CODE OF PRACTICES AND PROCEDURES

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UNPUBLISHED PRICE SENSITIVE INFORMATION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In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the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 Limited have formulated a Code of Conduct to be known as ***"NIIT's Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information"*** *(hereinafter referred as "Code for fair disclosure of UPSI"or "Code")*.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- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;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 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CIRO shall ensure that all communications of unpublished price sensitive information are made to Stock Exchanges, after being approved by CFO/CEO or any other authorized official authorized by the Board and such information is communicated through Compliance officer/Key Managerial Personnel (KMP).

D. Procedure 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	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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: (a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (b) Intimates the outcome of the said Board Meeting within, stipulated time periods; (c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.

2.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure	To ensure that the unpublished price sensitive information is not selectively disclosed, the Company generally, in compliance with the provisions of applicable statues, follows the following procedure & practices: (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) Publicize the said information in the Newspapers, where deems fit; (iii) Uploading the said information on the Official Website under Investors' Section as early as possible or as is stipulated under various Statutes. (iv) In any other manner as may be decided to facilitate uniform and universal dissemination.
3.	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	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. 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 Media/Newspapers.
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 ensures appropriate and fair responses are provided to queries on news reports and requests for verification of information / 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, 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 CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS” shall be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, only to those who need such information to discharge their duties.