

SECRETARIAL COMPLIANCE REPORT OF NIIT LIMITED
FOR THE YEAR ENDED MARCH 31, 2023

*[Pursuant to sub-regulation 2 of Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,
The Members
NIIT Limited
Plot No. 85 Sector 32, Institutional Area,
Gurugram, Haryana – 122001
CIN : L74899HR1981PLC107123

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NIIT Limited (hereinafter referred as '**the Company**'), having its Registered Office situated at Gurugram, Haryana. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Company has, during the review period covering the financial year ended on 31st March 2023 ("**Review Period**") complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **PI & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by the Company,
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,



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CORPORATE OFFICE

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(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2023 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; *(not applicable to the Company during the period under review)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(not applicable to the Company during the period under review)*
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Company during the period under review)*
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars and Share Transfer Agents) Regulations, 1993; *(not applicable to the Company during the period under review)*



and circulars/ guidelines issued thereunder.

- I. We hereby report that, during the Review Period the compliance status of the Company is appended as below:

S. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	---
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	---
3.	Maintenance and disclosures on Website: • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	---
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of	Yes	---



	Companies Act, 2013 as confirmed by the Company.		
5.	Details related to Subsidiaries of Company have been examined w.r.t.: a. Identification of material subsidiary companies. b. Disclosure requirement of material as well as other subsidiaries.	Yes	---
6.	Preservation of Documents: The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	Performance Evaluation: The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	---
8.	Related Party Transactions: a. The Company has obtained prior approval of Audit Committee for all related party transactions; or b. The Comaony has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	---
9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading:	Yes	---



	The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	---
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	---

II. **Compliances related to resignation of statutory auditors from Listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 ('Circular'):** We noted that during the Review Period the statutory auditors of the Company did not resign and thus, the said Circular is not applicable.

III. The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. N.	Compliance Requirement (Regulations / circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										



(a) The Company has taken the following actions to comply with the observations made in previous reports:

S. N.	Compliance Requirement (Regulations / circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fin e Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibilities of the management of the Company.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the Company.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,

Company Secretaries


Nitesh Latwal

Partner



ACS No.: 32109

C P No.: 16276

Peer Review No.: 1498/2021

UDIN: A032109E000407110

Date: 29th May 2023

Place: New Delhi