

**NOTICE**

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting (“AGM”) of the Members of NIIT Limited (“the Company”) will be held on Wednesday, 27<sup>th</sup> day of September 2023 at 11:30 A.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana.

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.
2. To appoint Mr. Parappil Rajendran (DIN: 00042531) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

4. **To ratify the remuneration of Cost Auditor for the financial year 2022-23 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. 3,50,000/- (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 2022-23.

**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.”

5. **To re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing 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 Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/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 (“Listing Regulations”), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as Vice-Chairman and Managing Director of the Company, for a period of five years commencing from April 1, 2024 on the terms and remuneration as mentioned in the explanatory statement annexed hereto, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director, upto the limits specified in explanatory statement as minimum 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 period of three years commencing from April 1, 2024 till March 31, 2027.

**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 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,

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proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

6. **To re-appoint Mr. Parappil Rajendran as Joint Managing 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 Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/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 (“Listing Regulations”) and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Parappil Rajendran (DIN: 00042531) as Joint Managing Director of the Company, for a period of five years commencing from April 1, 2024 on the terms and remuneration as mentioned in the explanatory statement annexed hereto, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Parappil Rajendran, Joint Managing Director, upto the limits specified in explanatory statement as minimum 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 period of three years commencing from April 1, 2024 till March 31, 2027.

**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 are hereby authorized to increase, vary or amend 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.”

7. **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 Section 197, 198 read with the provisions of Section II of Part II of Schedule V 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 remuneration upto Rs. 24,00,000 (Rupees Twenty Four Lacs) to each non-executive director including independent directors 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 two financial years commencing from April 1, 2023 till March 31, 2025.

**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.”

By Order of the Board  
For NIIT Limited

Arpita B Malhotra  
Company Secretary

Place: Gurugram

Date : August 11, 2023

Membership No. FCS 9670

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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. Pursuant to the General Circular 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 40<sup>th</sup> AGM 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. 17 to 21 hereinafter.

3. The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The 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 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/annexed.

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 remote 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) and to the Company at [investors@niit.com](mailto:investors@niit.com).

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

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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 [ra@alankit.com](mailto:ra@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 and Mr. Sapnesh Kumar Lalla, Directors of the Company, retires by rotation at the AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (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.

Mr. Parappil Rajendran and Mr. Sapnesh Kumar Lalla and their relatives shall be deemed to be interested in Item No. 2 and 3 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 2 and 3 of the Notice.

9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 20, 2023, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice

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and 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 till Friday, September 22, 2023, 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). Members holding shares 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 post 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 the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, the Certificate from Secretarial 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 and Sweat Equity) Regulations 2021 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 advised to:

(a) get these shares converted to the demat form as no transfer of Physical share is allowed from April 1, 2019.

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

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

(d) register / update their e-mail address with the RTA/Company for receiving communications electronically. Registration Form (ISR-1) is available on the Company's website.

(e) write to the Company for any change in address and bank mandate. Registration Form (ISR-1) is available on the Company's website.

(f) 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.

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

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

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

(c) register / update their mobile number and e-mail address with their respective DPs for receiving communications 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. 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

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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 unpaid and unclaimed amounts lying with the Company as on March 31, 2023 is available on the website of the Company and on MCA's website.

Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), since no dividend was declared by the Company for the financial year 2014-15, no unclaimed/unpaid dividends/shares were liable to transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the financial year 2022-23, upon completion of seven years.

Further, no dividend was declared by the Company for the financial year 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2015-16 are not applicable on the Company.

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/investors/Pages/disclosures-under-regulation-46-lodr> under Section Details of Unpaid/ Unclaimed Dividend.

Members, whose shares and unclaimed dividends have already 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 <http://www.iepf.gov.in/IEPF/refund.html>. 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/investors/Pages/disclosures-under-regulation-46-lodr> under Section Details of Unpaid/ Unclaimed Dividend.

### JOINING AGM THROUGH VC / OAVM:

17. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for Access to NSDL e-Voting

system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 to avoid last minute rush.

18. 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.
19. Members are encouraged to join the Meeting through Laptops for better experience. Further members desirous of speaking at AGM, will be required to use Camera and use Internet with a good speed to avoid any disturbance during the meeting.
20. 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.
21. 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, 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 Friday, September 22, 2023 (9:00 A.M.) (IST) and ends on Tuesday, September 26, 2023 (5:00 P.M.) (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 20, 2023, 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 can not be changed subsequently.
  - III. All persons who shall not be members as on the cut-off date, should treat this Notice for information purposes only.

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**IV. 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 are mentioned below:**

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed 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> <p>If you are 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 Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. 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 <b>“Login”</b> 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 hold 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 company name or <b>e-Voting service provider i.e. 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> <p>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="727 1378 981 1531" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>After successful login into Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33

### B) Login Method for e-Voting and joining virtual meeting 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.

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.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Tour 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 IN3***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 who hold shares in demat account with Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001** and EVEN is 101456 then your user ID is 101456001***

5. 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 from your mailbox. Open the email and open the attachment which is 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.

6. 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.nsd.com](http://www.evoting.nsd.com).

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Details on step 2 are mentioned below:**

#### **How to cast your vote electronically and join virtual 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" 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 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.
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:**

- 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), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@niit.com](mailto:investors@niit.com).



## NOTICE (Contd.)

- 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), AADHAR (self attested scanned copy of Aadhar 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.
  - 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.
- V. 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.
  - Please use helpdesk detail for any grievances connected with the facility for e-Voting on the day of the AGM, as mentioned for Remote e-voting.
- VI. 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VII. 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).
- VIII. 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. Wednesday, September 20, 2023.
- IX. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 20, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rt@alankit.com](mailto:rt@alankit.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 20, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- X. Mr. Nityanand Singh, Company Secretary (Membership No. FCS - 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- XI. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate:
- 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.

## NOTICE (Contd.)

### XII. E-Voting Results

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast during the AGM and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The results of the voting shall be displayed on the Notice Board of the Company at its Registered 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., Wednesday, September 27, 2023.

#### **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/OTP 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	Wednesday, September 27, 2023 at 11:30 A.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 registered office of the Company
3.	Participation through Video Conferencing	Members can login from 11:00 A.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.	NSDL Email IDs/ Helpline numbers	Email at the designated email id – <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call on: 022 - 4886 7000 / 022 - 2499 7000
6.	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Wednesday, September 20, 2023
7.	Remote E-voting start time and date	9.00 A.M. (IST), Friday, September 22, 2023
8.	Remote E-voting end time and date	5.00 P.M. (IST), Tuesday, September 26, 2023
9.	Remote E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
10.	Emails: Company/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.	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 28, 2022, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2022-23 at a remuneration of Rs. 3,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any). The Cost Auditor conducts the audit as per Cost Auditing Standards issued by the Institute of Cost Accountants of India (ICMAI) and the Cost Audit fees is commensurate to the scope of Audit and size/ operations of the Company.

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, 2023 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 members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolution at the Annual General Meeting held on September 28, 2018 and approved the re-appointment and remuneration of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company for a period of 5 years i.e., from April 1, 2019 up to March 31, 2024.

In continuation to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company at their Annual General Meeting held on August 5, 2022 had approved that Mr. Vijay Kumar Thadani 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, 2022 till March 31, 2024. The approved amount was within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time).

The Board of Directors at its meeting held on August 11, 2023, had unanimously approved the re-appointment and following remuneration of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company for a period of 5 years, commencing from April 1, 2024 up to March 31, 2029, as recommended by the Nomination and Remuneration Committee at its meeting held on August 10, 2023 :

- I. Basic salary Rs. 814,000 p.m. in the scale of Rs.800,000 to Rs.1,600,000 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, allowances and retiral :
  - (a) House rent allowance of 80% of the basic salary
  - (b) Contribution by Company to Superannuation fund and Provident fund
  - (c) Medical expenses reimbursements
  - (d) Leave Travel Concession for self and family
  - (e) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (f) Medical insurance cover as per company's policy.
  - (g) Club fees for upto two clubs.
  - (h) Employee Disability & Life Insurance Policy
  - (i) Group Term Life Insurance cover as per applicable company policy.
  - (j) and any other which may be applicable based on company's policy.

A flexible basket with value upto Rs. 2 million per annum may be fixed by the Nomination & Remuneration Committee to cover items at (c) to (j) 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.

#### Other benefits:

- (a) Usage of Company Car and Driver
- (b) Telephone expenses including mobile phone, for company use
- (c) Internet/broadband facility at home for office work
- (d) Engagement of security/caretaker services at the residence

## NOTICE (Contd.)

- IV. Leave and encashment of leave, Gratuity – as per policy of the Company
- V. Notice period for severance of employment : Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors.
- VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.

The Overall remuneration for I to III above shall be within Rs. 15 million per annum.

The Company intends to pay remuneration upto Rs. 15 million per annum (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. Vijay K Thadani, Vice-Chairman & Managing Director, as minimum 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 period of three years commencing from April 1, 2024 till March 31, 2027, as permissible through a special resolution as prescribed 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).

The Members may note that upon Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (“NLSL”) becoming effective, the CLG business undertaking, has been transferred to NLSL. NLSL at its meeting held on May 24, 2023 had appointed Mr. Thadani as Vice-Chairman & Managing Director, in order to ensure continuity of management participation and benefit NLSL with the vast experience and knowledge of Mr. Thadani. Mr. Thadani is also Director /Chairman on the Board of foreign subsidiaries of NLSL, which have been transferred to NLSL as part of the Scheme.

As Vice Chairman & Managing Director, Mr. Thadani’s role in NIIT will mitigate risks in the demerger and provide the impetus to the management team to accelerate the growth of the Company, leading to increased shareholder value.

The Board of Directors of the Company at its meeting held on August 11, 2023 has unanimously approved the re-appointment of Mr. Thadani as Vice-Chairman & Managing Director of NIIT Limited.

Pursuant to Section 203 (3) of the Act, a Key Managerial Personnel could become a director of any other company with the permission of the Board. Further any company might appoint a person as its managing director, who is already a managing director of another company, if such appointment is approved by a resolution passed at a meeting of the Board of such company with the consent of all the directors present at the meeting.

The Members may note that he shall continue to be Vice-Chairman & Managing Director of NLSL and Director of NLSL’s subsidiaries. He shall draw remuneration from NIIT and NLSL, which shall be within the applicable limits of the Act. At the same time, his combined remuneration from NIIT & NLSL post demerger, shall be within the overall applicable statutory limits as well as limits in NIIT Limited, pre demerger, while his role and responsibilities have doubled due to his involvement in both the entities.

Pursuant to Section 196 of the Act, no company shall appoint a person or continue the employment of any person as Managing Director who has attained the age of seventy years unless a special resolution is passed to that effect. The approval of member is sought in terms of aforesaid provisions.

Approval of the members is also sought by passing of special resolution pursuant to Regulation 17(6)(e) of the Listing Regulations.

A brief profile of Mr. Vijay Kumar Thadani, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in Annexure-I of this Notice.

Mr. Vijay Kumar Thadani has provided the Company (i) his consent in writing to act as Vice Chairman & Managing Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act.

The relevant details of Mr. Vijay Kumar Thadani, 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, are provided in Annexure – I to the Notice.

## NOTICE (Contd.)

### Information about Mr. Vijay Kumar Thadani, as required under Section II of Part II of Schedule V of the Act:

<b>Past remuneration</b>	2022-23 – Rs. 32,721,576/- 2021-22 – Rs. 49,793,681/- 2020-21 – Rs. 4,149,663/- {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 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 }
<b>Recognition or Awards</b>	Under the leadership of Mr. Thadani, the Company has received many prestigious awards and accolades.  Mr. Thadani received the recognition of ‘Distinguished Alumnus’ from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. In addition, he was honoured with the position of ‘Economic Consultant’ to Chongqing, world’s largest city in the People’s Republic of China.  He has also featured as an Industry expert in number of webinars, panel discussions at business TV channels, industry seminars and magazines.
<b>Job profile and his suitability</b>	Mr. Vijay K Thadani has extensive experience in IT and education and Training industry. He shall control the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in leading NIIT’s strategic alliance initiative, the technology partnership initiative and leveraging growth opportunities in addition to overseeing the Finance, Legal, Secretarial, Investor Relations functions and Business.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement of this 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 proposed remuneration 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 and Board of Directors at their meeting held on August 10, 2023 and August 11, 2023, respectively.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Thadani has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding 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. Vijay K Thadani 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 recommends 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. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

## NOTICE (Contd.)

### ITEM NO. 6

The members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolution at the Annual General Meeting held on September 28, 2018 and approved the re-appointment and 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.

In continuation to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company at their Annual General Meeting held on August 5, 2021 had approved that Mr. Parappil Rajendran 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 approved amount was within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time).

The Board of Directors at its meeting held on August 11, 2023, had unanimously approved the re-appointment and following remuneration of Mr. Parappil Rajendran as Joint Managing Director of the Company for a period of 5 years, commencing from April 1, 2024 up to March 31, 2029, as recommended by the Nomination and Remuneration Committee at its meeting held on August 10, 2023 :

- I. Basic salary Rs. 550,000 p.m. in the scale of Rs.500,000 to Rs.1,100,000 p.m. payable monthly.
- II. Performance Bonus payable annually in the form of cash and/or stock options to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee upto a limit of Rs. 15.30 million per annum.
- III. Perquisites, allowances and retivals :
  - (a) House rent allowance of 80% of the basic salary
  - (b) Contribution by Company to Superannuation fund and Provident fund
  - (c) Medical expenses reimbursements
  - (d) Leave Travel Concession for self and family
  - (e) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (f) Medical insurance cover as per company's policy.
  - (g) Club fees for upto two clubs.
  - (h) Employee Disability & Life Insurance Policy
  - (i) Group Term Life Insurance cover as per applicable company policy.
  - (j) and any other which may be applicable based on company's policy.

A flexible basket with value upto Rs. 2 million per annum may be fixed by the Nomination & Remuneration Committee to cover items at (c) to (j) 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.

#### Other benefits:

- (a) Usage of Company Car and Driver
- (b) Telephone expenses including mobile phone, for company use
- (c) Internet/broadband facility at home for office work
- (d) Engagement of security/caretaker services at the residence
- IV. Leave and encashment of leave, Gratuity – as per policy of the Company
- V. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors.
- VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.
- VII. In addition, the perquisites value from stock options granted/to be granted and exercised from time to time shall be over and above of the aforesaid remuneration in any case. The perquisite value of stock option shall not be considered for the purpose of calculation of limit of managerial remuneration payable to him in any situation/event.

The Overall remuneration for I-III above shall be within Rs. 30 million per annum.

The Company intends to pay remuneration upto Rs. 24 million per annum or the earned total remuneration whichever is lower, (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. P Rajendran, Joint Managing Director, as minimum 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 period of three years commencing from April 1, 2024 till March 31, 2027, as permissible through a special resolution as prescribed 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).

Pursuant to Section 196 of the Act, no company shall appoint a person or continue the employment of any person as Managing Director who has attained the age of seventy years unless a special resolution is passed to that effect. The approval of member is sought in terms of aforesaid provisions.

## NOTICE (Contd.)

A brief profile of Mr. P Rajendran, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in Annexure-I of this Notice. The Board believes that Mr. P Rajendran's skills, experience, mentoring ability, industry networking could be crucial to accelerate the expansion of NIIT Limited in the coming years.

Mr. P Rajendran has provided the Company (i) his consent in writing to act as Joint Managing Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act.

The relevant details of Mr. P Rajendran, 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, are provided in Annexure – I to the Notice.

### Information about Mr. P Rajendran, as required under Section II of Part II of Schedule V of the Act:

<b>Past remuneration</b>	2022-23 – Rs. 24,213,727/- 2021-22 – Rs. 39,788,213/- 2020-21 - Rs. 7,220,957/- <i>{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}</i>
<b>Recognition or Awards</b>	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. In FY 2020-21, he was awarded the IIT Delhi Alumni Award for Outstanding Contribution to National Development for Corporate Excellence.
<b>Job profile and his suitability</b>	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 affairs, CSR and ESG. He is also involved in long term development activities of the Company, including Corporate Governance and Board co-ordination.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement of this 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 proposed remuneration 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 and Board of Directors at their meeting held on August 10, 2023 and August 11, 2023, respectively.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Rajendran has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding 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. P Rajendran 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. 6 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at item no. 6 of this Notice.

The above may also be treated as an abstract of the terms of appointment of Mr. P Rajendran as Joint Managing Director of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.



## NOTICE (Contd.)

### ITEM NO. 7

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, in terms of the provisions of Section 197 read with Schedule V of the Act. Such remuneration shall be divided amongst Non-Executive 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.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, 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 Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. 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 Obligations and Disclosure Requirements) Regulations, 2015, all fees and compensation paid to non-executive directors (including independent directors) need to be approved by the members of the company.

The members of the Company at the Annual General Meeting held on August 5, 2021 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) for a period of five financial years commencing from April 1, 2020. 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.

Further, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the members at the Annual General Meeting held on August 5, 2021 had approved to pay remuneration up to Rs. 24,00,000 to

each non-executive director of the Company (including independent directors) 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 (being maximum tenure as per Schedule V of the Act).

The Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on August 11, 2023, had considered and recommended to the members for approval, for payment of remuneration up to Rs. 24,00,000 to each non-executive director of the Company (including independent directors) 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 for the remaining period of two financial years commencing from April 1, 2023 till March 31, 2025.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Nomination & Remuneration Committee and Board within the aforesaid limits after consideration of the following criteria:

- the overall performance of the Company
- Directors' attendance, contribution at the Board and the Committee meetings, Chairmanship of Committees etc.
- proposed remuneration with reference to net profits of the Company, subject to overall ceilings under Section 197 and Schedule V of the Act.

The approval of members by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The aforesaid limits shall not include payment of sitting fees to non-executive directors if made within the limits prescribed under the Act.

Brief profile of the Non-Executive Directors are available at the website of the Company at [www.niit.com](http://www.niit.com).

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 shall 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. 7 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 7 of this Notice.

**NOTICE (Contd.)**

**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 reappointed:

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
Age	72 years	70 years	57 years
Date of first appointment on the Board	December 02, 1981	May 01, 1990	August 5, 2021
Background and Expertise & Qualification	<p>Vijay K Thadani is the Co-Founder of NIIT Group and serves as Vice Chairman and Managing Director of NIIT Ltd, a leading Global Talent Development Corporation. He is also the Co-Founder of the not-for-profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society.</p> <p>He also serves as the Vice Chairman and Managing Director of NIIT Learning Systems Limited.</p> <p>In the past, he served as President of the Indian IT industry association, MAIT and as Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India.</p> <p>As an active member of CII, he served as the Chairman of CII Northern Region as also chaired CII's National Committee on Higher Education.</p> <p>In addition, he served as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad, Chairman of the Board of Governors of MN National Institute of Technology, Allahabad, Chairman of All India Board of Technician Education constituted by AICTE and as a member of the Board of Governors of Indian Institute of Technology (IIT), Delhi.</p> <p>Currently Vijay serves on the Governing Council of All India Management Association (AIMA) , is a member of Board of Governors of Management &amp; Entrepreneurship and Professional Skills Council (MEPSC) and co-chairs the CII Centre for Digital Transformation.</p> <p>He also serves as an Independent Director on the Board of Triveni Turbine Limited.</p> <p>He has received the recognition of 'Distinguished Alumnus' from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. He has also received Bank of India award for Excellence in Management. In addition, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.</p> <p>He graduated in engineering from the Indian Institute of Technology (IIT), Delhi.</p>	<p>Parappil Rajendran, Joint Managing Director and Co-Founder of NIIT 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 the Indian Institute of Technology Delhi, India and joined KELTRON, a Kerala government startup electronic products company, where he worked for eight years in marketing, product management, sales of electronic industrial products and design, installation and commissioning of electronic automation and control of thermal power stations.</p> <p>Rajendran also serves on the Board of Management of the not-for-profit NIIT University in Neemrana, Rajasthan. He is also actively engaged with the not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society.</p> <p>Rajendran was associated with the apex industry association, Confederation of Indian Industry (CII) for over a decade, serving on their Information Technology, Human Resources &amp; Higher Education committees. He has served on the Central Board of Trustees of Employees Provident Fund for eight years. He is a life member of the Institute of Electrical &amp; Electronics Engineers, USA.</p> <p>IITDelhi Alumni Association recognized his professional contributions by conferring the "Outstanding Contribution to National Development" Award in the year 2020.</p>	<p>Sapnesh Lalla is a non-executive Director of NIIT Ltd, a global leader in skills and talent development and a leading provider of managed training services, offering broad-based education and training solutions to corporations, institutions and individuals.</p> <p>He is also Executive Director and Chief Executive Officer of NIIT Learning Systems Limited.</p> <p>Sapnesh has served in NIIT India and USA for over 30 years. He started his journey as a Project Lead in the Learning Content Development Team and over the years, has held various Management and Leadership roles in Product Management, Customer Support, Channel Development, Sales and Support functions. He has worked on a number of critical initiatives including NIIT's expansion into North America &amp; Europe and has led significant acquisitions including Cognitive Arts and Element K. He was selected to the Managing Director's Quality Club (MDQC) in 1997 and received the coveted Global Leadership Award in 2001 and 2010. In 2010, he joined the board of NIIT(USA), Inc. in Allanta, Georgia, USA. He led the enterprise business of the company outside India and helped create and grow unique solutions in the areas of Learning content, learning administration &amp; learning technologies. Among others, he led the conceptualization and growth of Managed Training Services outsourcing which are now being delivered to many global firms in the Fortune 500.</p> <p>In 2017, Sapnesh was appointed CEO of NIIT Ltd. and in August 2021, he was re-designated as Executive Director and Chief Executive Officer of NIIT Limited. During this period, he had taken charge, learned the role, improved the business and order book, organically &amp; inorganically, streamlined the Stackroute business in India and led the company through the recent difficult pandemic times with determination and perseverance. Since then, he has passionately driven the digital transformation of the company and the agenda to scale up the business on company's new NIIT Digital platform. He became non-executive director of NIIT Limited on May 24, 2023.</p> <p>Sapnesh is an Electronics and Communications Engineer from Bangalore University and received his Executive Education at the Ross School of Business, University of Michigan.</p>

**NOTICE (Contd.)**
**ANNEXURE-I (Contd.)**

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
<b>Number of Equity Shares held in the Company including shareholding as beneficial owner</b>	158,527 Equity Shares (including 155,000 shares with spouse as first holder, 1,000 shares as second holder with spouse and 2,527 shares as Karta )#	1,649,191 Equity Shares (Including 7,537 shares as first holder and 760,052 shares as second holder with spouse)	473,052 equity shares
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None	None	None
<b>Terms and conditions of appointment or re-appointment and remuneration to be paid</b>	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement	Retire by rotation Payment of sitting fee and amount payment as Non-executive Director, if any.
<b>No. of Board Meetings attended during the financial year 2022-23</b>	Held : 9 (Nine); Attended : 9 (Nine)	Held : 9 (Nine); Attended : 8 (Eight)	Held : 9 (Nine); Attended : 9 (Nine)
<b>Directorships of other Boards as on date of notice</b>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited</li> <li>• NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>• Triveni Turbine Limited</li> <li>• Global Solutions Private Limited</li> <li>• RPS Consulting Private Limited</li> <li>• NIIT (USA), Inc. USA</li> <li>• NIIT Limited, U.K.</li> <li>• NIIT (Ireland) Limited</li> <li>• NIIT Learning Solutions (Canada) Limited</li> <li>• Eagle Training, Spain S.L.U</li> <li>• Stackroute Learning Inc., USA</li> <li>• St. Charles Consulting Group LLC, USA</li> <li>• NIIT Mexico, S. DE R.L. DE C.V., Mexico</li> <li>• NIIT Brazil LTDA, Brazil</li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>• NIIT Network Services Limited</li> <li>• Pace Education and Financial Services Private Limited (Formerly known as Pace Education Private Limited)</li> <li>• IT Infrastructure Development Corporation Private Limited</li> <li>• RPS Consulting Private Limited</li> <li>• NIIT Education Services</li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited</li> <li>• NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>• RPS Consulting Private 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> <li>• St. Charles Consulting Group LLC, USA</li> <li>• NIIT Mexico, S. DE R.L. DE C.V., Mexico</li> <li>• NIIT Brazil LTDA, Brazil</li> </ul>

**NOTICE (Contd.)**

**ANNEXURE-I (Contd.)**

Particulars/Name	Vijay Kumar Thadani	Mr. Parappil Rajendran	Mr. Sapnesh Kumar Lalla
<b>Membership / Chairmanship of Committees of companies as on date of notice (including NIIT)</b>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited                             <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> <li>- Risk Management Committee – Member</li> <li>- Corporate Social Responsibility Committee – Member</li> <li>- Stakeholders Relationship Committee – Member</li> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> <li>- Corporate Social Responsibility Committee – Member</li> <li>- Stakeholders Relationship Committee - Member</li> <li>- Risk Management Committee – Member-Member</li> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• Triveni Turbine Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee - Member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Share Allotment Committee - Member</li> </ul> </li> <li>• NIIT Institute of Finance Banking &amp; Insurance Training Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee - Member</li> <li>- Corporate Social Responsibility Committee – Member</li> </ul> </li> <li>• RPS Consulting Private Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee - Member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited                             <ul style="list-style-type: none"> <li>- Risk Management Committee – Member</li> <li>- Share Allotment Committee – Member</li> </ul> </li> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Risk Management Committee- Member</li> </ul> </li> <li>• NIIT Institute of Finance Banking &amp; Insurance Training Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee – Member</li> </ul> </li> <li>• RPS Consulting Private Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee - Member</li> </ul> </li> </ul>
<b>Remuneration last drawn</b>	As per detail given in the explanatory statement to item no. 5 of the Notice	As per detail given in the explanatory statement to item no. 6 of the Notice	As per detail given in Corporate Governance Report
<b>List of core skills/ expertise/ competencies identified by the Board and those actually available:</b> 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	1-9	1-7,9	1, 3-8

\* does not include 22,994,229 equity shares held Mr. Vijay Kumar Thadani, as trustee of Thadani Family Trust

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, 2023, 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 Whole-time 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 members by passing an ordinary resolution. The Company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, as an abundant caution, approval of members of the Company is sought by passing of special resolutions for payment of remuneration under Schedule V of the Act, to Mr. Vijay Kumar Thadani and Mr. P Rajendran, 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 Nos. 5, 6 and 7**

**GENERAL INFORMATION**

**Table A**

1	<b>Nature of Industry</b>	<b>Information Technology Services</b>			
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>2022-23*</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	1,968	5,985	4,807
		Profit / (Loss) for the year	(171)	1,423	536
* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited ("Transferor Company") and NIIT Learning Systems Limited ("Transferee Company") and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 19, 2023.					
5	Financial performance based on given indicators (Consolidated)	<b>Particulars</b>		<b>Amount in Rs. Million</b>	
		<b>Financial year</b>	<b>2022-23*</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	3,794	14,292	10,382
		Profit for the year	84	2,299	1,437
* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited ("Transferor Company") and NIIT Learning Systems Limited ("Transferee Company") and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 19, 2023.					
6	Foreign investments or Collaborators, if any	The Company has following foreign/ overseas wholly owned subsidiaries: - NIIT China (Shanghai) Limited - NIIT GC Limited, Mauritius  Since the Company is listed at Stock Exchanges, there are Foreign Institutional Investors, Foreign Nationals and Foreign Companies as shareholders, in the Company. Further, the Company has not entered into any foreign collaboration.			

## NOTICE (Contd.)

## ANNEXURE-II (Contd.)

**OTHER INFORMATION****Managerial remuneration in the event of loss or inadequate profits:**

The Company has operations in India and in international geographies through wholly owned subsidiaries. The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials, 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-II on a consolidated basis and on standalone basis for the financial year ended March 31, 2023 for reference. The Company recorded growth in revenue in both standalone and consolidated financials for the financial year 2022-23.

**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, investments in Sales and Marketing as well as new capabilities have helped NIIT to achieve growth in FY23 at both the

standalone and the consolidated level. The improvement was led by growth in its business due to addition of new customers, transition to digital learning, improvement in business mix and continuous focus on rationalization of resources including physical infrastructure. The Company will continue to take actions for improvement in its performance.

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

The Company sees a large headroom for growth and plans to continue investments to take advantage of the opportunity. While the investments may impact margins in the near term, these are expected to help the Company to scale its businesses and sustain growth and profitability in the long run.

**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 2022-23.

By Order of the Board  
For NIIT Limited

Arpita B Malhotra  
Company Secretary

Place: Gurugram  
Date: August 11, 2023

Membership No. FCS 9670