

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 obligations in a manner that is guided by transparency, accountability and integrity. We consider stakeholders as partners in our success and are committed to maximizing stakeholder's value, be it shareholders, employees, customers, vendors, governments or the community at large. We believe that following global 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 system provides a fundamental framework to execute its business in line with business ethics. NIIT not only adheres to the prescribed Corporate Governance Practices as per the 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.

The 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 report 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 six Directors out of which three are Independent Directors, constituting 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 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 2017-18 including their attendance in Board Meetings and in the last Annual General Meeting, the number of Boards and Board's Committees they are involved in as on March 31, 2018 are presented below:

Name of Director & DIN	Designation	Category	Attendance Particulars			No. of Directorships in other Indian 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	8	8	Yes	3	1	-
Mr. Vijay K Thadani (00042527)	Vice-Chairman and Managing Director	Promoter & Executive Director	8	8	Yes	5	4	-
Mr. P Rajendran (00042531)	Joint Managing Director	Executive Director	8	7	Yes	5	-	-
Mr. Surendra Singh (00003337)	Director	Non-Executive Independent Director	8	7	Yes	4	4	-
Mr. Sanjay Khosla*** (00981819)	Director	Non-Executive Independent Director	4	-	No	-	-	-
Mr. Anand Sudarshan (00827862)	Director	Non-Executive Independent Director	8	7	Yes	4	4	1
Ms. Geeta Mathur (02139552)	Director	Non-Executive Independent Director	8	7	Yes	9	9	2

* Directorships do not include private companies, companies incorporated under Section 8 of the Act and companies incorporated outside India.

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

*** resigned as Director of the Company w.e.f. October 2, 2017

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 making, including information as required under the Listing Regulations and the Act. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter alia, 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
- Maximizing stakeholders' value.

BOARD MEETINGS

There were Eight (8) Board Meetings held during the financial year 2017-18 (April 07, 2017, May 17, 2017, July 28, 2017, August 22, 2017, October 25, 2017, January 03, 2018, January 23, 2018 and March 29, 2018) and gap between two meetings did not exceed one hundred and twenty days. The requisite quorum was present in all the meetings.

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, review the Financial Results. Besides these, additional Board Meetings are

convened as per business needs of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation, if required. 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 was provided with the all relevant information required for its consideration and conduct of business including those mentioned in Part A of Schedule II of Listing Regulations, as applicable

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the applicable provision of the Act and Listing Regulations, a separate meeting of the Independent Directors was held on March 28, 2018 to review the performance of Non-Independent Directors, 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 following Committees in accordance with the requirements of applicable provisions of the Act and Listing Regulations:

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

Details on composition of these Committees as on March 31, 2018 are given hereunder:

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

* until his resignation as Director w.e.f. October 2, 2017

** appointed as member w.e.f. October 25, 2017

*** appointed as Chairperson w.e.f. October 25, 2017

CORPORATE GOVERNANCE REPORT (Contd.)

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 allotments, splits, consolidations, dematerialisations, rematerialisations 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.

The aforesaid committees also deal with any other matter, as may be assigned by the board from time to time.

The Company Secretary acts as Secretary to these Committees.

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 and other applicable provisions thereto. More than two-third of the members of the Committee are Independent Directors and each member has rich experience in the financial sector. 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 Committee also oversees the vigil mechanism, as required by the provisions of the Act and Listing Regulations. Further, the Audit Committee considers such other matters as may be referred by the Board or required under the Act/ Listing Regulations and other applicable provisions for the time being in force.

During this year, Audit Committee was provided with the all relevant information required for its consideration and conduct of business including those mentioned in Part C of Schedule II of Listing Regulations, as applicable.

The particulars of the meetings attended by the members of the Audit Committee and the date of the meetings held during the financial year 2017-18 are given herein. The requisite quorum was present in all the meetings.

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Ms. Geeta Mathur	7	7	May 16, 2017 July 27, 2017
Mr. Surendra Singh	7	6	August 22, 2017 October 24, 2017
Mr. Vijay K Thadani	7	7	January 03, 2018 January 22, 2018
Mr. Anand Sudarshan	7	5	March 28, 2018

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 and other applicable provisions. 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 charter 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 date of the meetings held during the financial year 2017-18 are given below:

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Mr. Sanjay Khosla*	5	-	April 07, 2017 May 16, 2017
Mr. Rajendra S Pawar	6	6	June 23, 2017 July 27, 2017
Ms. Geeta Mathur	6	5	August 22, 2017 October 24, 2017
Mr. Anand Sudarshan**	6	5	
Mr. Surendra Singh***	-	-	

* resigned as Director of the Company w.e.f. October 2, 2017 and five meetings were held during his tenure

** appointed as Chairperson w.e.f. October 25, 2017

*** appointed as member w.e.f. October 25, 2017

Nomination and 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.

CORPORATE GOVERNANCE REPORT (Contd.)

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. Nomination and Remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Policy is available on the website of the Company and can be accessible through http://www.niit.com/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf.

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 the Committees and 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 date

of the meetings held during the financial year 2017-18 are given below:

Name of Members	No. of Meetings		Date of Meetings
	Held	Attended	
Mr. Surendra Singh	4	4	May 16, 2017
Mr. Vijay K Thadani	4	4	July 27, 2017
Mr. Anand Sudarshan	4	3	October 24, 2017
Mr. Sanjay Khosla*	2	-	January 22, 2018

*Resigned as Director of the Company w.e.f. October 2, 2017 and two meetings were held during his tenure.

During the financial year 2017-18, 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, 2018, no 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

Detail of remuneration paid to Executive Directors for the financial year 2017-18 is as under:

Amount in Rs.

Particulars	Vijay K Thadani (Vice-Chairman & Managing Director)	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 and provision for gratuity and leave encashment	2,277,939	1,530,903	3,808,842
Performance- Linked Bonus	-	-	-
Total	14,277,939	13,530,903	27,808,842

CORPORATE GOVERNANCE REPORT (Contd.)

Notes:

- Service Contract of Executive Directors: Until cessation in service
- Notice period: Six months unless otherwise agreed by the Board
- Severance fee: None unless otherwise agreed by the Board
- Remuneration paid is within the limits prescribed under Section 197 read with Schedule V of the Act and approved by Shareholders

Non-Executive 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 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, The Non-Executive Directors are paid sitting fees for attending the meetings of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Company may also decides to pay Commission to Non-Executive Directors from time to time (based on the net profits of the Company and within the limits approved by the shareholders) in compliance with the applicable provisions of the Act.

Detail of sitting fees paid to Non-Executive Directors for the financial year 2017-18 is as under:

Name of Director	Amount in Rs.
Mr. Rajendra S Pawar	940,000
Mr. Surendra Singh	1,280,000
Mr. Sanjay Khosla	-
Mr. Anand Sudarshan	1,280,000
Ms. Geeta Mathur	1,460,000
TOTAL	4,960,000

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). No other Non-Executive Director of the Company holds any share in the Company as on March 31, 2018.

No Stock Options were granted to Non-Executive Directors under NIIT ESOP-2005 during the financial year 2017-18.

Re-appointment of Directors

As per the provisions of Section 152 of the Act, Mr. P Rajendran, Director retires by rotation at the forthcoming Annual General Meeting of the Company, who being eligible, offers himself for re-appointment. The relevant details are provided in the Notice to the 35th Annual General Meeting.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Vijay K Thadani as Vice-Chairman & Managing Director and Mr. P Rajendran as Joint Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2019, subject to approval of shareholders. Their current term of office is upto March 31, 2019. The relevant details are provided in the Notice to the 35th Annual General Meeting. 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 its Annual General Meeting 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.

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/authoring/Documents/Corporate%20Governance/codeofconduct.pdf>.

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2017-18. 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 and Committee 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

CORPORATE GOVERNANCE REPORT (Contd.)

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/authoring/Documents/Other%20Disclosures/FAMILIARISATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS_295029.pdf

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 for the financial year 2017-18 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.

GENERAL MEETINGS

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

Financial Year	Day, Date & Time	Location	Special Resolution(s)
2016-17	Friday, September 22, 2017, 10.00 a.m	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	1.Payment of remuneration to Mr. Vijay K Thodani, Vice-Chairman and Managing Director of the Company for his remaining tenure in the event of inadequacy of profit 2.Payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company, for his remaining tenure in the event of inadequacy of profit 3.Payment of commission to Non-executive Directors of the Company.
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
2014-15	Tuesday, September 08, 2015 10:00 a.m	Satbari, New Delhi-110074	No Special Resolution passed

Book closure dates:

2017-18 – N.A.

2016-17 – N.A.

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

General Meeting convened by National Company Law Tribunal

Pursuant to the Order dated July 28, 2017 by the National Company Law Tribunal (Tribunal), the meeting of equity

shareholders of the Company was held as per details mentioned below:

Day, Date & Time	Location	Resolution passed with requisite majority
Saturday, September 16, 2017, 10.00 am	The Ocean Pearl Retreat, Chattarpur Mandir Road, Satabri, New Delhi-110074	To approve the Scheme of amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with the Company as per the provisions of Sections 230-232 and any other applicable provisions of the Act.

SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT

During the financial year 2017-18, no Special Resolution was passed through Postal Ballot.

As on date, no Special Resolution is proposed to be passed through Postal Ballot.

DISCLOSURES

a) Related Party Transactions

The Company's 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 by the Company during the financial year 2017-18 with related parties were in its ordinary course of business and on an arm's length basis. The same are reported under notes to the financial statement (Standalone).

All related party transactions are regularly/ periodically reviewed and approved / ratified by the Audit Committee/ Board. For details, please refer Note No.30 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. No penalty or stricture was imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority(ies) during the year.

On May 9, 2018, SEBI, based on the recommendations of the Committee under the chairmanship of Shri Uday Kotak to advise on issues relating to corporate governance in India, notified amendments in Listing Regulations. The amendments are effective from April 1, 2019 or such other date as specified therein. The

CORPORATE GOVERNANCE REPORT (Contd.)

Company substantially complies with the amendments notified and wherever there are new requirements, it will take necessary steps to ensure compliance by the effective date.

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.

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. Detailed note on risk & concern is provided in the Management Discussion and Analysis, forming part of Board's Report.

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 2017-18.

f) Inter-se relationship between Directors

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

g) The Following Policies are available on the Company website:

- Policy for determining 'material' subsidiaries- <http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20for%20determining%20Material%20Subsidiaries.pdf>
- Policy on dealing with related party transactions- <http://www.niit.com/authoring/Documents/Other%20Disclosures/Related%20Party%20Transactions%20Policy.pdf>
- Policy on Corporate Social Responsibility- <http://www.niit.com/authoring/Documents/Other%20Disclosures/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf>
- Archival Policy- <http://www.niit.com/authoring/Documents/Other%20Disclosures/Archival%20Policy%2023.01.2018.pdf>

- Policy on determination of material/price sensitive information-<http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20on%20Materiality%20of%20Events.pdf>
- Vigil Mechanism / Whistle Blower Policy - <http://www.niit.com/authoring/Documents/Other%20Disclosures/Whistle%20Blower%20Policy.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 full financial statement along with Board's 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, 2018

d) Separate posts of Chairperson and CEO:

During the year 2017-18, 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 (Insider trading Code). 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 Insider trading Code is available on Company's website-<http://www.niit.com/authoring/Documents/Other%20Disclosures/Code%20of%20Conduct%20to%20Regulate-%20Monitor-%20Report%20Trading%20by%20Insiders.pdf>

D. Accounting Treatment in preparation of Financial Statement

These financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standard (Ind AS) notified under Section 133 of the Act, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs (MCA).

The said financial statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Company. The transition to Ind AS has been carried out from accounting standards notified under Section 133 of the Act, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which is considered as the Previous GAAP, for purposes of Ind AS 101. Refer note 37 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Act. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in millions of Indian Rupees (Rupees or Rs.) and are rounded to the nearest Million with two decimals, except per share data and unless stated otherwise.

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. As on March 31, 2018, the Committee comprises 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. Jaya Chakravarti, jayac@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)

Employees are sensitised on regular intervals through structured training program and mailers. The ICC has not received any complaint of sexual harassment during the financial year 2017-18.

MEANS OF COMMUNICATION

- The quarterly / half yearly / annual results during the year were published in one national English and one regional Hindi Newspapers having wide circulation 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.
- During the financial year 2017-18, 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, 2017	Financial Express (English) & Jansatta (Hindi)	May 18, 2017
Unaudited Financial Results for the quarter ended June 30, 2017	Financial Express (English) & Jansatta (Hindi)	July 29, 2017
Unaudited Financial Results for the quarter ended September 30, 2017	Financial Express (English) & Jansatta (Hindi)	October 26, 2017
Unaudited Financial Results for the quarter ended December 31, 2017	Financial Express (English) & Jansatta (Hindi)	January 24, 2018

CORPORATE GOVERNANCE REPORT (Contd.)

- c. Quarterly Investor's teleconferences and press conferences were held on May 17, 2017, July 28, 2017, October 25, 2017 and January 23, 2018 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 Exchanges 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, as sent to the Stock Exchanges.

SHAREHOLDERS' INFORMATION

a. Company Registration Details

The Company's Corporate Identity Number (CIN) is L74899DL1981PLC015865.

b. Annual General Meeting

Date : September 28, 2018

Time : 10:00 a.m.

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

c. Financial Year:

April 01, 2018 to March 31, 2019

Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2018	By August 14, 2018
Financial reporting for the second quarter ending September 30, 2018	By November 14, 2018
Financial reporting for the third quarter ending December 31, 2018	By February 14, 2019
Financial reporting for the quarter/year ending March 31, 2019	By May 30, 2019
Annual General Meeting for the year ending March 31, 2019	By September 30, 2019

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 has been paid to the Stock Exchanges.

e. Stock Code

Trading symbol on NSE	NIITLTD
Trading symbol on 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 1, 2017 to March 31, 2018 and the comparison in performance of share

price of the Company vis-à-vis broad based Indices is given below:

Share price movement:

Month	BSE				NSE			
	Sensex #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)	Nifty #	High Price (Rs.)	Low Price (Rs.)	Market Cap* (Rs. Mn)
Apr-17	29918	86.15	73.80	13,314	9304	86.10	74.15	13,314
May-17	31146	94.00	78.65	14,106	9621	94.30	78.50	14,106
Jun-17	30922	94.50	84.95	14,690	9521	94.50	85.00	14,631
Jul-17	32515	104.10	85.60	16,249	10077	104.35	85.70	16,282
Aug-17	31730	99.35	83.50	15,738	9918	99.15	83.45	15,796
Sep-17	31284	118.85	95.25	16,415	9789	119.00	95.35	16,423
Oct-17	33213	113.85	93.25	17,377	10335	113.90	93.40	17,443
Nov-17	33149	107.40	92.70	16,481	10227	107.35	91.40	16,481
Dec-17	34057	111.00	89.20	17,094	10531	104.20	88.95	17,153
Jan-18	35965	119.00	99.70	17,028	11028	119.25	99.35	17,044
Feb-18	34184	106.00	89.05	15,551	10493	105.85	88.90	15,551
Mar-18	32969	101.30	84.10	16,609	10114	101.20	84.20	16,618

*Market Capitalization at closing price of the month;

month end closing.

Source: BSE/NSE Website

Performance of the Share Price of the Company in Comparison to Indices:

Stock Price/ Index	As on March 31, 2017	As on March 31, 2018	% Increases/ Decrease
NIIT Limited*	84.10	99.70	18.55
Nifty IT	10,703	12,512	16.90
Nifty 50	9,174	10,114	10.25
S&P BSE Sensex	29,621	32,969	11.30

* Closing price per share in Rs. at BSE

Source: BSE/NSE Website

g. Unclaimed/Unpaid Dividend

Pursuant to Section 124 of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the unclaimed/unpaid dividend for the Financial Year ended on March 31, 2010, has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year.

In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company has also transferred 306,758 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 31, 2017 after following the prescribed procedure. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Further, the Company shall transfer the unpaid/unclaimed dividend for financial year 2010-11, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after July 31, 2018 (as per due date for transfer). As on March 31, 2018, the amount

outstanding in unclaimed dividend account for the financial year 2010-11 is Rs.1,232,085/-.

In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account with reference to the due date of July 31, 2018. In this regard, the Company has individually informed the concerned shareholders and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>.

Members, whose shares and unclaimed dividends have been transferred to IEPF Account/IEPF, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5.

The process for claim is also available on the website of the Company and the same can be accessed through the link: <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>.

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, 2018 is as under:

S. No.	Particulars	No. of Shareholders	No. of Shares
i.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the beginning of the year	188	127,836
ii.	Number of shareholders who approached for transfer of shares from Unclaimed Suspense Account during the year	5	5,894
iii.	Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year	5	5,894
iv.	Number of shareholders whose shares were transferred to IEPF Account during the year	161	104,667
v.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the end of the year	22	17,275

i. Nomination Facility

The Act provides for a nomination facility to the shareholders of a company. The Company 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/authoring/Documents/Investors%20Form/NIIT-NF.pdf>. In case of demat holdings, the request may be submitted to the Depository Participant.

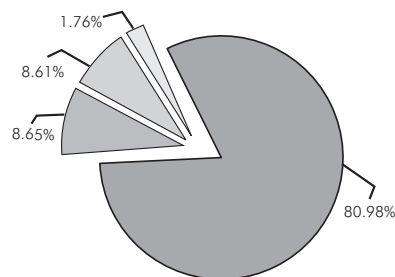
j. Compliance Certificate

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, 2018, are given hereunder:

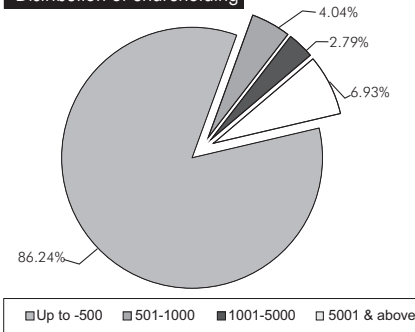
Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to -500	53970	80.98	6,722,541	4.04
501-1000	5768	8.65	4,647,112	2.79
1001-5000	5736	8.61	11,551,610	6.93
5001 & above	1171	1.76	143,672,128	86.24
TOTAL	66645	100.00	166,593,391	100.00

Distribution of Shareholders



■ Up to -500 ■ 501-1000 ■ 1001-5000 ■ 5001 & above

Distribution of Shareholding

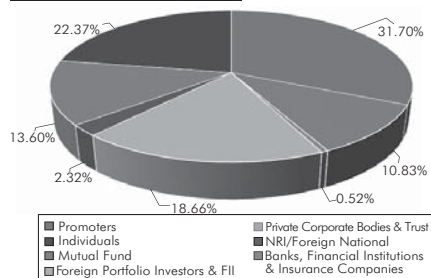


Shareholding Pattern as on March 31, 2018

Category	No. of Shares held (face value of Rs.2/- each)	% of total shareholding
Promoters' Shareholding		
Indian Promoters*	52,804,973	31.70
Foreign Promoters	-	-
Total Promoters' Holding	52,804,973	31.70
Public Shareholding		
Mutual Funds	18,034,072	10.83
Banks, Financial Institutions & Insurance Companies	866,489	0.52
Foreign Portfolio Investors & FI	31,091,300	18.66
NRI/Foreign Individuals	3,867,637	2.32
Private Corporate Bodies & Trust	22,661,771	13.60
Individuals	37,267,149	22.37
Total Public Shareholding	113,788,418	68.30
Grand Total	166,593,391	100.00

*After reclassification of one of the shareholders from the category of "Promoter/ Promoter Group" to "Public".

Shareholding Pattern



I. Details of requests/queries/complaints received and resolved during the Financial Year 2017-18:

NATURE	Request/queries received	Complaints Received	Resolved	Unresolved
Claiming shares transferred to IEPF account	9	-	9	-
Complaint received through SEBI score	-	1	1	-
Demat shareholding details requested	1	-	1	-
Legal matter, shares in legal dispute	5	-	5	-
Letter/complaint received through Stock Exchanges	2	6	8	-
List of top shareholder requested	4	-	4	-
Miscellaneous	4	1	5	-
Non receipt of bonus shares	-	1	1	-
Request filed for demat shares enquired status	1	-	1	-
Request for annual report	60	-	60	-
Request for change of address	8	-	8	-
Request for change of bank details	13	-	13	-
Request for dividend	24	-	24	-
Request for duplicate share certificates	8	-	8	-
Request for postal ballot & NCLT notice	10	-	10	-
Request for revalidation of dividend warrant	26	-	26	-
Request for shareholding details	13	-	13	-
Request for split/bonus shares	11	-	11	-
Share certificates lodged for transfer/transmission	13	-	13	-
Total	212	9	221	-

There was no request/query/complaint pending at the beginning of the year. During the financial year, the Company responded 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 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 2017-18, 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 No. 12 and 24 of the financial statement (Standalone) 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 scrip less trading. As on March 31, 2018, 99.61% shares of the Company were held in dematerialised form.

p. Consolidation of 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(PAN) 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 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 common Registrar & Share Transfer Agent (RTA) 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. 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

Registered Office: 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 its meeting held on May 16, 2018 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 2017-18.

Place: Gurugram

Date: May 16, 2018

Sapnesh K Lalla
Chief Executive Officer

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

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 2017-18:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements 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 2017-18 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 statements; 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 16, 2018

Sapnesh K Lalla

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, 2018, 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 16, 2018