email-ID "investors@niit.com" exclusively for Shareholders and Investors to correspond with the Company.

u. Registrar for Dematerialisation and Physical Transfer of Shares

The Company has appointed a Registrar for dematerialisation (Electronic Mode) and physical transfer of shares whose detail is given below:-

Alankit Assignments Limited

Unit-NIIT Limited

Alankit Heights, 1E/13, Jhandewalan Extension,
New Delhi – 110 055.

Tel Nos. : +91 11 4254 1234, 2354 1234

Fax: +91 11 4254 1967

E-Mail: rta@alankit.com

v. Registered Office:

NIIT Limited,

8, Balaji Estate, First Floor, Guru Ravi Das Marg,
Kalkaji, New Delhi - 110 019, India

Tel Nos. : +91 11 4167 5000

Fax: +91 11 4140 7120

E-Mail: investors@niit.com

w. Address for Correspondence

The Shareholders may address their communication/ suggestions/ grievances /queries relating to the shares of the Company to:

The Company Secretary
& Compliance Officer

NIIT Limited

Investor Services

8, Balaji Estate, First Floor, Guru Ravi Das Marg,
Kalkaji, New Delhi - 110 019, India

Tel Nos. : +91 11 4167 5000

Fax: +91 11 4140 7120

E-Mail: investors@niit.com

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May 17, 2017 as a part of Board's Report.

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

A. Certificate relating to compliance with the Code of Conduct by Board Members and Senior Management Personnel pursuant to Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

This is to certify that as per Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

1. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
2. The Code of Conduct has been posted on the website of the Company.
3. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year 2016-17.

Place: Gurugram
Date : May 17, 2017

Rahul Keshav Patwardhan
Chief Executive Officer

B. Certificate by Chief Executive Officer and Chief Financial Officer pursuant to Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To,
The Board of Directors,
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi- 110019

We hereby certify that for the Financial Year 2016-17:

1. We have reviewed the financial statement and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (a) These statement do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (b) These statement together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2016-17 which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, if any, of which we are aware, in the design or operation of the internal control systems and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - Significant changes, if any, in internal control over financial reporting during this year;
 - Significant changes, if any, in accounting policies during this year and that the same have been disclosed in the notes to the financial statement; and
 - Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram
Date: May 17, 2017

Rahul Keshav Patwardhan
Chief Executive Officer

Amit Roy
Chief Financial Officer

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of NIIT Limited,

We have examined the compliance of conditions of Corporate Governance by NIIT Limited (“the Company”) for the year ended 31st March, 2017, as stipulated in the Chapter IV read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Nityanand Singh & Co.
Company Secretaries

Nityanand Singh
Proprietor
FCS No. 2668, CP No. 2388

Place: New Delhi
Date: May 17, 2017