

May 15, 2015

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

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

**Sub.: Code of Fair Disclosure of Unpublished Price Sensitive Information**

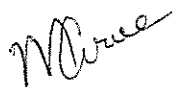
Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 the Board of Directors at its meeting held on May 05, 2015 formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ('Code of Fair Disclosure') of the Company. The Code is enclosed herewith for your records.

Further, the Board has also formulated and adopted "Code of Conduct for Prohibition of Insider Trading" ('Code of Conduct') of the Company as prescribed under Regulation 9 of the said Regulations.

The same has been uploaded on the website of the Company.

This is for your information & records.

For **NIIT Technologies Limited**



**Monika Arora**  
**Company Secretary**

Encl: As above

**CODE 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**OF UNPUBLISHED PRICE SENSITIVE INFORMATION**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In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the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 Technologies Limited have formulated a Code of Conduct to be known as **“NIIT’s Code of Conduct for fair disclosure of unpublished price sensitive information”** (hereinafter referred as “Code for fair disclosure of UPSI” or “Code”).

**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- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;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. Chief Investor Relations Officer (CIRO):**

The Head of 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 CEO/CFO or any other authorized official authorized by the Board and such information is communicated through Compliance officer/Key Managerial Personnel (KMP).

**D. Procedural Aspects involved in complying with the principles of fair disclosure of information:**

S.No.	Principle	Procedure
1.	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.	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 generally follows the below-mentioned procedure: <ul style="list-style-type: none"> <li>(a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered;</li> <li>(b) Intimates the outcome of the said Board Meeting within, stipulated time periods;</li> <li>(c) Updates the Stock Exchange(s) about the current happenings in</li> </ul>

		<p>respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.</p>
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 evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure &amp; practices:</p> <ul style="list-style-type: none"> <li>(i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period;</li> <li>(ii) Publicize the said information in the Newspapers, where deems fit;</li> <li>(iii) Uploading the said information on the Official Website under Investors' Section as early as possible or as is stipulated under various Statutes.</li> <li>(iv) In any other manner as may be decided to facilitate uniform and universal dissemination.</li> </ul>
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 (i) intimates 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 Newspapers/Media.</p>

4.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities	The Chief Investor Relations Officer, in consultation with CEO/CFO, shall ensure appropriate and fair responses are provided to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
5.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	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 or agencies, 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.
6.	Developing best practices to make transcripts or record of proceedings of meetings with analysts on the official website	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’s CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING” would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.