

CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]

A. Preface:

In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations"), the Board of Directors of the Company, M/s NIIT Limited have formulated a Code of Conduct to be known as "**NIIT's Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information**" (hereinafter referred as "Code for fair disclosure of UPSI" or "Code").

The Board of Directors of NIIT Limited ("**Company**") has adopted this Policy in its meeting held on March 29, 2019, based on the recommendations of Audit Committee, effective from April 1, 2019. Thereafter this Policy was amended on May 24, 2023 to align with amended Regulations.

This Policy comes into effect w.e.f. May 24, 2023.

B. Objects of the Code:

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

C. DEFINITIONS/ TERMS USED:

- a. "**Act**" means the Securities and Exchange Board of India Act, 1992.
- b. "**Board**" means the Board of Directors of the Company.
- c. "**Code**" or "**Code for fair disclosure of UPSI**" shall mean the NIIT's Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information as amended from time to time.
- d. "**Company or NIIT**" means NIIT Limited.
- e. "**Compliance Officer**" means company secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company.

D. Chief Investor Relations Officer (CIRO):

The Head Investor Relations shall act as the Chief Investor Relations Officer (CIRO) for the purpose of this Code, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

In the temporary absence of CIRO for any reason whatsoever, the Chief Financial Officer (CFO)/Chief Executive Officer (CEO) shall nominate any other official to be responsible for discharge of duties and responsibilities under this Code.

CIRO shall ensure that all communications of unpublished price sensitive information are made to Stock Exchanges, after being approved by MD/CEO/CFO or any other authorized official authorized by the Board and such information is communicated through Compliance officer/Key Managerial Personnel (KMP).

E. Procedure involved in complying with the principles of fair disclosure of information:

S.No.	Principle	Procedure
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1.	<p>Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.</p>	<p>In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company shall follow the below- mentioned procedure:</p> <ul style="list-style-type: none"> (a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (b) Intimates the outcome of the said Board Meeting within, stipulated time periods; (c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
2.	<p>Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure</p>	<p>To ensure that the unpublished price sensitive information is not selectively disclosed, the Company generally, in compliance with the provisions of applicable statutes, shall follow the following procedure & practices:</p> <ul style="list-style-type: none"> (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) Publicize the said information in the Newspapers, where deems fit; (iii) Uploading the said information on the Official Website under Investors' Section as early as possible or as is stipulated under various Statutes. (iv) In any other manner as may be decided to facilitate uniform and universal dissemination.

3.	<p>Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.</p>	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company shall (i) intimate the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Media/Newspapers.</p>
4.	<p>Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities</p>	<p>The Chief Investor Relations Officer ensures appropriate and fair responses are provided to queries on news reports and requests for verification of information / market rumors by Regulatory Authorities.</p> <p>The Employees of the Company shall not respond under any circumstances to enquires from the Stock Exchanges, the media or others unless authorised to do so by CIRO or by CEO/CFO of the Company.</p>
5.	<p>Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information</p>	<p>The Chief Investor Relations Officer/ respective Departmental Heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any analysts and research personnel, except on a need to know basis and in line with any other applicable codes, policies and procedures, including specifically, this Code and the Code on Prevention of Insider Trading.</p>

6.	Developing best practices to make transcripts or record of proceedings of meetings with analysts and other investor relation conferences on the official website to ensure official confirmation and documentation of disclosures made	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the Official Website of the Company, where deems appropriate / necessary.
7.	Handling of all unpublished price sensitive information on a need-to-know basis.	Due procedures as prescribed in "NIIT CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS" shall be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, only to those who need such information to discharge their duties.

F. Sharing of UPSI for legitimate purpose:

The UPSI may be shared by any insider only in furtherance of legitimate purpose(s) which shall include the following;

- i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- iii) Sharing of UPSI for discharge of legal obligation(s)
- iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the MD/CEO/CFO/CIRO/Compliance Officer of the Company.
- v) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.
- vi) Sharing of UPSI on need to know basis as per NLSL PIT Code.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations. However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

Issue of Notice to the recipient of UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons to this code;

- (i) To make aware such person that the information shared is or would be UPSI.

(ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.

(iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Maintenance of Structured Digital Database of UPSI

The Compliance Officer shall be responsible to maintain a structured digital database of such persons or entities as the case may be, who is sharing the information and with whom information is shared under this regulation, which shall contain the following information;

- I. Nature of unpublished price sensitive information
- II. Name of such sender and recipient of UPSI;
- III. Name of the Organization or entity to whom the recipient represent
- IV. Postal Address and E-mail ID of such recipient
- V. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available, of sender and recipient.

The Compliance Officer shall also be responsible to ensure that such databases shall be maintained in-house with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

Amendment

The Board of Directors of the Company, in compliance with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In case, the Code differ from any law, rules, regulations etc. for the time being in force, the law, rule, regulation etc. shall supersede the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.