

## NOTICE

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting (AGM) of the Members of NIIT Limited (“the Company”) will be held on Thursday, August 5, 2021 at 3.30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the audited standalone financial statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 together with the report of the Auditors thereon.
- To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2021.
- To appoint Mr. Parappil Rajendran (DIN 00042531) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- To ratify the remuneration of cost auditor for the financial year 2020-21 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 3,27,699/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2020-21.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

- To appoint Mr. Sapnesh Kumar Lalla as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded to appointment of Mr. Sapnesh Kumar Lalla (DIN: 06808242) as Director of the Company, with effect from August 5, 2021, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, read with Schedule V to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations of the Listing Regulations and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities (including Central Government approval), as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Sapnesh Kumar Lalla (DIN: 06808242), Chief Executive Officer as Whole-time Director of the Company, designated as Executive Director & Chief Executive Officer, for a period of five (5) years with effect from August 5, 2021, on the terms and remuneration as set out in the explanatory statement annexed herewith.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 of the Act read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to pay remuneration as mentioned in explanatory statement to Mr. Sapnesh Kumar Lalla as Executive Director and Chief Executive Officer, in the event of inadequacy of profits or no profits in the Company, for that financial year in which there is inadequacy or absence of profits, during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to increase, vary or amend

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the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. **To appoint Ms. Avani Vishal Davda as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Avani Vishal Davda (DIN: 07504739), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. June 5, 2021 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, as Non-executive & Independent Director of the Company to hold office for a term of five consecutive years with effect from June 5, 2021 to June 4, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

7. **To appoint Ms. Sangita Singh as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions

of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Sangita Singh (DIN: 07694463), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. June 5, 2021 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Act, as Non-executive & Independent Director of the Company to hold office for a term of five consecutive years with effect from June 5, 2021 to June 4, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

8. **To appoint Mr. Udai Singh Pawar as Non-executive Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Udai Singh Pawar (DIN: 03477177) as a Non-executive Non-Independent Director of the Company with effect from August 5, 2021, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

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9. **To appoint Ms. Leher Vijay Thadani as Non-executive Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations of the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Leher Vijay Thadani (DIN: 03477205) as a Non-executive Director Non-Independent Director of the Company with effect from August 5, 2021, liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

10. **To approve payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director & Chairman of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, if any, as may be necessary, approval of the members of the Company be and is hereby accorded for remuneration /benefits (in addition to the remuneration as applicable to the other Non-executive Directors of the Company viz. sitting fee and/or commission etc.) to Mr. Rajendra Singh Pawar (DIN: 00042516), Non-executive Director & Chairman of the Company, for the period June 1, 2021 to May 31, 2022, as set out in the explanatory statement annexed herewith.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof

from time to time) and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to pay remuneration as mentioned in explanatory statement, to Mr. Rajendra Singh Pawar as Non-executive Director & Chairman of the Company, in the event of inadequacy of profits or no profits in the Company, for that financial year in which there is inadequacy or absence of profits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to decide the manner of payment of remuneration and other benefits, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

11. **To approve the payment of remuneration to Mr. Parappil Rajendran, Joint Managing Director of the Company during the remaining period of his tenure and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in continuation to the Special Resolution passed by the members of the Company at the Annual General Meeting held on September 28, 2018, pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other necessary approval(s), consent(s) or permission(s) (including any Central Government approval) as may be required and applicable to the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Parappil Rajendran (DIN: 00042531), Joint Managing Director as mentioned in the explanatory statement including payment of remuneration in the event of inadequacy of profits or no profits in the Company, for that financial year in which there is inadequacy or absence of profits, during the remaining period of his tenure i.e., April 1, 2021 till March 31, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to decide the manner of payment of remuneration and other benefits, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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12. **To approve the payment of remuneration to Non-executive Directors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the members of the Company be and is hereby accorded to pay to the non-executive directors including independent directors of the Company, such commission (may be made pro-rata basis every month or on annual basis or partly monthly or partly on annual basis) to be divided amongst them in such proportion as may be determined by the Board from time to time, but however such commission shall not exceed 1% of the net profits of the Company in any financial year as provided under Section 197 of the Act (computed in the manner as provided in Section 198 the Act).

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to pay remuneration upto Rs 24,00,000 (Rupees Twenty Four Lacs) to each non-executive director of the Company in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of three financial years commencing from April 1, 2020 till March 31, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to decide the manner of payment of remuneration and other benefits, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

13. **To approve the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of

Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rule 30 of the Companies (Incorporation) rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

*“II. The Registered Office of the Company will be situated in the State of Haryana.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall also deem to include any of its duly authorized Committee and Officials/representatives for this purpose) be and is hereby authorized on behalf of the Company, to approve applications/petitions and file such applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities, to make any modifications, changes, variations, alterations or revisions as it may deem necessary in accordance with the statutory requirement or as stipulated by any authority, while according approval / consent, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary, expedient, usual or proper including appointment of counsel/personnel to represent the Company before any authority, in relation to or in connection with or for matters consequential to the shifting of the registered office without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** nothing contained herein shall impair any power of the Company or the Board or authorised officials/the Committee to terminate any process in relation to shifting of registered office, if so permissible by law.”

By Order of the Board  
For NIIT Limited

Deepak Bansal  
Company Secretary  
Membership No. ACS 11579

Place: Gurugram  
Date: July 5, 2021

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### NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. In view of the continuing restrictions due to Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") had vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 read with circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated, January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the companies to conduct the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 38th Annual General Meeting ("AGM") of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.  
  
National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note nos. 21 to 26 hereinafter.
3. The physical presence/attendance of Members is not required at the AGM through VC/OAVM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Pursuant to the provision of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the MCA Circulars. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required/attached.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting or to vote at AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.niit.com](http://www.niit.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

7. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company alongwith copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at [investors@niit.com](mailto:investors@niit.com) or to RTA, Alankit Assignments Limited at [rtat@alankit.com](mailto:rtat@alankit.com)
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
8. In terms of Section 152 of the Act, Mr. Parappil Rajendran, Director of the Company, who retires by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

The relevant details, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking re-appointment at AGM is annexed to the Notice as Annexure - I.

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Mr. Parappil Rajendran and his relatives shall be deemed to be interested in Item No. 3 of the Notice, to the extent of their shareholding, if any, in the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 3 of the Notice.

9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 29, 2021, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

10. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at [investors@niit.com](mailto:investors@niit.com). The registration will be open till Thursday, July 29, 2021. Only person who shall be member as on the cut-off date shall be entitled to register and participate at the AGM.

Members who are registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

11. (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least seven days in advance at [investors@niit.com](mailto:investors@niit.com). The same will be replied by the Company suitably.

(b) Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within 7 days from AGM date.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, the Certificate from Auditors of the Company certifying that NIIT Employees Stock Option Plan 2005 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other relevant documents referred to in this Notice of AGM and explanatory statement and also referred in other reports attached with this notice, will be available

electronically for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents, can send an email to [investors@niit.com](mailto:investors@niit.com).

13. Members holding shares in physical mode are requested to :

(a) submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company, as mandated by SEBI.

(b) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.

(c) register / update their e-mail address with the Company/RTA for receiving all communications from the Company electronically.

(d) write to the Company for any change in address and bank mandate.

(e) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.

(f) the shareholders holding company's shares in physical form are advised to get these shares converted to the demat form as no transfer of Physical share is allowed from April 1, 2019.

14. Members holding shares in electronic mode are requested to :

(a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.

(b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.

(c) register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

(d) inform any change in address and bank mandate to DP.

15. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

16. Tuesday, July 20, 2021 has been fixed as Record Date to ascertain the entitlement of members to the dividend, if approved by the members at the AGM.



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17. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source (as applicable) within 30 days from the date of AGM to those members:
- whose names appear as Beneficial Owners as at the end of the business hours on Tuesday, July 20, 2021 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic/dematerialised form; and
  - whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Tuesday, July 20, 2021 after giving effect to:
    - valid request(s) received for transmission/transposition of shares; and
    - valid requests of transfer of shares in physical form (re-lodgement cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents) lodged with the Company/ its Registrar & Share Transfer Agents on or before July 20, 2021.
18. Pursuant to the amendments introduced by the Finance Act 2020, the dividend income is taxable in the hands of Members with effect from April 1, 2020 and accordingly the Company will be required to deduct tax at source/withhold taxes (TDS) at the prescribed rates on the dividend to be paid to its shareholders.
- No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend amount to be received by the shareholders during the financial year 2021-22 does not exceed Rs. 5,000/- . The withholding tax rate would vary depending on the residential status of the shareholder and valid documents registered with the Company in time. Following is summary of tax deductible at source for different category of shareholders:

Particulars	Applicable Rate	Documents required (if any)
<b>With PAN</b>	10%	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) and with the Company's Registrar and Transfer Agents (RTA) – Alankit Assignments Ltd. (in case equity shares are held in physical mode).
<b>Without PAN/ Invalid PAN</b>	20%	N.A.
<b>Submitting Form 15G/ Form 15H</b>	NIL	Duly verified Form 15G or 15H (as may be applicable in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2021-22 is Nil). The Forms can be downloaded from the link <a href="https://www.incometaxindia.gov.in/Pages/downloads/most-used-forms.aspx">https://www.incometaxindia.gov.in/Pages/downloads/most-used-forms.aspx</a>
<b>Submitting Order under Section 197 of the Act</b>	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2021-22 and should cover the dividend income.
<b>An Insurance Company as specified under Section 194 of the Act</b>	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certificate issued by the IRDAI.
<b>Mutual Fund specified under clause (23D) of Section 10 of the Act</b>	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
<b>Any person for or on behalf of New Pension System – Trust under clause (44) of Section 10 of the Act</b>	NIL	Self-declaration that they are specified in Section 10 (44) of the Act.
<b>Alternative Investment Fund (AIF) established in India</b>	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

## NOTICE (Contd.)

Pursuant to introduction of Section 206AB by Finance Act 2021, any shareholder who has not filed the returns of income for both of the two assessment years i.e. FY 2018-19 & FY 2019-20 and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two aforesaid years, then TDS will be deducted at the higher of the following rates:

- (i) at twice the rate specified in the relevant provision of the Act; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of five per cent.

### Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
<b>Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)</b>	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) or with the Company's Registrar and Transfer Agents Alankit Assignments Ltd (in case equity shares are held in physical mode). Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route
<b>Other Non-resident shareholders</b>	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories (in case of shares held in DEMAT mode) and with the Company's Registrar and Transfer Agents - Alankit Assignments Ltd (in case of shares held in physical mode).
<b>Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)</b>	Tax Treaty Rate**	In order to apply the Tax Treaty rate, all the following documents would be required: <ul style="list-style-type: none"> <li>• Self-Attested copy of Indian Tax Identification number (PAN).</li> <li>• Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2021 to March 2022 obtained from the tax authorities of the country of which the shareholder is a resident.</li> <li>• Self-declaration in Form 10F duly filled and signed. The declaration format can be downloaded from the following link <a href="https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007197.pdf">https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007197.pdf</a></li> <li>• Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> <li>▪ Non-resident is eligible to claim the benefit of respective tax treaty;</li> <li>▪ Non-resident receiving the dividend income is the beneficial owner of such income;</li> <li>▪ Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India;</li> <li>▪ Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI');</li> <li>▪ Non-resident does not have a place of effective management in India.</li> </ul> </li> </ul>
<b>Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)</b>	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2021-22 and should cover the dividend income.

\*\* The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.





**NOTICE (Contd.)**

The provisions of Section 206AB shall not apply to Non-resident shareholder in case the shareholder has no Permanent Establishment in India and submits the No PE certification to company for the same.

**Notes for TDS:**

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA and/or with depositories post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
  - (ii) The aforesaid documents such as copy of PAN card, Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. must be sent to through email to the Company – [investors@niit.com](mailto:investors@niit.com) so as to reach on or before Monday, July 26, 2021 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Alternatively, the duly signed copies of relevant documents be sent to the Company at the registered office address given herein which must reach to us on/before Monday, July 26, 2021. **No communication relating to tax determination/deduction received after Monday, July 26, 2021 shall be considered by the Company for purpose of calculation of TDS on payment of the Dividend.**
  - (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with/provided to the Company.
  - (iv) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
  - (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member, such Member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
  - (vi) A detail on tax rates for each category of shareholders and general FAQ shall also be available at the website of the Company.
  - (vii) This information is not exhaustive and does not purport to be a complete analysis, tax or legal advice or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
19. Every company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI. In view of the above, the members holding shares in physical form are requested to update changes, if any, in their address and bank mandates with Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, so that all future dividends can be remitted through ECS. In case of members staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The members can obtain a copy of the ECS Mandate Form from the Registered Office of the Company or can download from the website of the Company at [www.niit.com](http://www.niit.com). In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their Dividend Warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.
20. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on September 22, 2020 (date of last AGM) are available on the website of the Company and on MCA's website. The details of unpaid and unclaimed amounts lying with the Company as on March 31, 2021 is also available thereat. The Member(s) whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>
- Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividends for the financial year ended on March 31, 2013, have been transferred to

## NOTICE (Contd.)

the Investor Education and Protection Fund (IEPF) of the Central Government during the year, upon completion of seven years. In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company had also transferred 43,731 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of July 31, 2020 after following the prescribed procedure.

Further, the Company shall transfer the unpaid/unclaimed dividend for financial year ended March 31, 2014, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after August 5, 2021 (as per due date for transfer) upon completion of seven years. As on March 31, 2021, the amount outstanding in unclaimed dividend account for the financial year 2013-14 is Rs. 16,35,441.60/-.

In addition, the Company shall also transfer the equity shares, on which dividend remain unpaid/ unclaimed for a period of 7 consecutive years, to IEPF with reference to the due date of August 5, 2021. In this regard, the Company had individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such members and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. [www.niit.com](http://www.niit.com).

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/india/training/investors/Pages/investor-information.aspx>

Members, whose shares and unclaimed dividends have been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules alongwith complete documents in support of their claim.

The process for claim is also available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/india/training/investors/Pages/investor-information.aspx>

### JOINING AGM THROUGH VC / OAVM:

21. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members can also login and join anytime throughout the proceedings of AGM.
23. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
24. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number : 18001020990/ 1800224430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will also address the grievances connected with the voting by electronic means.
25. Members are encouraged to join the Meeting through Laptops for better experience. Please note that Members connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
26. The process and manner for remote e-voting and e-voting at AGM are as under:
  - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, Regulation 44 of Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - II. The remote e-voting period shall commence on Monday, August 2, 2021 (9:00 A.M.) and ends on Wednesday, August 4, 2021 (5:00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialized



**NOTICE (Contd.)**

form, as on the cut-off date i.e. Thursday, July 29, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it is not permitted to change it subsequently.

III. Those Members who will be participating in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through Remote e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. In case of voting by Remote e-voting and also e-voting at the AGM, vote casted through remote e-voting will be considered final and e-voting at the AGM will not be considered.

V. All persons who shall not be members as on the cut-off date, should treat this Notice for information purposes only.

**VI. Instruction:**

**For Remote E-voting:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system**

**Details on Step 1 is mentioned below:**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>. Please follow steps given in point no. 1 above.</li> </ol> <p><b>B. e-Voting website of NSDL.</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

## NOTICE (Contd.)

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on "New System Myeasi".</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>



**NOTICE (Contd.)**

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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### Details on Step 2 are mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 116343" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to ([investors@niit.com](mailto:investors@niit.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@niit.com](mailto:investors@niit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

- VII. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- VIII. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 18001020990/1800224430.
- IX. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, July 29, 2021.
- XI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Thursday, July 29, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@niit.com](mailto:investors@niit.com).
- XIi. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIII. Mr. Nityanand Singh, Company Secretary (Membership No. FCS - 2668) of M/s. Nityanand Singh & Co., Company Secretaries are appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- XIV. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation



## NOTICE (Contd.)

of bank account mandate for receipt of dividend:

Physical shareholding: Send a request to the Registrar and Transfer Agents ("RTA") of the Company, Alankit Assignments Limited at [rt@alankit.com](mailto:rt@alankit.com) providing Folio No., Name, self-attested scanned copy of the share certificate (front and back), PAN Card, AADHAAR Card for registering email address. After due verification, RTA will forward your login credentials to your registered email address.

Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend,
- b) the Bank Account type,
- c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
- d) 9 digit MICR Code Number, and
- e) 11 digit IFSC Code
- f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.

Demat shareholding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

After due verification, the depository will forward your login credentials to your registered email address.

### XV. E-Voting Results

- The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the

Meeting and thereafter unblock the votes cast through remote e-voting in not later than forty eight (48) hours of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company [www.niit.com](http://www.niit.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Thursday, August 5, 2021.

### Other instructions:

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

## NOTICE (Contd.)

### AGM – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1	Day, Date and Time of AGM	Thursday, August 5, 2021 at 3:30 p.m. IST
2	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at Regd. Office.
3	Participation through Video Conferencing	Members can login from 3:00 p.m. (IST) on the date of AGM through NSDL link.
4	Name and address of e-voting and VC/ OAVM service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400 013
5	Helpline numbers	Email at the designated email id – <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call at Toll free no.: 18001020990/ 1800224430
6	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Thursday, July 29, 2021
7	Remote E-voting start time and date	9:00 a.m.(IST), Monday, August 2, 2021
8	Remote E-voting end time and date	5:00 p.m. (IST), Wednesday, August 4, 2021
9	Remote E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
10	Emails: Company/ TDS query /documents/ AGM Speaker registration  Registrar & Share Transfer Agent NSDL	<a href="mailto:investors@niit.com">investors@niit.com</a>  <a href="mailto:rta@alankit.com">rta@alankit.com</a> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
11	Recorded transcript	To be available after AGM at Company's website in investors information section.
12	Dividend for FY21 recommended by Board	Rs. 2.50 per shares (subject to TDS)
13	Record Date for Dividend entitlement	Tuesday, July 20, 2021
14	Submission of TDS related document	Monday, July 26, 2021
15	Information of tax on Dividend	Information in Notice and check Company's website in investors information section.
16	Email & Contact updation	<u>Demat shareholders:</u> through Depository Participant.  <u>Physical Shareholders:</u> Contact Company or its Registrar and Transfer Agents, Alankit Assignments Limited at given address/ or email.



## NOTICE (Contd.)

### STATEMENT IN RESPECT OF SPECIAL BUSINESS (Pursuant to Section 102 of the Companies Act, 2013)

#### ITEM NO. 4

The Board had, at its Meeting held on July 31, 2020, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of Rs. 3,27,699/- (excluding taxes and reimbursement of out of pocket expenses, if any).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the financial year ended March 31, 2021 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 4 of this Notice.

#### ITEM NO. 5

The Board of Directors of the Company at its meeting held on June 4, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee ("the NRC") and subject to the approval of the members of the Company and other regulatory approvals, approved the appointment of Mr. Sapnesh Kumar Lalla, Chief Executive Officer (DIN:06808242) as Director of the Company and his redesignation as Executive Director and Chief Executive Officer of the Company for a period of 5 years, with effect from the date of this meeting i.e., August 5, 2021.

The Company has received from Mr. Sapnesh Kumar Lalla (i) consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) other disclosures under other applicable provisions. Further the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. Sapnesh Kumar Lalla under the provisions of Section 160 of the Act.

The disclosures relating to Mr. Sapnesh Kumar Lalla, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is given in the Notice.

Mr. Sapnesh Kumar Lalla is also Chief Executive of NIIT (USA) Inc., (a wholly owned overseas subsidiary of the Company, based in Atlanta, USA) and a member of its board since October 2010. He shall continue to hold these positions and draw remuneration from there which is currently USD 300,000 per annum plus medical, insurance and such benefits [subject to changes post performance reviews and as decided by their board] and performance-based bonus declared from time to time by the board of the subsidiary. In terms of the provisions of Section 203(3) of the Companies Act 2013, a whole-time key managerial personnel (KMP) of the Company can hold office in its subsidiary at the same time.

The appointment shall be subject to approval of central government, as Mr. Sapnesh Kumar Lalla is non-resident Indian as per provision of the Part I of Schedule V of the Companies Act 2013.

Pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules thereunder, it is proposed to appoint Mr. Sapnesh Kumar Lalla as Director in the Company and also designate him as Executive Director and Chief Executive Officer of NIIT Limited on principal terms and conditions as mentioned herein.

1. **Period of Appointment** : Five (5) years commencing from the date of this meeting i.e., August 5, 2021 .
2. **Remuneration**
  - A. Basic salary of Rs. 351,000 p.m in the range of Rs. 300,000 to 600,000 p.m., payable monthly.
  - B. Annual Variable Compensation on achieving goals: to be decided by the Board, based on the recommendation of the NRC.
  - C. Perquisites & allowances:
    - (i) Company leased accommodation (CLA) with monthly rental at actuals, upto 50% of monthly basic salary.
    - (ii) Cost of utilities like electricity, water, gas for the CLA.
    - (iii) Medical insurance towards hospitalization for self and dependent family members in India as per company policy.
    - (iv) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
    - (v) Employee Disability & Life Insurance coverage as per company policy.
    - (vi) Group Term Life Insurance for Life cover and critical diseases for self, as per company policy.

## NOTICE (Contd.)

- (vii) Reimbursement of family travel for spouse and children upto a limit to be fixed from time to time.
- (viii) Special allowance based on completion of specific tasks as agreed in advance, from time to time.
- (ix) Any other facility that may be introduced by the company for the executives.
- (x) Reimbursement of expenses for phone calls and internet based on actual usage for official work.

A flexibasket for an amount between Rs. 5 million and 15 million p.a. may be fixed by the NRC to cover items at (i) to (ix) above. Any unclaimed amount from the flexibasket will not be carried forward, but paid in the same year as allowance and taxed as per law.

- D. Other benefits:
- a. Contribution to Employee Provident Fund, Superannuation fund and Gratuity as per rules.
  - b. Company provided vehicle with expenses towards insurance, fuel, maintenance and driver paid by the company.
  - c. Leave – as per company’s policy.

- E. The total annual cost to company for all of the above [A to D, except Leave] shall be limited to Rs.30 million p.a.
- F. Notice period for severance of employment: six months from either side, unless otherwise agreed by the Board of Directors.
- G. Changes in the above terms and increments in salary shall be decided by the Board of Directors.
- H. In case of inadequacy of profits or no profits in the Company in any financial year, the total compensation [A to D, except leave] shall be limited to Rs. 30 million in that financial year.
- I. Employee stock options:
  - Stock option grants may be granted from time to time, as approved by the NRC/ Board.
  - Exercise of vested stock options may be done as per the terms of grants.
  - Perquisite value of exercise of options shall be in addition to the remuneration described above. This shall not be considered for the purpose of calculation of any of the aforesaid limits in any event during the tenure of his term.

### Information on Mr. Sapnesh Kumar Lalla, as required under Section II of Part II of Schedule V of the Companies Act, 2013:

<b>Past remuneration</b>	<ul style="list-style-type: none"> <li>• 2020-21 - Rs. 10,808,977/-</li> <li>• 2019-20 - Rs. 14,796,359/-</li> <li>• 2018-19 - Rs. 13,542,381/-</li> </ul> <p>(does not include provision of Gratuity; includes perquisite value of ESOP exercised)</p>
<b>Recognition or Awards</b>	<p>Under his leadership, the Company has received many awards and acknowledgments from customers and industry such as Brandon Hall Group HCM Excellence Awards jointly with customers in 2020; NelsonHall’s 2021 NEAT evaluation for vendors offering learning services; Ranked among Training Industry’s 2020 Top 20 IT Training Companies list and Top 20 Content Development Companies; NIIT featured as the only company in Educational Services Industry in the Fortune India 500 list 2020. Further, more details are provided in awards and acknowledgments for recent awards in the Annual Report.</p> <p>He has also featured in number of panel discussions at business TV channels, industry seminars, magazines etc.</p>
<b>Job profile and his suitability</b>	<p>Mr. Sapnesh Kumar Lalla joined the Company in 1992 and has performed very well in different roles. He was appointed as CEO Designate w.e.f. April 7, 2017 and took over the position of CEO on August 1, 2017. He will be completing 4 years in this role on August 1, 2021. During this period, he has taken charge, learned the role, improved the business and order book, streamlined the Stackroute business in India and led the company through the recent difficult pandemic times with determination and perseverance.</p> <p>Also refer detail given in Annexure - I</p>



## NOTICE (Contd.)

<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement to item no. 5 of the Notice.  In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration as explained hereinabove, under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force), as permissible through a special resolution.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The remuneration payable to the Whole-time Director has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on June 3, 2021.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Sapnesh Kumar Lalla has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
<b>Other Information</b>	The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II, forming part of this Notice.

Except Mr. Sapnesh Kumar Lalla and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 5 of this Notice.

The Board has considered and recommended the Special Resolution for approval of the members, as set out at Item no. 5 of this Notice.

The above may also be treated as an abstract of the terms of appointment of Mr. Sapnesh Kumar Lalla as Executive Director and Chief Executive Officer of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

### ITEM NO. 6

The Board of Directors of the Company at its meeting held on June 4, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Ms. Avani Vishal Davda (DIN: 07504739) as an Additional Independent Director of the Company w.e.f. June 5, 2021 for a term of 5 consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, she holds office of the Director, as such, up to the date of this AGM.

The Company had received from Ms. Avani Vishal Davda (i) consent in writing to act as Director (ii) intimation to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, (iii) a declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and (iv) other disclosures under other applicable provisions. Further, the Company had also received a notice in writing from a member of the Company proposing the candidature of Ms. Avani Vishal Davda under the provisions of Section 160 of the Act.

Ms. Davda does not hold by herself or for any other person on a beneficial basis, any share in the Company. A brief Profile of Ms. Davda, nature of her expertise in specific functional areas, names of companies in which she holds

directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided in Annexure-I of this Notice.

In the opinion of the Board, Ms. Davda fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. The terms and conditions of her appointment would be available for inspection by the members at the Registered Office of the Company.

Ms. Avani Vishal Davda, as an independent director shall be entitled to sitting fee for attending board/committee meeting and any commission/remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Ms. Davda and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 6 of this Notice.

The Board considered that it is in the interest of the Company to have the benefit of rich experience and expertise of Ms. Avani Vishal Davda. Accordingly, the Board recommends Ordinary Resolution for approval of the members, as set out at Item no. 6 of this Notice.

## NOTICE (Contd.)

### ITEM NO. 7

The Board of Directors of the Company at its meeting held on June 4, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Ms. Sangita Singh (DIN:07694463) as an Additional Independent Director of the Company w.e.f. June 5, 2021 for a term of 5 consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, she holds office of the Director, as such, up to the date of this AGM. The Company has received a notice in writing from a member of the Company proposing the candidature of Ms. Singh under the provisions of Section 160 of the Act.

The Company had received from Ms. Sangita Singh (i) consent in writing to act as Director (ii) intimation to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, (iii) a declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and (iv) other disclosures under other applicable provisions. Further, the Company had also received a notice in writing from a member of the Company proposing the candidature of Ms. Sangita Singh under the provisions of Section 160 of the Act.

Ms. Singh does not hold by herself or for any other person on a beneficial basis, any share in the Company. A brief Profile of Ms. Singh, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided in Annexure-I of this Notice.

In the opinion of the Board, Ms. Singh fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. The terms and conditions of her appointment would be available for inspection by the members at the Registered Office of the Company.

Ms. Sangita Singh, as an independent director shall be entitled to sitting fee for attending board/committee meeting and any commission/remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Ms. Singh and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 7 of this Notice.

The Board considers that it is in the interest of the Company to have the benefit of rich experience and expertise of Ms. Sangita Singh. Accordingly, the Board recommends Ordinary Resolution for approval of the members, as set out at Item no. 7 of this Notice.

### ITEM NO. 8

The Board of Directors of the Company at its meeting held on June 4, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, considered the appointment of Mr. Udai Singh Pawar (DIN: 03477177) as Non-executive Non-Independent Director of the Company and recommended the same to the members for approval, w.e.f. the date of this meeting i.e., August 5, 2021.

The Company had received from Mr. Udai Singh Pawar (i) consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) other disclosures under other applicable provisions.

A brief Profile of Mr. Udai Singh Pawar, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided in Annexure-I of this Notice.

Mr. Udai Singh Pawar is the son of Mr. Rajendra Singh Pawar, Non-executive Director & Chairman of the Company. Mr. Rajendra Singh Pawar has proposed the candidature of Mr. Udai Singh Pawar, pursuant to the provisions of Section 160 of the Act, as a member of the Company.

Mr. Udai Singh Pawar, as a non-executive director shall be entitled to sitting fee for attending board/committee meeting and any commission/remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Mr. Udai Singh Pawar, Mr. Rajendra Singh Pawar and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 8 of this Notice.

The Board considers that it is in the interest of the Company to have the benefit of rich experience and expertise of Mr. Udai Singh Pawar. Accordingly, the Board recommends Ordinary Resolution for approval of the members, as set out at Item no. 8 of this Notice.

### ITEM NO. 9

The Board of Directors of the Company at its meeting held on June 4, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, considered the appointment of Ms. Leher Vijay Thadani (DIN: 03477205) as a Non-executive Non-Independent Director of the Company and recommended the same to the members for approval, w.e.f. from the date of this meeting i.e. August 5, 2021.

The Company had received from Ms. Leher Vijay Thadani (i) consent in writing to act as Director (ii) intimation to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) other disclosures under other applicable provisions.



## NOTICE (Contd.)

A brief Profile of Ms. Leher Vijay Thadani, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided in Annexure-I of this Notice.

Ms. Leher Vijay Thadani is the daughter of Mr. Vijay Kumar Thadani, Vice Chairman & Managing Director of the Company. Mr. Vijay Kumar Thadani has proposed the candidature of Ms. Leher Vijay Thadani, pursuant to the provisions of Section 160 of the Act, as a member of the Company.

Ms. Leher Vijay Thadani, as a non-executive director shall be entitled to sitting fee for attending board/committee meeting and any commission/remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Ms. Leher Vijay Thadani, Mr. Vijay Kumar Thadani and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 9 of this Notice.

The Board considers that it is in the interest of the Company to have the benefit of rich experience and expertise of Ms. Leher Vijay Thadani. Accordingly, the Board recommends Ordinary Resolution for approval of the members, as set out at Item no. 9 of this Notice.

### ITEM NO. 10

Mr. Rajendra Singh Pawar, Non-executive Director & Chairman is the promoter director and associated with the Company for more than last three and a half decades. He was the executive Chairman & Managing Director till March 31, 2015. On April 1, 2015, on voluntarily divesting the executive responsibilities, he took on the position of the non-executive Chairman of the Company.

The members of the Company at their general meeting held on September 22, 2020 had approved the payment of remuneration to Mr. Rajendra Singh Pawar, Non-Executive Director and Chairman of the Company, for the period June 1, 2020 till May 31, 2021, by passing a Special Resolution in addition to sitting fees and commission, if any, which would get paid to non-executive Directors. However, considering the unprecedented circumstances under Covid-19 pandemic and various actions taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid remuneration (except approved perquisites) during April 1, 2020 till January 31, 2021.

During FY21, Mr. Pawar helped strategize the path to NIIT Digital and commenced mentoring the executive management of the company to identify market expansion opportunities and strategic technology alliances.

For the rest of the financial year 2021-22, Mr. Pawar will also mentor the Company and will be focused on engaging with the industry, the higher education system, the clients and learners in adapting to learning in a post-lockdown era.

The Company needs the deep engagement of Mr. Pawar as envisaged earlier, at this time, to help the management continue to transition the company to the NIIT Digital paradigm over the next two to three years.

The Nomination and Remuneration Committee had also discussed and recommended that in view of the enlarged role continued to be played by Mr. Pawar, he may be paid the remuneration for June 1, 2021 to May 31, 2022 on same lines as approved in 2020. The Board of Directors at its meeting held on June 4, 2021, accepted the recommendation of Nomination and Remuneration Committee and approved the following remuneration / benefits for Mr. Pawar for the period June 1, 2021 to May 31, 2022, subject to the approval of members of the Company by passing a special resolution.

- A. Remuneration: Rs. 10 million per annum, payable monthly
- B. Other Perquisites
  - (a) Group Personal Accident insurance, Medical insurance and Group Term Life Insurance cover as per policy of the company.
  - (b) Club membership upto two clubs or reimbursement of fee for official purpose.
  - (c) Company's car with driver for official use.
  - (d) Expense reimbursement for mobile phone and residence phone for official use.
  - (e) Security services.
- C. Further, he shall be provided office of the Company and the secretarial services for discharge of his duties.

The said facilities/benefit shall be in addition to remuneration applicable to other non-executive directors viz., sitting fee and commission/remuneration payable to non-executive directors, if any as may be determined by the Board from time to time.

In terms of the provisions of Section 197 read with Schedule V and other applicable provisions of the Act, the Company can pay remuneration to non-executive director of the Company either by way of a monthly payment or at a specified percentage of net profits of the company or partly by one way and partly by the other. Further, the Company can pay aggregate remuneration to non-executive directors in excess of 1% (and/or overall managerial remuneration in excess of 11%) of its net profits in any financial year with the approval of members by passing a special resolution at general meeting. Further, in the event of inadequacy of profits or no profits in the company in any financial year, pursuant to the provisions of Schedule V of the Companies Act 2013, company can pay remuneration to non-executive director with the approval of members.

## NOTICE (Contd.)

Further, all fees and compensation paid to non-executive directors need to be approved by the members of the company in terms of the recently amended Regulation 17(6) of the Listing Regulations and payment of remuneration to a non-executive director exceeding 50% of total annual remuneration payable to all non-executive directors need to be approved by the members of the company by special resolution every year.

The said remuneration to Mr. Rajendra Singh Pawar may exceed any applicable limits as provided in Section 197, 198 read with Schedule V of the Companies Act, 2013 or Regulation 17(6) of the Listing Regulations.

Accordingly, the same needs to be approved by the members of the company by passing a special resolution at this general meeting. The remuneration as mentioned is proposed to be paid to Mr. Pawar in the event of profits or inadequacy of profits or no profits pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013.

The approval of the Members is sought by passing of special resolution as mentioned at Item no. 10 of the Notice, for the proposed remuneration of Mr. Rajendra Singh Pawar, Non-executive Director & Chairman, in accordance with the provisions of Section 197 read with Schedule V of the Act and Regulation 17 of Listing Regulations and other applicable provisions.

### Information on Mr. Rajendra Singh Pawar, as required under Section II of Part II of Schedule V of the Companies Act, 2013:

<b>Past remuneration</b>	<ul style="list-style-type: none"> <li>2020-21 : Rs. 2,801,048/- [including Sitting Fees; considering the unprecedented circumstances under Covid-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid remuneration (except approved perquisites) during April 1, 2020 till January 31, 2021, as approved by members]</li> <li>2019-20 : Rs. 9,677,979/- (including Sitting Fees)</li> <li>2018-19 : Rs. 820,000/- (as Sitting Fees)</li> </ul>
<b>Recognition or Awards</b>	<p>Acknowledging Mr. Pawar's contribution to the IT industry in India, he was awarded the country's prestigious civilian honour, Padma Bhushan, by the President of India in 2011. Mr. Pawar's contributions have been widely acknowledged and he has been conferred prestigious awards like- Distinguished Alumnus Award at IIT Delhi in 1995; The 'IT man of the Year' by IT industry journal, Dataquest in 1998; 'Master Entrepreneur of the Year' by Ernst &amp; Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior. He has also been awarded with the 'Lifetime Achievement Award' at Dataquest ICT Awards 2019 in August 2020.</p> <p>He has also featured in number of panel discussions at business TV channels, industry seminars, magazines etc.</p>
<b>Job profile and his suitability</b>	As per details hereinabove given in the explanatory statement to item no. 10 of the Notice.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement to item no. 10 of the Notice.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on June 3, 2021.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Rajendra Singh Pawar has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
<b>Other information</b>	The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

Except Mr. Rajendra Singh Pawar and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 10 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 10 of this Notice.

## NOTICE (Contd.)

### ITEM NO. 11

The Members of the Company at their Annual General Meeting held on September 28, 2018, had approved the re-appointment with the following remuneration of Mr. Parappil Rajendran as Joint Managing Director of the Company for a period of 5 years i.e., from April 1, 2019 up to March 31, 2024 by passing a special resolution.

- I. Basic salary: Rs. 550,000 p.m. in the scale of Rs. 300,000 to Rs.1,200,000 p.m. payable monthly.
- II. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee.
- III. Perquisites and allowances:
  - (a) House rent allowance of 80% of the basic salary.
  - (b) Medical expenses reimbursements.
  - (c) Leave Travel Concession for self and family.
  - (d) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (e) Club fees for upto two clubs.
  - (f) Employee Disability & Life Insurance.
  - (g) Group Term Life Insurance cover as per applicable company's policy.
  - (h) and any other which may be applicable based on company's policy.

A flexible basket with value between Rs. 1 Million and Rs. 2 Million may be fixed by the Nomination & Remuneration Committee to cover items at (b) to (h) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

- IV. Other benefits:
  - a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
  - b. Usage of Company's cars with drivers.
  - c. Telephone including mobile phone for company use.
  - d. Internet/broadband facility at home for office work
  - e. Leave – as per policy of the company
  - f. Encashment of leave – as per policy of the company
  - g. Engagement of security services at the residence
- V. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.

The members had also approved payment of remuneration in the event of no profits or inadequacy of profits, within the applicable limits provided in erstwhile Schedule V of the Companies Act 2013 i.e. upto double of applicable limits provided in Schedule V at that time (approval valid upto March 31, 2022).

The profits of the Company had been inadequate (on standalone basis) in past years for payment of remuneration to executive directors in terms of Section 197, 198 read with Schedule V of the Companies Act, 2013 and accordingly remuneration had been paid in terms of Schedule V and approval of members in 2018.

In continuation and partial modification to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors had at the meeting held on June 4, 2021 considered that Mr. Parappil Rajendran, Joint Managing Director shall be paid remuneration upto Rs. 24 million in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2021 till March 31, 2024. The proposed amount is within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time). This amount shall not include the (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (c) encashment of leave at the end of the tenure.

In addition to the above, the perquisites value of stock options exercised from time to time, as granted/to be granted by the Company to Mr. Parappil Rajendran, during the remaining period of his tenure i.e. April 1, 2021 to March 31, 2024, shall be over and above the remuneration payable to him as stated above, including in the event of adequate profits or in the event of inadequacy of profits or no profits in the Company in any financial year.

There is no other change in the remuneration payable to him.

Nomination and Remuneration Committee and Board of Directors of the Company, had approved the aforesaid proposed remuneration at its meeting held on June 3, 2021 and June 4, 2021, respectively and recommended this to the Members for approval by passing Special Resolution.

## NOTICE (Contd.)

Information on Mr. Parappil Rajendran, as required under Section II of Part II of Schedule V of the Companies Act, 2013:

<p><b>Past remuneration</b></p>	<ul style="list-style-type: none"> <li>• 2020-21: Rs. 7,220,957/- {including Rs. 39,90,070/- towards perquisite value of ESOP exercised during the financial year; Considering the unprecedented circumstances under Covid-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21, he was not paid major part of his remuneration [basic salary + house rent allowance] from April 1, 2020 to January 31, 2021 and full performance linked bonus for FY 2020-21 (performance linked bonus was also not paid in FY 20 for a same reason)};</li> <li>• 2019-20: Rs. 46,325,354/- (includes payment of Rs. 30 million as one-time special incentive; performance linked bonus for FY 2019-20 was not paid, which he was entitled to)</li> <li>• 2018-19: Rs. 17,564,274/-</li> </ul>
<p><b>Recognition or Awards</b></p>	<p>Under the leadership of Mr. Rajendran, the Company has received many awards in recognition of its innovative HR practices, including Aon Hewitt's Best Employers in India- 2011, 'Best Education Company to Work with' at Indian Education Awards 2011 and '4th Best Company to work for in India' by Great India to Work Institute 2013-14.</p> <p>In FY 2020-21, he was awarded the IIT Delhi Alumni Award for Outstanding Contribution to National Development for Corporate Excellence.</p>
<p><b>Job profile and his suitability</b></p>	<p>Mr. Rajendran has extensive experience in IT and education and Training industry. He assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, Legal and the School Learning Solutions Business. He is also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.</p>
<p><b>Remuneration Proposed</b></p>	<p>As per details hereinabove given in the explanatory statement to item no. 11 of the Notice.</p>
<p><b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b></p>	<p>The remuneration payable to the Whole-time Director has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on June 3, 2021.</p>
<p><b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b></p>	<p>Mr. Rajendran has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.</p>
<p><b>Other Information</b></p>	<p>The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.</p>

Except Mr. Parappil Rajendran and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 11 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 11 of this Notice.



## NOTICE (Contd.)

### ITEM NO. 12

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration, for an amount as may be decided by the Board of Directors/ Committee of Directors, from time to time, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013. Such remuneration shall be divided amongst Non-Executives Directors in such manner as the Board of Directors (or the authorised Committee of the Board ) may from time to time determine and the same may be paid to Non-Executive Directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

The members of the Company at the Annual General Meeting held on September 22, 2017 had approved the payment of Commission to Non-Executive Directors up to an amount not exceeding 1% per annum of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013). The members had authorized the Board of Directors to decide the appropriate quantum of commission for any financial year within the aforesaid 1% limit approved. This is on the basis of the company's standalone profitability.

Now, as per amended provisions of Section 197 read with Schedule V of the Companies Act, 2013, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in amended Schedule V, with the approval of members. Schedule V of the Companies Act, 2013 provides the monetary limits applicable to a company on the basis of effective capital. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Further, as per Regulation 17(6) of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, all fees and compensation paid to non-executive directors (including independent directors) need to be approved by the members of the company. Nomination and Remuneration Committee and Board of Directors of the Company had considered and

approved the payment of remuneration to non-executive directors from time to time, as mentioned in the resolution (including payment of remuneration to a director within the permissible limit under Schedule V in the event inadequacy of profits or no profits in a financial year) at their meetings held on June 3, 2021 and June 4, 2021, respectively, subject to approval of the Members of the Company.

Profile of directors shall be available at the website of the Company at [www.niit.com](http://www.niit.com). Brief profile of the existing Non-Executive Directors are available at the website of the Company at [www.niit.com](http://www.niit.com). Also, profile of new non-executive directors who are proposed to be appointed at this general meeting are given in Annexure-I of this Notice. The said profile shall also be available at the website after approval of appointments.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

All the Non-executive Directors or their relatives may be deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 12 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 12 of this Notice.

### ITEM NO. 13

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi -110 019 (India).

Over the years, the Company has scaled its operations, including Centre of Excellence for Content Development and Managed Services, at its owned facilities in Gurugram, Haryana. Given the pivot to Digital learning in FY21, the Company has rationalized usage of rented third party physical infrastructure. Further, the key executives of the Company have also shifted their base to Gurugram, after the company shifted its Corporate office there. Presently, about 75% of the employees based in India operate from the Company's premises at Gurugram.

In view of the above, if the registered office of the Company is also shifted from Delhi to the company owned premises at Gurugram and integrated with the Corporate office, the company shall benefit from increased administrative convenience, improved management efficiency and reduced overheads.

## NOTICE (Contd.)

Further, Gurugram has emerged as a cosmopolitan hub, housing global multinationals and new age digital businesses.

The Board of Directors of the Company on July 5, 2021, has considered and approved the shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana, subject to the approval of members of the Company by passing a special resolution and requisite statutory / regulatory approvals. The registered office is proposed to be shifted to Plot no. 85, Sector 32, Institutional Area, Gurugram – 122 001, Haryana.

The shifting of the Registered Office from the National Capital Territory (NCT) of Delhi to the State of Haryana is in the interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the

time being in force), shifting of the Registered Office from one State to another and consequent alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members in the manner mentioned in notes to Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution mentioned at item no. 13 except to the extent of their shareholding, if any.

The Board recommends the Special Resolution for approval of the Members, as set out at item no. 13 of this Notice.





**ANNEXURE-I**  
**Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the director proposed to be appointed / re-appointed:**

Particulars/Name	Parappil Rajendran	Sapnesh Kumar Lalla	Avani Vishal Davda	Sangita Singh	Udai Singh Pawar	Leher Vijay Thadani
<b>Age</b>	68 years	55 years	42 years	52 years	39 years	36 years
<b>Qualification</b>	Bachelor of Technology (Electrical Engineering), Indian Institute of Technology, Delhi	Bachelor of Electricals	B.Com Honors (Advertising & Media) and Masters in Management Studies, University of Mumbai (Gold Medalist)	Bachelor of Engineering	Undergraduate from IIT Kanpur with an Integrated Masters in Physics	Computer, Science Engineering and Anthropology from the University of Michigan-Arn Arbor, Bachelor of Arts and Masters in Business Administration from George Washington University, Washington, DC
<b>Date of first appointment on the Board</b>	May 1, 1990	Proposed to be appointed w.e.f. the date of this AGM i.e. August 5, 2021	June 5, 2021	June 5, 2021	to be appointed w.e.f. the date of this AGM i.e. August 5, 2021	to be appointed w.e.f. the date of this AGM i.e. August 5, 2021
<b>Background and Expertise/Experience</b>	<p>Mr. Parappil Rajendran, Joint Managing Director of NIT Ltd., is a member of the core team that developed and brought the organization to its present position of global standing since its inception in 1981.</p> <p>He received his degree in Electrical Engineering at Indian Institute of Technology Delhi, India in 1974 and joined VEITRON, a nascent electronic products company set up by Govt. of Kerala, where he worked for eight years. During this period he was involved in marketing product management and sales of electronic industrial products. Later he moved into the domain of electronic automation and control power stations.</p> <p>He also serves on the Board of Management of the not-for-profit NIT University set up in Neerunji, Rajasthan with the vision of creating the University of the Future built on the foundation of industry-linked, technology-based, research-driven and seamless learning.</p> <p>He is also actively engaged with NIT Foundation, which addresses the skill and employability needs of youth from the underprivileged segments of the society.</p> <p>He has been associated with the open industry association, Confederation of Indian Industry (CII) for over a decade.</p> <p>In 2021, he was awarded the III Delhi Alumni Award for Outstanding Contribution to National Development for Corporate Excellence.</p>	<p>Mr. Sapnesh Kumar Lalla had joined Company in 1992 and deputed to subsidiary NIT USA, Inc. in 1996, followed by induction on the subsidiary's board in 2010.</p> <p>He was appointed as CEO Designate w.e.f. April 7, 2017 and took over the position of CEO on August 1, 2017. During this period, he has taken charge, learned the role, improved the business and order book, streamlined the Stockroute business in India and led the company through the recent difficult pandemic times with determination and perseverance.</p> <p>Prior to his appointment as the CEO, he served as the President of NIT's Global Corporate Business, which constitutes nearly seventy percent of NIT's total business. He led critical initiatives for the expansion of the company in North America and Europe including significant acquisitions like Cognitive Arts and Element K. Under his leadership, NIT has grown to become a leading global learning outsourcing solutions provider with its Managed Training Services offering.</p> <p>Sapnesh has served in NIT India and USA for over 29 years. He started his career as a Project Lead in the Learning Content Development team in 1992. Over time, he has held various management and leadership roles in product management, customer support, channel development, sales, and support functions.</p> <p>Under his able guidance, the Company has earned many awards and accolades from customers and industry. Details are provided for recent awards and acknowledgments in Annual Report.</p> <p>He has also featured in number of panel discussions at business TV channels, industry seminars, magazines etc.</p>	<p>Ms. Avani Vishal Davda, a passionate business leader, has led businesses across consumer, retail and hospitality sectors. She has experience of business strategy in consumer and retail business of more than 19 years. Her strengths lie in developing business strategy and the ability to execute with a sharp focus on business sustainability through growth and profitability.</p> <p>Currently, She is Advisor at Bain &amp; Company and also on the board of Mahindra Logistics Limited since 2018. Earlier, she was the Managing Director of Godrej Nune's Baker Ltd. a 100% subsidiary of Godrej Industries Ltd. and prior to that she was the Founder Chief Executive Officer of Coffee Company and Tata Global Beverages Limited (TGBL).</p> <p>Her professional career took off when Avani joined the Tata Group's coveted leadership program in Tata Administrative Service in 2002 where worked in Tata companies including TAJ Luxury Hotels (HCL) and Tata Consumer Products Ltd.</p> <p>Ms. Avani Vishal Davda featured in 'ET &amp; Spencer Smart Women Ahead' 2019. She was nominated as a Young Global Leader by the World Economic Forum, Geneva in 2014, ranked '13 on 'The Most Innovative Women in Food and Drink' list in Fortune and Food &amp; Wine and listed in Fortune US's annual global list of '40 under 40 leaders' in 2013.</p>	<p>Ms. Sangita Singh is a global business leader with 30 years of experience in the technology industry. She has been instrumental in delivering hypergrowth for multi-billion-dollar businesses at IBM as General Manager, Cloud Applications, and at Infosys as VP, Healthcare &amp; Life Sciences, and at Wipro Technologies as Chief Executive, Healthcare &amp; Life Sciences. These positions included key technology portfolios of Applications, Cloud, Artificial Intelligence (AI), and she has worked in New York, London and Bangalore.</p> <p>Currently she is the Growth-Acceleration Advisor at WANA, a Silicon Valley-based start-up, consulting with CIOs &amp; CDOs in the Healthcare and Life Sciences sector to solve complex business problems with AI and Machine Learning implementations. She brings in experience across product management, enterprise sales and marketing in the global arena and P&amp;L management. Throughout her career, she has helped build high-performing teams and inspired them with an overarching purpose and sense of entrepreneurial spirit.</p> <p>She is a Partner at Social Venture Partners, a philanthropic network that meets in collaborative solutions to tackle the communities' social challenges. She was also a board member at Infosys BPM Limited.</p> <p>Ms. Sangita Singh has been named by Business Today as one of the 30 most powerful women in business for the years 2014 and 2015. Sangita was also recognized by World Economic Forum (WEF) as Young Global Leader in 2010 and 50 on Fast Track by India Today in 2010.</p>	<p>Mr. Udai Singh Pawar did his undergraduate from IIT Kanpur with an Integrated Masters in Physics.</p> <p>After interning at the MIT Media Lab, Boston and AMP Cinema R&amp;D, Munich, Mr. Udai Singh Pawar worked at the Microsoft Research Lab in Bangalore, focusing on technology for Education. There he earned two US patents, and published over a dozen research papers on his teamwork in rural government schools. Microsoft USA developed one of his innovations further with his involvement, and released it commercially worldwide, as an SDK for educational software.</p> <p>Shifting to film-making in 2010, he was the Chief Assistant Director to prominent filmmaker Sudhir Mishra on multiple projects, including India's first fully-digital feature film. Following this, he worked as Associate Director for the successful war movie 'Aajit', his responsibilities included planning and execution of the scheduling and logistics, and balancing the budget against creative requirements by novel use of CGI systems as well as deep logical planning &amp; systems that were fresh and innovative for the film industry ecosystem.</p> <p>Recently, he wrote and directed the acclaimed Netflix Original film 'Ujlastra', an in-depth look at the Bangalore start-up ecosystem, based on personal experiences as well as research and close interactions with dozens of start-up founders.</p> <p>With his passion for inter-disciplinary technology and art, Mr. Udai Singh Pawar is also involved in angel investing in some start-ups, while he works on OTT future film projects, focusing on OTT platforms.</p>	<p>Ms. Leher Vijay Thadani has over ten years of work experience honing capabilities in diverse areas, including reputation management, crisis communications, public affairs, management consulting and client servicing. She is currently Associate Vice President in the Reputation Practice at Edelman India, a leading global communications firm that partners with many of the world's largest and emerging businesses and organisations, developing integrated communications strategies and counselling clients on risk mitigation, crisis communications and shareholder engagement. Ms. Leher Vijay Thadani's experience in public relations and communications spans a variety of sectors, including technology, food &amp; beverage, energy, automotive, chemicals, and government.</p> <p>Prior to this, Ms. Leher was a Government Consultant with Ernst &amp; Young's Business Advisory Service, where she worked closely with Central and State-level government entities on trade and investment development to facilitate the growth of different industries across India.</p> <p>She has also taught Mathematics in an inner city secondary school in Baltimore, Maryland (USA), worked with microfinance companies and microinsurance organisations in USA and India, and conducted field research on public education systems in India.</p>

Particulars/Name	Parappil Rajendran	Sapresh Kumar Lalla	Avani Vishal Davda	Sangita Singh	Uday Singh Powar	Leher Vijay Thadani
<b>Number of Equity Shares held in the Company including shareholding as beneficial owner</b>	556,856 equity shares (including 7,537 equity shares as first holder and 1,117 equity shares as second holder with spouse)	338,052 equity shares	Nil	Nil	7,500 equity shares	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None	None	None	None	Mr. Rajendra Singh Powar, Non-executive Chairman : Father Others - None	Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director: Father Others - None
<b>Terms and conditions of appointment or re-appointment</b>	Refer resolution at item number 11 and explanatory statement in the Notice	Refer resolution at item number 5 and explanatory statement in the Notice	Refer resolution at item number 6 and explanatory statement in the Notice	Refer resolution at item number 7 and explanatory statement in the Notice	Refer resolution at item number 8 and explanatory statement in the Notice	Refer resolution at item number 9 and explanatory statement in the Notice
<b>No. of Board Meetings attended during the financial year 2020-21</b>	Held: 8 (eight); Attended: 8 (eight)	Attended all Board Meetings as CEO	NA	NA	NA	NA
<b>Directorships of other Boards as on March 31, 2021</b>	<ul style="list-style-type: none"> <li>NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>MindChampion Learning Systems Limited</li> <li>NIIT Institute of Process Excellence Limited*</li> <li>NIIT Yuva Jyoti Limited*</li> <li>NIIT Network Services Limited</li> <li>IT Infrastructure Development Corporation Private Limited</li> <li>Pace Education and Financial Services Private Limited</li> <li>NIIT Education Services</li> </ul>	<ul style="list-style-type: none"> <li>NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>MindChampion Learning Systems Limited</li> <li>NIIT Institute of Process Excellence Limited*</li> <li>NIIT Yuva Jyoti Limited*</li> <li>NIIT Limited, UK</li> <li>NIIT USA Inc, USA</li> <li>NIIT (Ireland) Limited</li> <li>NIIT Learning Solutions (Canada) Limited</li> <li>NIIT China (Shanghai) Limited</li> <li>Eagle Training, Spain S.L.U</li> <li>Stackroute Learning Inc., USA</li> </ul>	Mahindra Logistics Limited	Nil	Nil	Nil
<b>Membership / Chairmanship of Committees of other companies</b>	<ul style="list-style-type: none"> <li>NIIT Institute of Finance Banking &amp; Insurance Training Limited</li> <li>Nomination &amp; Remuneration Committee - Member</li> <li>Corporate Responsibility Committee - Member</li> </ul>	<ul style="list-style-type: none"> <li>NIIT Institute of Finance Banking &amp; Insurance Training Limited</li> <li>Corporate Social Responsibility Committee - Member</li> </ul>	<ul style="list-style-type: none"> <li>Mahindra Logistics Limited</li> <li>Member, Audit Committee</li> <li>Chairperson, Risk Management Committee</li> </ul>	None	None	None
<b>Remuneration last drawn</b>	Refer explanatory statement to item number 11 of the Notice	Refer explanatory statement to item number 5 of the Notice	Not applicable	Not applicable	Not applicable	Not applicable

ANNEXURE-1 (Contd...)

Particulars/Name	Parappil Rajendran	Sapnesh Kumar Lalla	Avani Vishal Davda	Sangita Singh	Udai Singh Powar	Leher Vijay Thadani
List of core skills/ expertise/ competencies identified by the Board and those actually available:	1 - 7, 9	1, 3, 8	1-9	1, 3-7, 9	1, 5-7	3-7, 9
Leadership - 1						
Board experience & governance oversight in public companies - 2						
Financial - 3						
Global business - 4						
Technology/Talent development industry experience - 5						
Sales, Marketing & customer service - 6						
Innovation & entrepreneurship - 7						
M & A - 8						
Legal, risk & compliance management - 9						

\*Under voluntary liquidation w.e.f. 19.02.2020

#In the table, specific areas of focus or expertise of individual have been highlighted. However, the absence of a mark against the member's name does not necessarily mean that he/she does not possess the corresponding qualification or skill.

Pursuant to the provisions of Section 197 of the Act, the remuneration payable to any one managing director or whole-time director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than such director then the remuneration to them shall not exceed 10% of such profits. It also provides that the remuneration payable to directors (other than managing directors or whole-time directors i.e. executive directors) shall not exceed, (a) 1% of the net profits of the company, if there is a executive director or manager; (b) 3% of the net profits in any other case. It also provides that a company with the approval of the members in general meeting by a special resolution can pay remuneration in excess of all or any of these limits.

Further, in case of loss or inadequacy of profits calculated as per Section 198 of the Act, a company may pay remuneration as per applicable limits/slab prescribed under Schedule V of the Act based on its effective capital, subject to members

approval (by Ordinary or Special Resolution, as applicable), which would be valid for a period of 3 years.

Based on the Company's Effective Capital as per defined criteria in Schedule V (being more than Rs. 250 crores) as at March 31, 2021, the Company can pay annually in the slab of Rs. 1.20 crore plus 0.01% of the effective capital in excess of Rs. 250 crores per wholetime director and Rs. 24 lac per non-executive director, in the event of inadequate profits or no profits in a financial year, with the approval of member by passing an ordinary resolution. The company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, approval of members of the Company is sought (i) by passing of special resolutions, for payment of remuneration to Mr. Sapnesh Kumar Lalla, Mr. Rajendra Singh Pawar and Mr. Parappil Rajendran and (ii) by passing of ordinary resolution, for payment of remuneration to non-executive directors, as mentioned in the respective items.

### Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 5, 10, 11 & 12:

#### GENERAL INFORMATION

Table A

1	Nature of Industry	Information Technology Services			
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators (Standalone)	<b>Particulars</b>	<b>(Amount in Rs. Million)</b>		
		<b>Financial year</b>	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
		Total Revenue	3,680.85	4,008.57	3,693.77
		Profit After Tax from continuing operations	567.14	13,777.69	163.67
5	Financial performance based on given indicators (Consolidated)	<b>Particulars</b>	<b>(Amount in Rs. Million)</b>		
		<b>Financial year</b>	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
		Total Revenue	9,494.94	8,891.83	9,102.02
		Profit After Tax from continuing operations	1605.74	13,577.30	871.95
6	Foreign investments or Collaborators, if any	Please refer Annexure A of Board's Report for detail of investments made by the Company in its subsidiaries and refer Corporate Governance Report for detail of shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company.  The Company has not entered into any foreign collaboration.			

**OTHER INFORMATION****Reasons of loss or inadequate profits:**

In respect of Item Nos. 5, 10, 11 and 12 of the Notice, it is stated that:

The performance of the Company (on standalone basis) in the previous financial year was impacted due to Covid-19. The pandemic to sharp reduction in hiring across IT and BFSI sectors which impacted the demand for training for both Individuals and Corporate customers. While there was partial recovery in the second half of the financial year, revenue and profits for the year were impacted. Also, NIIT had decided to transition to digital learning. The impact includes investments related to this transition as well as costs to service students who had enrolled for in-person instructor led programs.

The profitability of the company is ascertained on the basis of standalone financials, for the purpose of remuneration to directors. Whereas the Company operations are spread outside India also, through wholly owned subsidiaries.

However, as per the provisions of Section 198 of the Act, the Company on a standalone basis, may not have sufficient profits for payment of proposed managerial remuneration to directors including executive and non-executive. Further, whilst the Company has improved its performance, it may be likely that the Company may have a scenario wherein there are inadequacy of profits under the said provisions of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in such an event, as defined in the said respective resolutions read with their explanatory statements.

The members may note that financial performance is indicated in Table A in Annexure – I on a consolidated basis and on standalone basis for the financial year ended March 31, 2021 for reference.

**Steps taken or proposed to be taken for improvement:**

The Company remains committed to generating superior returns for its stakeholders. The pivot to digital solutions and continuous investments in sales & marketing as well as new capabilities have helped NIIT to achieve an improved performance in FY21 as compared to previous year, at the consolidated level. The adoption of digital has been faster in international geographies which have helped its corporate learning business grow year over year.

At the standalone level, the Company incurred costs related to the transition from the traditional in-person training to

digital learning and in servicing the existing learners during the year. This is likely to be completed in FY22. Further, the company took steps to reduce expenses including rationalization of people and resources including physical infrastructure. The impact of these actions was visible in sequential improvement in the Skills and Careers business in each of the four quarters for FY21.

The Company plans to accelerate its investments in new courses in Digital Skills, further strengthening its digital learning platform and in sales & marketing to scale the business. Growth would drive improvement in profitability due to higher gross margins in digital learning and impact of operating leverage over a period.

**Expected increase in productivity and profits in measurable terms:**

The pandemic has compressed the digital adoption cycle across industries. As economic activity recovers, the demand for digital talent transformation for both Individual and Corporate customers is expected to lead to sustained growth in requirement for deep learning programs in digital skills. Also learning preference has dramatically shifted to online learning as compared to in-person instructor led programs. NIIT has a scalable digital learning platform and a pedagogy which is proven to deliver superior outcomes for its global learners. The Company believes it is well positioned to leverage this to grow the business including the domestic business housed in NIIT Limited.

While the digital business needs investments in the near term to accelerate, the Company expects to improve revenue growth and profitability over the next few years. NIIT's Corporate Learning business continues to grow industry leading performance in both growth and profitability. Also, the pivot to digital learning in in the Skills & Careers business will help the business to return to growth and achieve positive margins over a period.

**Disclosures**

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2020-21

By Order of the Board  
For **NIIT Limited**

Deepak Bansal  
Company Secretary  
Membership No. ACS 11579

Place: Gurugram  
Date: July 5, 2021