

CORPORATE GOVERNANCE REPORT

Your Company believes that strong companies are built on the foundation of good governance practices. Corporate Governance encompasses the effective management of relationships among constituents of the ecosystem - shareholders, management, staff members, customers, vendors, governments, regulatory authorities and community at large. These relationships can be strengthened through corporate fairness, transparency, empowerment and compliance with the law in letter and spirit. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory needs.

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. It has always been believed that an independent Board following international practices, transparent disclosures and empowerment of stakeholders are as necessary as solid financial results

for creating and sustaining shareholder's value. Your Company is conscious of its responsibility as a good corporate citizen and is committed to a high standard of Corporate Governance practices.

At NIIT, value creation is a philosophy that is ubiquitous across the organisation. Stakeholders are the focus of Company's growth strategy. The Company has ensured stability in a dynamic environment and in challenging times.

BOARD OF DIRECTORS Composition of Board

The composition of the Board of Directors is in conformity with the stipulation laid down under Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The details of the Directors on the Board of the Company during the Financial Year 2015-16, including their attendance in Board Meetings and in the last Annual General Meeting, the number of Board and Board Committees they are involved in as on March 31, 2016 are presented below:

Name of Director & DIN	Category	No. of Board Meetings during the Financial Year 2015-16		No. of Directorships in other Indian Companies*	No. of Memberships/ Chairpersonships in other Board Committees**		Attendance in last AGM
		Held	Attended		Member	Chairperson	
Mr. Rajendra S Pawar (00042516)	Promoter & Non-Executive Director	6	6	3	1	-	Yes
Mr. Vijay K Thadani (00042527)	Promoter & Executive Director	6	6	5	3	1	Yes
Mr. P Rajendran (00042531)	Executive Director	6	6	5	-	-	Yes
Mr. Surendra Singh (00003337)	Non-Executive Independent Director	6	5	4	4	1	Yes
Mr. Sanjay Khosla (00981819)	Non-Executive Independent Director	6	3	-	-	-	No
Mr. Anand Sudarshan (00827862)	Non-Executive Independent Director	6	5	5	4	-	Yes
Ms. Geeta Mathur (02139552)	Non-Executive Independent Director	6	6	9	7	2	Yes

* Directorships do not include private companies, companies incorporated under Section 8 of the Companies Act, 2013 (corresponding Section 25 in the Companies Act, 1956) and companies incorporated outside India.

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

Notes:

- No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 and its rules thereto.
- Your Company is managed and guided by a professional Board presently comprising Seven Directors out of which four are Independent Directors, constituting more than half of the

Board's total strength. The Directors are eminent persons with considerable professional expertise and experience. The Independent Directors of the Company meet all the criteria mandated by Regulation 25 of the Listing Regulations. The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board include:

CORPORATE GOVERNANCE REPORT (Contd.)

- 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.

A brief profile and role of each Director is given below:

Mr. Rajendra S Pawar

Designation: Chairman

Profile: Mr. Rajendra S Pawar is the Chairman and Co-Founder of the NIIT Group, comprising NIIT Limited - a global leader in Skills and Talent Development and NIIT Technologies Limited - a Global IT solutions organization.

Set up in 1981, NIIT pioneered the computer education market in India, creating a completely new industry segment and taking it to consolidation and maturity. Mr. Pawar has played a leadership role in nurturing NIIT into a leading Skills and Talent Development Corporation, offering learning solutions to Individuals, Enterprises and Institutions. Spread across 40 countries, NIIT has impacted over 35 million learners since inception.

In recognition of Mr. Pawar's contribution towards changing the IT landscape of the country, the President of India awarded him the Padma Bhushan - one of the highest civilian awards given by the Government of India - in 2011.

Mr. Pawar served as a member on the Prime Minister's National Council on Skill Development (2009-2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. He has been chairing the Committee on Policy Framework for Technology Based Education, Government of India. He is a Member of Rajasthan Chief Minister's Advisory Council and Member of Andhra Pradesh State Knowledge Advisory Board.

Actively involved in India's key Chambers of Commerce, Mr. Pawar has led several ICT industry fora, including NASSCOM (National Association of Software & Service Companies) as its Chairman in 2011-12, giving voice to the sector's aspirations and goals. He is currently the Chairman of Cyber Security Task Force at NASSCOM.

At CII (Confederation of Indian Industries), he has also chaired the IT Committee and the Education Committee. He is a Fellow of the Computer Society of India and the Institution of Electronics & Telecom Engineers.

Mr. Pawar has been an ardent advocate of leveraging technology to make education accessible to the remotest corners in the country, to educate the vast population of underserved, school-aged children. His passion led to the launch of the Hole-in-the-Wall Education (HiWEL) initiative in 1999 with Dr. Sugata Mitra, Chief Scientist emeritus, NIIT. The path-breaking work done by NIIT in spreading computer literacy and improving the quality of education at grass root, through the HiWEL project has earned it the coveted - 'Digital Opportunity Award' by World Information Technology Services Alliance (WITSA) in 2008.

A member of the International Business Council of the World Economic Forum, Mr. Pawar has also been a member of the PIAC (Presidential International Advisory Council for IT) of the Government of South Africa.

Mr. Pawar led NIIT to participate in the ambitious human capacity building project for Bhutan - Chiphen Riggel - designed to help the country transition successfully into a modern Knowledge Society. The Government-assisted project was launched by the then Prime Minister of India and Bhutan on April 30, 2010 on the sidelines of the SAARC summit in Bhutan. The project in its entirety is expected to provide ICT skills to over a fifth of the population of Bhutan, to help them to become confident and empowered citizens of a connected and ICT-enabled world.

Mr. Pawar's contributions have been widely acknowledged by the industry and he has been conferred prestigious awards like - the 'IT man of the Year' by IT industry journal, Dataquest; 'Master Entrepreneur of the Year' by Ernst & Young in 1999 and the 'IT Gem of India' at INFOCOM 2013, India's largest IT & Telecom convention, by the ABP Group, to name a few.

Known for promoting industry-academia alliances, Mr. Pawar has been working closely with the country's well-known educational institutions. He is on the Board of Governors of India's premier institutions - the Indian School of Business (ISB) Hyderabad, IIM Udaipur, Member of the University Court of Delhi University and the Scindia School.

Having revolutionized the IT Training industry, Mr. Pawar is involved in shaping a new model in Higher Education, the not-for-profit NIIT University.

Mr. Pawar studied at the Scindia School, Gwalior and graduated from the country's prestigious engineering institution, IIT, Delhi in 1972 where he pursued the B. Tech programme in electrical engineering. At the

Scindia School he received the 'Madhav Award' in 1999 and the Distinguished Alumnus Award at IIT in 1995. He has also been awarded an Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005.

Roles and Responsibilities: Mr. Pawar plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business and driving the strategic HR program in the Company.

Mr. Vijay K Thadani

Designation: Vice-Chairman & Managing Director

Profile: Mr. Vijay K Thadani is the Vice Chairman & Managing Director of NIIT Limited, a leading Global Skills and Talent Development Corporation. As the co-founder of NIIT Group, he has built an organization that is recognized for its visionary role in bringing the benefits of Information Technology, both as a professional skill and as a learning tool, to the masses.

Mr. Thadani has led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries and has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT and as the Chairman of CII Northern Region in 2011- 2012. He also served as the Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India and as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad.

Mr. Thadani is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the leading center of innovation and learning in emerging areas of the Knowledge Society. He is a Founder Director on the Board of NIIT Technologies Limited, a leading SEI-CMMi Level 5 assessed IT Solutions organization, servicing customers in the USA, Europe, Japan, Asia Pacific and India. He chairs the Board of Governors of MN National Institute of Technology, Allahabad and serves on the Board of Governors of Indian Institute of Technology (IIT), Delhi. He also chairs CII's National Committee on Higher Education and serves on the Governing Council of All India Management Association (AIMA).

A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, Mr. Thadani was honored with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.

Roles and Responsibilities: As the Vice-Chairman & Managing Director of the Company, Mr. Thadani provides strategic direction and oversight to the Chief Executives and Heads of the Company's global businesses. His responsibilities include leading the Company's Strategic Alliance and Technology partnership initiatives and in

addition to oversee the Finance, Investor Relations and Corporate Communications functions. He also serves as the Chairman, Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited and NIIT Yuva Jyoti Limited.

Mr. P Rajendran

Designation: Joint Managing Director

Profile: Mr. P Rajendran, Joint Managing Director & Co-Founder of NIIT Ltd., is a member of the core team that developed and brought the organization to its present position of global standing, since its inception in 1981.

He received his degree in Electrical Engineering at Indian Institute of Technology Delhi, India in 1974 and joined KELTRON, a nascent electronic products company set up by Govt. of Kerala, where he worked for eight years. During this period he was involved in marketing, product management and sales of electronic industrial products. Later he moved into the domain of electronic automation and control of power stations.

Mr. Rajendran also serves on the Board of Management of the not-for-profit NIIT University set up in Neemrana, Rajasthan with the vision of creating the University of the future built on the foundation of Industry-linked, Technology-based, Research-driven and Seamless learning. He is also actively engaged with NIIT Foundation, which addresses the skilling and employability needs of youth from the underprivileged segments of the society.

Mr. Rajendran has been associated with the apex industry association, Confederation of Indian Industry (CII). He has chaired the CII North Region Committees on HR and Information Technology; and later on led the CII National Committee on Higher Education over three years.

Roles and Responsibilities: Mr. Rajendran leads the corporate teams engaged in Human Resources, Commercial Services, Legal Services and provides oversight for the School Learning Solutions business.

Mr. Surendra Singh

Designation: Independent Director

Profile: Mr. Surendra Singh is an IAS Officer (Retd.). He has a Masters degree in Mathematics from the University of Allahabad. He has held very senior positions in the Central and State Governments. Starting his public service in 1959, Mr. Singh has held positions like Special Secretary to the Prime Minister of India, Cabinet Secretary to the Government of India, Secretary to the Council of Ministers and Secretary, Ministry of Industry. He was an Executive Director on the Board of the World Bank, representing India, Bangladesh, Sri Lanka and Bhutan. He was Director on the Boards of the International Finance

Corporation (IFC) and the Multilateral Investment Guarantee Agency (MIGA). Mr. Singh was invited to NIIT's Board as an Independent Director in 2001.

Acknowledging his contribution in civil services, Mr. Singh has been awarded the country's prestigious civilian honour, Padma Bhushan by the President of India in 2011.

Roles and Responsibilities: Mr. Singh advises the Company on internal controls, audit systems, compensation structure and investor relations. He is the Chairperson of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and is member of Audit Committee of the Company.

Mr. Sanjay Khosla

Designation: Independent Director

Profile: Mr. Sanjay Khosla is a Senior Fellow at the Kellogg School of Management, Northwestern University, USA.

Mr. Khosla was the President of Kraft's Developing Markets and was responsible for the Company's almost US \$ 16 billion business in over 60 countries covering Asia Pacific, Latin America, Central and Eastern Europe, Middle East and Africa. This included management of the Cadbury business which was acquired by Kraft in 2010. Before joining Kraft Foods in January 2007, he was the Managing Director of Fonterra Brands, New Zealand's largest multinational Company and one of the world's biggest dairy companies. Prior to this, Mr. Khosla was Senior Vice President, Global Beverages, Unilever and Chairperson of that Company's Global Board for the beverages category. During his 27 year career with Unilever, Mr. Khosla held senior positions in India, Europe and the United Kingdom. He has also led lectures on managing international brands and business at Columbia University in New York, University of Chicago, Northwestern University and IMD in Lausanne, Switzerland.

Mr. Khosla is an alumnus of the premier IIT, Delhi and has completed an Advanced Management Program from Harvard University. In 1998, he was named as "Marketing Superstar" by the prominent marketing industry publication, "Advertising Age". Mr. Khosla was invited to NIIT's Board as an Independent Director in 2002.

Roles and Responsibilities: Mr. Khosla advises the Company on brand building, marketing strategy, remuneration policies and other matters. He is the Chairperson of Nomination and Remuneration Committee and is member of Stakeholders' Relationship Committee of the Company.

Mr. Anand Sudarshan

Designation: Independent Director

Profile: Mr. Anand Sudarshan is Founder & Director of Sylvant Advisors Private Limited. Sylvant provides advisory services to institutions, enterprises, governments & investors globally, as well as invests, incubates & accelerates early-stage companies in the EdTech sector. He is currently a Venture Advisor to TVS Capital Funds, serves on a number of boards, as well as government committees on policy advisory in education.

Till June 2012, he was Vice-Chairman & MD of Manipal Global Education (MaGE) – headquartered out of Bangalore, MaGE is the largest higher education entity out of India. Till September 2013, Mr. Sudarshan served as an Independent Non-Executive director of MaGE. Prior to MaGE, Mr. Sudarshan worked for a number of years in the Indian InfoTech industry, where he had co-founded a number of companies.

A recognized leader in the education sector, Mr. Sudarshan is a founding member of EDGE (an education sector forum and think-tank), National Chair of FICCI's Start-up & Innovation Committee, Co-Chair of FICCI Karnataka State Council and also a member of FICCI's national committees on Higher Education & School Education. He is also a trustee of Head Held High Foundation, which is transforming rural poverty through empowering low-or-no educated youth through innovative training methods.

Mr. Sudarshan holds a Bachelor of Engineering degree in Electronics and Communications Engineering from the National Institute of Technology, Trichy, India, and a PGDM from the Indian Institute of Management Calcutta, India.

Roles and Responsibilities: Mr. Sudarshan advises the Company on strategic matters. He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.

Ms. Geeta Mathur

Designation: Independent Director

Profile: Ms. Geeta Mathur, a Chartered Accountant, specializes in the area of project, corporate and structured finance, treasury, investor relations and strategic planning.

She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and

CORPORATE GOVERNANCE REPORT (Contd.)

Emaar MGF where she developed diversified expertise across Corporate Finance, Treasury, M&A, Strategy, Supply Chain, Investor Relations, Restructuring, Accounts & Audit, Corporate Governance and General Administration. Besides finance, she is equipped with strong understanding and experience in operations and commercial contracts. She has developed, reorganised, streamlined and led large national teams. She transitioned from the Corporate sector to the development sector as CFO of Helpage India, where besides successful implementation of Oracle ERP and setting up processes for budgeting and MIS was consistently awarded by the Institute of Chartered Accountants and South Asian Federation of Accountants for best presented and transparency in accounts. She is currently on boards of several large companies across sectors including Motherson Sumi Limited, IIFL Holdings Limited.

She is a graduate in Commerce from Shriram College of Commerce, Delhi University and did her articles with Pricewaterhouse while pursuing her CA.

Roles and Responsibilities: Ms. Geeta Mathur advises the Company on financial matters. She is Chairperson of the Audit Committee and member of the Nomination and Remuneration Committee of the Company.

BOARD MEETINGS

Six (6) Board Meetings were held during the Financial Year 2015-16 and gap between two meetings did not exceed one hundred and twenty days. Board Meetings were held on May 27, 2015, July 17, 2015, September 08, 2015, October 21, 2015, January 20, 2016 and March 30, 2016.

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 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, separate meeting of the Independent Directors was held on January 21, 2016 without the attendance of Non - Independent directors and members of the management.

The necessary information as mentioned in Schedule II of the Listing Regulations has been placed before the Board for their consideration. The Board and/or Committees have, inter-alia, addressed the following key items:

- Three year perspective plan & vision of the Company for global eminence;
- Annual business plan;

- Investments and/or loans made by the Company;
- Formation of subsidiary companies (including overseas subsidiary companies);
- Review of operations (including operations of subsidiary companies);
- Strategic acquisitions of companies and critical assets;
- Strategic decisions relating to new ventures;
- Statutory matters;
- Related Party Transactions;
- Review of payment of remuneration to Directors;
- New alliances;
- Review of minutes of Committee Meetings;
- Review of minutes of Board Meetings of the subsidiary companies;
- Review of foreign exchange exposures;
- Review of annual budgets, capital budgets and utilization of funds;
- Review and adoption of accounts, quarterly and annual Financial Results;
- Recruitment and remuneration of senior officers just below the Board level, including appointment of the Company Secretary;
- Materially important litigations, show cause notice, demand, prosecution and penalty notices;
- Any material default in financial obligations to and by Company or substantial non-payment for goods/services sold/rendered by Company;
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property;
- Any significant development on human resource matters;
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business;
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement; and
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Company has laid down procedures to inform the Board Members about the risk assessment and mitigation procedures.

BOARD COMMITTEES

In accordance with the various provisions of the Listing Regulations and the Companies Act, following Committees of the Board are in operation:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

CORPORATE GOVERNANCE REPORT (Contd.)

Audit Committee

In line with the statutory provisions of Listing Regulations and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. More than two-third of the members of the Committee are Independent Directors and every 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. As on March 31, 2016, the following Directors were members of the Audit Committee:

1. Ms. Geeta Mathur - Chairperson
2. Mr. Surendra Singh
3. Mr. Vijay K Thadani
4. Mr. Anand Sudarshan

Functions and Terms of Reference

The terms of reference of Audit Committee are as per the requirements of Companies Act, 2013 and Listing Regulations and includes such other functions as may be assigned to it by the Board from time to time.

The main functions of the Audit Committee, include, inter-alia:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval/Ratification of other services as may be required to be availed from auditors of the Company;
- Examination of the Financial Statements and the Auditors' Report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments, if any;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;

- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable 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 2015-16 are given below:

Name of Members	No. of Meetings during the Financial Year 2015-16		Date of Meetings
	Held	Attended	
Ms. Geeta Mathur	6	6	May 26, 2015 July 16, 2015
Mr. Surendra Singh	6	5	September 08, 2015
Mr. Vijay K Thadani	6	6	October 20, 2015 January 19, 2016
Mr. Anand Sudarshan	6	5	March 30, 2016

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company 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 Nomination and Remuneration Committee of the Company 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.

As on March 31, 2016, the following Directors were members of Nomination and Remuneration Committee:

1. Mr. Sanjay Khosla – Chairperson
2. Mr. Rajendra S Pawar
3. Ms. Geeta Mathur
4. Mr. Anand Sudarshan

Functions and Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee of the Company are as follows:

- To identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

CORPORATE GOVERNANCE REPORT (Contd.)

- To carry out evaluation of every director's performance;
- To devise a policy on diversity of Board of Directors;
- 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. The Committee while formulating the policy, shall ensure that:
 - o the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - o relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - o remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To recommend to the Board, the remuneration (including any modification therein) payable to the Managing Director or Whole-time Director or Manager of the Company;
- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable law /Listing Regulations, for time being in force.

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 2015-16 are given below:

Name of Members	No. of Meetings during the financial year 2015-16		Date of Meetings
	Held	Attended	
Mr. Sanjay Khosla	6	3	May 26, 2015
Mr. Rajendra S Pawar*	6	4	June 24, 2015
Ms. Geeta Mathur	6	6	July 17, 2015
Mr. Anand Sudarshan	6	5	October 20, 2015
Mr. Surendra Singh**	6	-	January 19, 2016 March 30, 2016

*Mr. Rajendra S Pawar was appointed as Member of the Committee w.e.f. May 27, 2015 and 5 (Five) Nomination and Remuneration Committee Meetings were held during his tenure as member of the Committee.

**Mr. Surendra Singh ceased to be the Member of the Committee w.e.f. May 27, 2015 and 1 (one) Nomination and Remuneration Committee Meeting was held during his tenure as member of the Committee.

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 Companies Act, 2013 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. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated. For details, please refer Director's Report.

Remuneration to Executive Directors

Details of Remuneration paid to Managing Director and Whole-time Directors (Executive Directors) for the Financial Year 2015-16:

(Amount in Rs.)

Particulars	Mr. Vijay K Thadani	Mr. P Rajendran	Total
Salary	7,224,000	5,028,000	12,252,000
Perquisites and allowances	4,828,426	9,464,739	14,293,165
Contribution to Provident Fund, Superannuation Fund or Annuity Fund	3,568,132	2,438,148	6,006,280
Performance- Linked Bonus	-	-	-
Total*	15,620,558	16,930,887	32,551,445

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
4. *The Salary details includes the following arrear salary pertaining to Financial Year 2014-15 however paid during the Financial Year 2015-16:

Mr. Vijay K Thadani -	Rs.52,426/-
Mr. P Rajendran -	Rs.2,492,739/-

Remuneration to 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 annual commission to Non-Executive Independent Directors (based on the net profits of the Company and within the limits approved by the Shareholders) in compliance with the applicable provisions of Companies Act, 2013.

Following remuneration has been paid to Non- Executive Independent Directors for the Financial Year 2015-16 as determined by the Board:

Name of Director	Amount of sitting fees paid* (Rs.)
Mr. Surendra Singh	920,000
Mr. Sanjay Khosla	440,000
Mr. Anand Sudarshan	1,120,000
Ms. Geeta Mathur	1,200,000
TOTAL	3,680,000

*pertains to 2015-16, however paid in the Financial Year 2016-17.

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 2527 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, 2016.

No Stock Options were granted to Non-Executive Directors under ESOP-2005 during the Financial Year ended March 31, 2016.

Disclosures regarding re-appointment of Directors

The names and details of the Directors who are being reappointed are provided in the Notice to the 33rd Annual General Meeting.

Details of options granted under NIIT Employee Stock Option Scheme

The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The

Company grants stock options in pursuit of these goals to eligible employees.

The details of the options granted under 'NIIT Employee Stock Option Scheme, 2005' (ESOP-2005) are provided in the Directors' Report.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted to ensure that all commitment to security holders and investors are met and thus strengthen their relationship with the Company.

As on March 31, 2016, the following Directors were members of Stakeholders' Relationship Committee:

1. Mr. Surendra Singh - Chairperson
2. Mr. Vijay K Thadani
3. Mr. Sanjay Khosla
4. Mr. Anand Sudarshan

Functions and Terms of Reference

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 2015-16 are given below:

Name of Members	No. of Meetings during the Financial Year 2015-16		Date of Meetings
	Held	Attended	
Mr. Surendra Singh	4	3	May 27, 2015
Mr. Vijay K Thadani	4	4	July 16, 2015
Mr. P Rajendran*	4	1	October 20, 2015
Mr. Anand Sudarshan	4	3	January 19, 2016
Mr. Sanjay Khosla**	4	2	

*Mr. P Rajendran ceased to be the Member of the Committee w.e.f. May 27, 2015 and 1 (one) Stakeholders' Relationship Committee Meeting was held during his tenure as member of the Committee.

**Mr. Sanjay Khosla was appointed as Member of the Committee w.e.f. May 27, 2015 and 3 (three) Stakeholders' Relationship Committee Meetings were held during his tenure as member of the Committee.

CORPORATE GOVERNANCE REPORT (Contd.)

Mr. Mukesh Kumar was the Company Secretary and Compliance Officer of the Company till December 02, 2015. Post his resignation, Ms. Sakshi Sardana was appointed as Interim Compliance Officer pursuant to Listing Regulations till May 10, 2016. After the end of Financial Year, Ms. Arpita B Malhotra has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. May 10, 2016.

During the Financial Year 2015-16, the Company has received requests/queries/complaints from various 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, 2016, no request/query/complaint was pending for redressal.

Other Committees of the Board of Directors

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

- a) The Operations Committee which approves the opening/closing of bank accounts, modification in operation of bank accounts, grant of power of attorney/authorisation and such other operational matters.
- b) The Share Allotment Committee, which approves allotment, split, consolidation, rematerialisation and issue of new and duplicate share certificates.
- c) The Debenture Allotment Committee which approves the matters related to issue and allotment of Debentures and matters related thereto.
- d) The Borrowing Committee which approves the borrowing upto prescribed limit on behalf of the Company.
- e) The Corporate Social Responsibility (CSR) Committee which is entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company. The CSR committee reviews the plans and activities to be undertaken by the Company, monitoring the implementation of the framework of the policy and recommending the amount to be spent on CSR activities.

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 2015-16. A declaration signed by the Chief Executive Officer to this effect is annexed to this Report.

FAMILIARISATION 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. 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 minutes of the meetings of various committees 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 Familiarisation 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 Statements 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.

SUBSIDIARY COMPANIES

Regulation 16(1)(c) of the Listing Regulations defines a "material subsidiary" as subsidiary company whose income or net worth exceeds 20 percent of the

CORPORATE GOVERNANCE REPORT (Contd.)

consolidated income or net worth respectively, of the listed holding company and its subsidiary companies in the immediately preceding accounting year. The Policy for determining material subsidiaries is available on the Company's website at the below link: <http://www.niit.com/authoring/Documents/Other%20Disclosures/Policy%20for%20determining%20Material%20Subsidiaries.pdf>.

GENERAL MEETINGS

Details of the last three Annual General Meetings (AGM) and the Special Resolutions passed are given below:

Financial Year	Date & Time	Location	Special Resolution(s)
2014-15	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	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.
2012-13	July 01, 2013 10:00 A.M.	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074	No Special Resolution passed in the AGM

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

Postal Ballot

A) The Company had issued Postal Ballot Notice dated February 10, 2016 for obtaining the approval of the members by Special Resolution for the following matter:

- To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan. The result was announced on March 25, 2016. Summary of the Voting Pattern is as under:

Voting	No. of Equity Shares	% of total valid votes
Votes cast in favour of the Resolution	86,915,394	99.94%
Votes cast against the Resolution	54,576	0.06%
TOTAL	86,969,970	100.00%

Procedure followed for Postal Ballot

Postal Ballot process was carried out in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014. The Company had appointed Mr. Nityanand Singh, a Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Postal Ballot Notice along with form were dispatched to the members holding shares as on cut-off date fixed for the purpose, through Registered Post and through e-mail to all the shareholders whose e-mail IDs were registered with the Depository Participants. The members were required to send the duly completed and signed postal ballot form to the scrutinizer on or before the closure of the last date fixed for receipt of the same. Pursuant to the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility to its Members to exercise their votes electronically. The Scrutinizer submitted his report to the Chairperson of the Company on the basis of which the results were announced.

- None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing of resolution 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

CORPORATE GOVERNANCE REPORT (Contd.)

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 2015-16 with Related Parties were on arms' length basis and the same are reported under Notes to the Financial Statements.

All Related Party Transactions are regularly/periodically ratified and/or approved by the Board/Audit Committee. For details please refer Note No. 36 of the Annual Financial Statements (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) Whistle Blower Policy

The Audit Committee approved whistle blower policy in its meeting held on May 20, 2014. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

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 2015-16.

f) Remuneration of Non- Executive Directors

The Company has defined its criteria of making payment of remuneration to its Non-Executive Directors. The details are stated in the section 'Remuneration Policy' of the Report.

g) Management Discussion and Analysis

There is a separate part on Management Discussion and Analysis in the Annual Report.

h) Inter-se relationship between directors

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

i) Policy for determining 'material' subsidiaries

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>.

j) Policy on dealing with related party transactions

Policy on dealing with related party transactions is available on Company's website - <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>

k) Archival Policy

Archival Policy of the Company is available on Company's website - <http://www.niit.com/authoring/Documents/OtherDisclosures/ArchivalPolicy.pdf>

l) Policy on determination of material/price sensitive information

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 applicable mandatory requirements 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

CORPORATE GOVERNANCE REPORT (Contd.)

published in widely circulated dailies and also displayed on Company's website. The Company sends Financial Statements 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 a regime of Financial Statements with unmodified audit opinion (for both standalone and consolidated) for the Financial Year ended on March 31, 2016.

d) Separate posts of Chairperson and CEO:

During the year 2015-16, the Company continued to have separate persons in the post of Chairperson and CEO.

e) Reporting of Internal Auditor:

The internal auditor 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 Statements

The Financial Statements 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 Scheme of Arrangement (Refer Note 30) on accrual basis. Pursuant to the section 133 of the Companies Act, 2013, read with the rule 7 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 statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

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 Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization 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 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/servicemarks/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. Kirti Seth, Kirti.Seth@niit.com, Presiding Officer
- Ms. Rakhi Sharma, Rakhi.Sharma@niit.com, Member
- Ms. Suja Ajith, SujaA@niit.com, Member
- Mr. Ganesh Krishnamurthy, Gani@niit.com, Member
- Mr. Shivan Bhargava, Shivan.Bhargava@niit.com, Member
- Mr. Pankaj Mamtani, Pankaj.Mamtani@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 2015 -16.

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,

CORPORATE GOVERNANCE REPORT (Contd.)

Consolidated news releases, Consolidated financial highlights and presentations etc. are also displayed at the Company's website.

- b. During the Financial Year 2015-16, 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, 2015	Financial Express (English) Jansatta (Hindi)	May 28, 2015 Updated Results published on July 18, 2015
Unaudited Financial Results for the quarter ended June 30, 2015	Financial Express (English) Jansatta (Hindi)	July 18, 2015
Unaudited Financial Results for the quarter ended September 30, 2015	Financial Express (English) Jansatta (Hindi)	October 22, 2015
Unaudited Financial Results for the quarter ended December 31, 2015	Financial Express (English) Jansatta (Hindi)	January 21, 2016

- c. Quarterly Investor's teleconferences and press conferences were held on May 27, 2015, July 17, 2015, October 21, 2015 and January 20, 2016 for the Investors of the Company immediately after the declaration of quarterly/ annual results. In addition, an Annual Investor Meet (for institutional investors) was also organized in Mumbai on May 28, 2015.

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 Pattern is 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 : Monday, August 01, 2016

Time : 10:00 A.M.

Venue: Mapple Exotica, Khasra No. 123
Chattarpur Mandir Road, Satbari,
New Delhi-110 074

Book Closure Dates: July 23, 2016 to August 01, 2016 (both days inclusive)

- c. **Financial Year : April 1 to March 31**
Financial Calendar (tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2016	By August 14, 2016
Financial reporting for the second quarter ending September 30, 2016	By November 14, 2016
Financial reporting for the third quarter ending December 31, 2016	By February 13, 2017
Financial reporting for the year ending March 31, 2017	By May 30, 2017
Annual General Meeting for the year ending March 31, 2017	By September 30, 2017

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 2016-17 have been paid to the Stock Exchanges.

e. Stock Code

Trading symbol on the NSE	NIITLD
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, 2015 to March 31, 2016 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 year April 01, 2015 to March 31, 2016

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-15	27011	42.45	35.70	5,930	8182	42.50	35.80	5,946
May-15	27828	43.10	35.95	6,409	8434	43.15	35.90	6,433
Jun-15	27781	43.85	36.45	6,805	8369	43.75	36.35	6,822
Jul-15	28115	86.35	41.50	13,470	8533	86.40	41.40	13,461
Aug-15	26283	83.70	67.50	11,868	7971	83.60	67.60	11,876
Sep-15	26155	74.95	64.25	12,132	7949	75.00	64.85	12,140
Oct-15	26657	104.75	73.20	15,488	8066	104.90	73.20	15,488
Nov-15	26146	100.40	84.60	16,352	7935	100.45	84.65	16,377
Dec-15	26118	107.40	88.05	16,394	7946	107.40	88.10	16,385
Jan-16	24871	100.85	72.35	14,152	7564	100.90	72.25	14,152
Feb-16	23002	87.50	67.55	11,626	6987	87.40	67.40	11,635
Mar-16	25342	85.80	70.65	13,033	7738	85.70	70.50	13,066

* Market capitalization at closing price of the month

Source: BSE & NSE websites.

CORPORATE GOVERNANCE REPORT (Contd.)

g. Unclaimed/Unpaid Dividend

All unclaimed/unpaid dividend due for the Financial Year ended up to March 31, 2008 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956.

The Shareholders are requested to apply for revalidation/issue of demand drafts for the dividend for the Financial Year ending March 31, 2009 on or before August 26, 2016 after which any unpaid dividend amount for the Financial Year 2008-2009 will be transferred to Investors Education and Protection Fund (IEPF) by the Company and no claim shall lie against the Company or IEPF after the said transfer.

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 details of unclaimed shares of the Company for the year ended March 31, 2016 as per Regulation 39 of Listing Regulations, are 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	191	130,356
ii.	Number of shareholders who approached for transfer of shares from Unclaimed Suspense Account during the year	1	840
iii.	Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year	1	840
iv.	Aggregate number of shareholders and the outstanding shares lying in Unclaimed Suspense Account at the end of the year	190	129,516

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

i. Nomination Facility

The Companies Act, 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to Shareholders and Shareholders 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 Practicing 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.

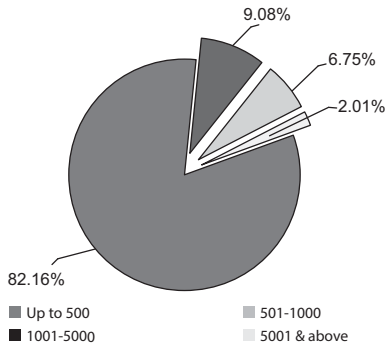
k. Details of last three Annual General Meetings and Book Closure dates:

Annual General Meeting	Date when held	Book Closure (both days inclusive)
32 nd AGM	Tuesday, September 08, 2015	Monday, August 31, 2015 to Tuesday, September 08, 2015
31 st AGM	Monday, July 07, 2014	Saturday, June 28, 2014 to Monday, July 07, 2014
30 th AGM	Monday, July 01, 2013	Saturday, June 22, 2013 to Monday, July 01, 2013

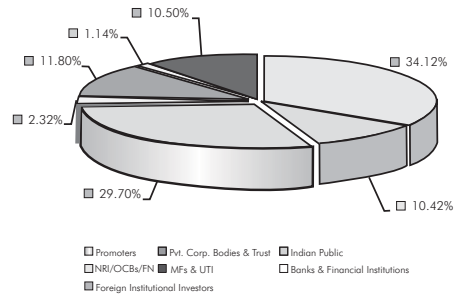
l. Shareholding Distribution as on March 31, 2016

Range (No. of Shares)	No. of Shareholders	% to Total Shareholders	Total No. of Shares	% to Total Shares
Up to 500	64,044	82.16	8,494,967	5.13
501-1000	7082	9.08	5,737,693	3.47
1001-5000	5259	6.75	12,351,037	7.46
5001 & above	1569	2.01	138,917,536	83.94
TOTAL	77,954	100.00	165,501,233	100.00

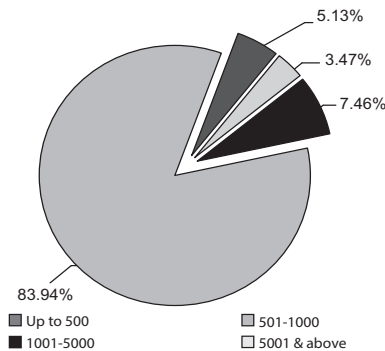
No. of Shareholders



Shareholding Pattern



Total No. of Shares



Shareholding Pattern as on March 31, 2016

Category	No. of Shares held (face value of Rs.2/- each)	% of total shareholding
Promoters' Shareholding		
Indian Promoters	56,473,335	34.12
Foreign Promoters	-	-
Total Promoters' Holding	56,473,335	34.12
Public Shareholding		
Mutual Fund and UTI	19,534,807	11.80
Banks, Financial Institutions & Insurance Companies	1,883,399	1.14
Foreign Portfolio Investors/ Foreign Institutional Investors	17,385,860	10.50
NRI/Foreign Individuals	3,845,072	2.32
Private Corporate Bodies & Trust	17,240,096	10.42
Indian Public	49,138,664	29.70
Total Public Shareholding	109,027,898	65.88
Grand Total	165,501,233	100.00

m. Details of requests/ queries / complaints received and resolved during the Financial Year 2015-16:

Nature	Request/ queries received	Complaints Received	Resolved	Unresolved
	Nos.	Nos.	Nos.	Nos.
Change of address	17	-	17	-
Change of bank details	5	-	5	-
Correction in Dividend Warrants and issuance of Demand Drafts	49	-	49	-
Dividend not received	-	23	23	-
Legal Matters relating to shares	3	-	3	-
Request for Annual Report	67	-	67	-
Request for bonus shares	9	-	9	-
Request for duplicate share certificates	5	-	5	-
Request for nomination registration	4	-	4	-
Request for shareholding details	3	-	3	-
Share certificates lodged for transfer	8	-	8	-
Miscellaneous	4	-	4	-
Total	174	23	197	-

There was no request/query/complaint pending at the beginning of the year. During the Financial Year, the Company attended 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.

n. 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 Directors' Report) which are convertible into equity shares.

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

During the Financial Year 2015-16, the Company

CORPORATE GOVERNANCE REPORT (Contd.)

had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Notes Nos. 31 to 34 of the Annual Financial Statements of the Company.

p. Dematerialisation of Shares and Liquidity

The Shares of the Company are compulsorily traded in dematerialised form. 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, 2016, 99.45% shares of the Company were held in a dematerialised form.

q. Consolidate multiple folios

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

r. Liquidity of Shares

The shares of the Company are traded electronically on the NSE and BSE.

s. 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 14 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.

t. 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 of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to furnish copy of PAN card to the

Company's RTA for registration of transfer of shares in their name.

u. Compliance Officer

Ms. Arpita B Malhotra, Company Secretary is the Compliance Officer of the Company w.e.f. May 10, 2016.

v. Designated exclusive email-ID :

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

w. 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

x. 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

y. Address for Correspondence

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

The Compliance Officer

NIIT Limited

Investors 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 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.

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May 10, 2016 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 year 2015-16.

Place: New Delhi
Date : May 10, 2016

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- 110 019

We hereby certify that for the Financial Year 2015-16:

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 year 2015-16 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: New Delhi

Rahul Keshav Patwardhan

Rohit Kumar Gupta

Date: May 10, 2016

Chief Executive Officer

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, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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 Statements 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 provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

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

Place: New Delhi

Date: May 10, 2016

FCS No. 2668 CP No. 2388