

**May 30, 2019**

The Secretary  
**BSE 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.

Dear Sir,

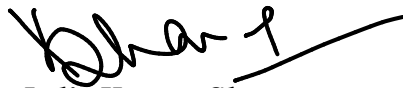
**Sub.:Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019**

With reference to SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019 and pursuant to SEBI (LODR) Regulations, 2015 (as amended), we enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019 issued by Ranjeet Pandey and Associates, Practicing Company Secretary on May 29, 2019.

Kindly acknowledge the receipt of the same.  
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 31<sup>st</sup> day of March, 2019**

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 31<sup>st</sup> day of 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, 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.	<b>Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Loss of share certificates and issue of the duplicate certificates.</b>	The necessary intimation was not provided to the National Stock Exchange of India Limited.	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. 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.

- 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 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
N.A.	N.A.	NIL	NIL	None



- d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable for the year ended on 31<sup>st</sup> March, 2019, being the first year of its applicability on the listed entity.

<p>Place: New Delhi Date: 29/05/2019</p>	<p><b>For Ranjeet Pandey &amp; Associates Company Secretaries</b></p> <p><i>Ranjeet Pandey</i></p> <p><b>CS Ranjeet Pandey FCS- 5922, CP No.- 6087</b></p>
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