

June 12, 2020

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2020

Dear Sir/Madam,

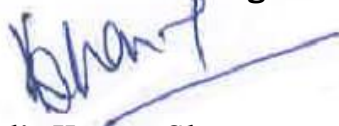
With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended March 31, 2020, issued by Ranjeet Pandey & Associates., Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For **NIIT Technologies Limited**



Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

RANJEET PANDEY & ASSOCIATES

Company Secretaries

Secretarial Compliance Report of NIIT Technologies Limited for the year ended on 31st day of March, 2020

We, Ranjeet Pandey & Associates, a firm of practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by NIIT Technologies Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as "Stock Exchanges")
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st day of March, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No . | Compliance Requirement (Regulations / circulars / guideline including specific clause | Deviations | Observations/Remarks of the Practicing Company Secretary |
|----------|---|---|--|
| 1. | <p>NSE Clarification (Ref No. NSE/CML/2019/11) dated April 2, 2019 read with Clause 4 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015:</p> <p>The trading restriction period is required to commence not later than end of every quarter till 48 hours after the declaration of results</p> | <p>The trading window for the adoption of audited financial statements for the quarter and financial year ended on 31st March, 2019 was closed by the Company w.e.f. 5th April, 2019.</p> | <p>In terms of the NSE Clarification (Ref No. NSE/CML/2019/11) dated April 2, 2019 read with Clause 4 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the trading restriction period is required to commence not later than end of every quarter till 48 hours after the declaration of results. However, the trading window for the adoption of audited financial statements for the quarter and financial year ended on 31st March, 2019 was closed by the Company w.e.f. 5th April, 2019.</p> |
| 2. | <p>Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p>Two-thirds of the members of audit committee shall be independent directors.</p> | <p>Two-thirds of the members of audit committee was not independent directors</p> | <p>The Company re-constituted its Audit Committee in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on October 30, 2019 by way of passing circular resolution.</p> |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The listed entity is in the process of complying with the provisions of Clause 6(A) and 6(B) of the circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India.

- d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action Taken By | Details of Violation | Details of action taken e.g. fines, warning letter, debarment etc. | Observations/ remarks of the Practicing Company Secretary, if any |
|---------|-----------------|--|--|---|
| 1. | Stock Exchanges | Two-thirds of the members of audit committee was not independent directors in terms of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Fine | The listed entity has paid the fine levied by the Stock Exchange. |

- e) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|---|---|--|--|
| 1 | During the course of Audit, it was found that intimation to BSE Limited, in respect of loss of share certificate and issuance of duplicate share certificate in one of the instance, was duly made within prescribed timelines. | 2019 | The listed entity has duly complied with the provisions of Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period under review. | Complied |

| | | | | |
|----|--|--|--|--|
| 1. | Further, it was found that intimation on the NEAPS portal was duly drafted and saved for submission to National Stock Exchange of India Limited (NSE) in respect of above event and the same was appearing as draft on NEAPS portal, however as explained by the Company, the same could not be submitted with NSE due to technical error. | | | |
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|--|--|
| <p>Place: New Delhi Date: 11/06/2020</p> | <p style="text-align: right;">FOR RANJEET PANDEY & ASSOCIATES COMPANY SECRETARIES</p> <p style="text-align: right;">CS RANJEET PANDEY FCS- 5922, CP NO.- 6087 UDIN: - F005922B000336087</p> |
|--|--|