

**Secretarial Compliance Report of M/s. NIIT Limited  
for the year ended 31<sup>st</sup> March, 2019**

We, Nityanand Singh and Co. have examined:

- (a) all the documents and records made available to us and explanation provided by NIIT Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the 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 on 31<sup>st</sup> March, 2019 ("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, to the extent applicable to the Company, 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 (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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/ Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	Not Applicable	Not Applicable	Not Applicable

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) 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 Violations	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/Remarks of the Practicing Company Secretary
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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



Sr.No.	Observations of the PCS 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 PCS on the Action taken by the listed entity
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Place: New Delhi  
Date: 14/05/2019

For Nityanand Singh & Co.,  
Company Secretaries



Nityanand Singh (Prop.)  
FCS No.: 2668  
C.P. No.: 2388