

ANNEXURE L

Format of Compliance Report on Corporate Governance

Name of the Company: NIIT Limited

Date: 02.09.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	Sub Clause (ii) Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
(F) Management	49 (IV F)	Yes	Sub Clause (i) Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Sub Clause (i) Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
V. CEO/CFO Certification	49 (V)	Yes	Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Sub Clause (i) Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.
VII. Compliance	49 (VII)	Yes	Complied with in the Annual Report for financial year 2013-14. For the financial year 2014-15, the same shall be complied in the next Annual Report.

For NIIT Limited



Rajesh Arora
Company Secretary