



AGM Notice

**DREAM
DARE
DELIVER**





NOTICE is hereby given that the 42nd Annual General Meeting ("AGM") of the Members of NIIT Limited ("the Company") will be held on Wednesday, 24th day of September 2025 at 10.00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.
2. To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) 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.
4. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2025.

SPECIAL BUSINESS

5. **To ratify the remuneration of Cost Auditor for the financial year 2024-25 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), based on the recommendation(s) of Audit Committee, approval of the members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 1,10,000/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to M/s. Ramanath Iyer & Co., Cost Accountants, (Firm Registration Number 000019), 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 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by

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

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

"RESOLVED THAT pursuant to the provisions of Section 179, 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation(s) of Audit Committee and the Board of Directors of the Company ("Board"), approval of the members of the Company be and is hereby accorded for the appointment of M/s. PI & Associates, Firm of Company Secretaries in Practice (Firm Registration Number P2014UP035400) as Secretarial Auditors of the Company for a period of Five (5) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

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".

7. **To re-appoint Ms. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Ms. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from June 5, 2026 to June 4, 2031, not liable to retire by rotation.



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

8. **To re-designate Mr. Parappil Rajendran (DIN:00042531), Joint Managing Director as a Non-Executive Non-Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to such other approval(s)/ permissions/ sanctions of the statutory authorities, as may be necessary, on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Parappil Rajendran (DIN:00042531) - Joint Managing Director, as Non-Executive Non-Independent Director of the Company effective October 1, 2025, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Act and Rules made thereunder and Regulation 17 of Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, if any, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of perquisites/ benefits (in addition to the remuneration as applicable to the other Non-Executive Directors of the Company viz. sitting fee and/or commission etc.) to Mr. Parappil Rajendran as Non-Executive Non-Independent Director of the Company for a period of three (3) years commencing from October 1, 2025, as set out in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act (including any amendment/ modification thereof from time to time) and subject to such approvals as may be necessary, approval of the members of the Company be and is hereby accorded to pay perquisites/ benefits as mentioned in explanatory statement, to Mr. Parappil Rajendran as Non-Executive Non-Independent Director of the Company, in the event of inadequacy of profits or no profits in the Company, for the financial year in which there is inadequacy or absence of profits during the period of three (3) years commencing from October 1, 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 perquisites/ 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."

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the members of the Company be and is hereby accorded to pay to the non-executive directors including independent directors of the Company, such commission (may be made on a pro-rata basis every month or on annual basis or partly monthly or partly on annual basis) to be divided amongst them in such proportion as may be determined by the Board from time to time, but however such commission shall not exceed 1% of the net profits of the Company in any financial year as provided under Section 197 of the Act (computed in the manner as provided in Section 198 of the Act) for a period of five financial years commencing from April 1, 2025 till March 31, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, approval of the members of the Company be and is hereby accorded to pay remuneration upto Rs. 2,400,000 (Rupees Twenty Four Lacs) to each non- executive director of the Company in a financial year, as the Board may determine from time to time, in the event of inadequacy of profits or no profits in the Company during the period of three financial years commencing from April 1, 2025 till March 31, 2028.

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

Membership No. FCS 9670

Place: Gurugram
Date : July 1, 2025



NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Businesses as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), 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 42nd AGM shall be conducted through VC / OAVM.
National Securities Depository Limited ('NSDL') will be providing facilities 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. 23 to 27 hereafter.
3. The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The attendance of the Members present 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 is being conducted through VC/OAVM without the physical presence of Members at a common venue, the route map is not required/annexed to this Notice.
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 the AGM. The said resolution/authorization shall be sent to the Scrutinizer by email through registered email address to officenns@gmail.com with a copy marked to evoting@nsdl.com and to the Company at 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, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ National Securities Depository Limited and

Central Depository Services (India) Limited (Depositories). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.niit.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

Further, a letter providing the web-link, including the exact path, where the complete Annual Report is available has also been sent to those shareholders who have not so far registered their email.

7. For receiving all communication (including the 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 a copy of the 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 or to the RTA, Alankit Assignments Limited at rtat@alankit.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
8. In terms of Section 152 of the Act, Mr. Vijay Kumar Thadani and Mr. Sapnesh Kumar Lalla, Directors of the Company, retire by rotation at the AGM and being eligible, have offered themselves for re-appointment. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, have recommended their re-appointment.
The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors retiring by rotation and seeking re-appointment at AGM, annexed to the Notice as **Annexure - I**.
Mr. Vijay Kumar Thadani and Mr. Sapnesh Kumar Lalla and their relatives shall be deemed to be interested in items 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 items 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 17, 2025, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice and attend the 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 Wednesday, September 17, 2025, 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. 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 the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability 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. 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 date of the AGM.
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 SEBI (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 during the business hours (9:00 AM to 5:00 PM IST) on all working days except Saturday, Sunday and National Holidays by the members without any fee from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents, can send an email to 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 the bank account details to the RTA/Company, if not registered with the Company, as mandated by SEBI. Effective from 1st April 2024 any payment of dividend shall only be made in electronic mode.
 - (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. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had introduced Online Dispute Resolution Portal ("ODR Portal"), which is in addition to the existing SCORES platform. This can be utilized by the investors and the Company for dispute resolution.

The members are encouraged to first reach out to Alankit Assignments Limited (Alankit), the Company's registrar and share transfer agent (RTA) or to the Company directly, to address any concerns/grievance they may have.

If the concern/grievance is not addressed to your satisfaction, the member may escalate the same through SCORES Portal in accordance with the SCORES guidelines. This online portal is designed to handle securities complaints, and you should follow their specific guidelines when submitting your case.

If the SCORES Portal resolution is unsatisfactory, initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>, which provides an online platform for online dispute resolution. This process can be initiated only if the grievance is not addressed through first two modes.

17. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated that dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
18. The Company has fixed Thursday, September 4, 2025 as Record Date to ascertain the entitlement of members to the dividend, if approved by the members at the AGM.
19. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid subject to deduction of tax at source (as applicable) within 30 days from the date of AGM to those members:



- (a) whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 4, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic/dematerialised form; and
- (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Thursday, September 4, 2025 after giving effect to:
- valid request(s) received for transmission/transposition of shares; and
 - valid requests of transfer of shares in physical form (re-lodgement cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents) lodged with the Company/its Registrar & Share Transfer Agents on or before Thursday, September 4, 2025.
20. Pursuant to Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02 2025, a one time Special Window has been opened for a period upto January 6, 2026 providing an opportunity for the shareholders to re-lodge the transfer deeds of NIIT Limited which were lodged prior to April 1, 2019, and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The shares re-lodged for transfer will be processed only in dematerialized form during this window period. Eligible shareholders who wish to avail this opportunity, may submit the transfer request along with requisite documents to the Company's Registrar and Transfer Agent.
21. Pursuant to the amendments introduced by the Finance Act 2020, the dividend income is taxable in the hands of Members with effect from April 1, 2020 and accordingly the Company will be required to deduct tax at source/withhold taxes (TDS) at the prescribed rates on the dividend to be paid to its shareholders.

Resident Shareholder:

No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend amount to be received during the financial year 2025-26 does not exceed Rs. 10,000/-. The withholding tax rate will vary depending on the residential status of the shareholder and valid documents registered with the Company within stipulated time. Following is the summary of Tax Deductible at Source (TDS) for different categories of shareholders:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10% [#]	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) and with the Company's Registrar and Transfer Agents (RTA) – Alankit Assignments Ltd. (in case equity shares are held in physical mode).
Without PAN/ Invalid PAN	20% [#]	N.A.
Submitting Form 15G/ Form 15H	NIL	Duly verified Form 15G or 15H (as may be applicable, in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2025-26 is Nil). The Forms can be downloaded from the link https://incometaxindia.gov.in/pages/downloads/most-used-forms.aspx
Submitting Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2025-26 and should cover the dividend income.
An Insurance Company as specified under Sec 194 of the Act	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certification issued by the IRDAI.
Mutual Fund specified under clause (23D) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
Any person for or on behalf of New Pension System – Trust under clause (44) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (44) of the Act.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

[#]Tax would not be deducted on payment of dividend to resident Individual shareholder if total dividend to be paid/ likely to be paid in FY 2025-26 does not exceed Rs. 10,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode) or with the Company's Registrar and Transfer Agents Alankit Assignments Ltd (in case equity shares are held in physical mode). Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route.
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories (in case of shares held in DEMAT mode) and with the Company's Registrar and Transfer Agents - Alankit Assignments Ltd (in case of shares held in physical mode).
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)	Tax Treaty Rate**	<p>In order to apply the Tax Treaty rate, all the following documents would be required:</p> <ul style="list-style-type: none"> Self-Attested copy of Indian Tax Identification number (PAN). Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2025 to March 2026 obtained from the tax authorities of the country of which the shareholder is a resident. Copy of duly filled Form 10F duly filled on Indian Income Tax Portal. This form has to be filed on the Indian Income Tax Portal by registering through below mentioned link https://eportal.incometax.gov.in/iec/foreservices/#!/pre-login/register <p>The declaration format can be downloaded from the following link https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007197.pdf</p> <ul style="list-style-type: none"> Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> Non-resident is eligible to claim the benefit of respective tax treaty; Non-resident receiving the dividend income is the beneficial owner of such income; Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); Non-resident does not have a place of effective management in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax Authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2025-26 and should cover the dividend income.

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

Notes for TDS:

- The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA and/or with depositories post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (refer to Form 26AS).
- The aforesaid documents such as copy of PAN card, Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. must be sent through email to the Company at investors@niit.com so as to reach on or before Saturday, September 13, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Alternatively, the duly signed copies of relevant documents can be sent to the Company at the registered office address given herein which must reach us on/before Saturday, September 13, 2025. **No communication relating to tax determination/deduction received after Saturday, September 13, 2025 shall be considered by the Company for purpose of calculation of TDS on payment of the Dividend.**
- Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with/provided to the Company.
- In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- This information is not exhaustive and does not purport to be a complete analysis, tax or legal advice or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

22. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of unpaid and unclaimed amounts lying with the Company is available on the website of the Company.

Pursuant to Section 124 of the Act, read with the 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 2017-18, no unclaimed/unpaid dividend/share was liable to be transferred to IEPF during the financial year 2024-25, upon completion of seven years.

The details of all unpaid/ unclaimed dividends and shares 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 the 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 <https://www.iepf.gov.in> and sending a physical version of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

The process for the 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 the Section Details of Unpaid/ Unclaimed Dividend.

Pursuant to the directions issued by the Investor Education and Protection Fund Authority (IEPFA), MCA, vide Circular dated July 16, 2025, "Saksham Niveshak 100 Days Campaign" has been initiated from July 28, 2025 to November 06, 2025 with the objective to facilitate updation of shareholder's KYC particulars, bank mandate details, nomination and contact information. The shareholders are also encouraged to claim their unpaid / unclaimed dividends in order to safeguard their entitlements and prevent transfer of such dividends and the underlying shares to the IEPFA, in accordance with applicable statutory provisions.

As a part of this campaign, NIIT Limited urges all its shareholders to take necessary steps for updating their KYC and other details to prevent Transfer of Unpaid / Unclaimed dividends to IEPF.

All the shareholders who have unpaid/unclaimed dividend or those who are required to update their KYC and Nominee details and have any issues/queries related to unpaid/unclaimed dividend and shares are requested to write to the Company's Registrar and Transfer Agent (RTA) i.e. Alankit Assignments Limited at their address 4E/2, Jhandewalan Extensions, New Delhi- 110 055, or at email ID: rtat@alankit.com for any clarifications

JOINING AGM THROUGH VC / OAVM:

23. A 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 the 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 the VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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 the notice to avoid last minute rush.
24. For the 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.
25. 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 the internet with a good speed to avoid any disturbance during the meeting.
26. 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.
27. 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 the 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 19, 2025 (9:00 A.M. IST) and end on Tuesday, September 23, 2025 (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 17, 2025, 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.
 - 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 the 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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;"> <div>  App Store </div> <div>  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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, 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 & voting during the meeting.</p>

Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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 at evoting@nsdl.com or call at 022 - 4886 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 at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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. to cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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*****
For Members who hold shares in demat account with a 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 in 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 <https://www.evoting.nsdl.com/>.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
- c) If you are still unable to get the password by using aforesaid two options, you can send a request at evoting@nsdl.com 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 for 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), AADHAAR (self-attested scanned copy of Aadhaar Card) along with request letter to update email address by email to our Registrar Alankit Assignments Ltd at rta@alankit.com or investors@niit.com followed by hard copy to Registrar at Alankit Assignments Ltd 4E/2 Jhandewalan Extension, New Delhi -110055.
 - 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. 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.com 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 details 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 <https://www.evoting.nsdl.com/> or call on : 022 - 4886 7000 or send a request at <https://www.evoting.nsdl.com/>.
- VII. 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 17, 2025.
- VIII. 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 is holding shares as of the cut-off date i.e. Wednesday, September 17, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or RTA at rta@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 <https://www.evoting.nsdl.com/> or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and becomes a member of the Company after sending of the Notice and are holding shares as of the cut-off date i.e. Wednesday, September 17, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- IX. Mr. Nityanand Singh, Practicing Company Secretary (Membership No. FCS 2668; CP 2388) or failing him, Mr. Mohit Bansal, Practicing Company Secretary (Membership No. FCS 11292; CP 16860) of M/s. Nityanand Singh & Co., Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. 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 rta@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.

XI. 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 <https://www.niit.com/india/> 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 24, 2025.

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.

AGM – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Wednesday, September 24, 2025 at 10.00 A.M. (IST)
2.	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without the 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 9.30 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 – evoting@nsdl.com or Call on: 022 - 4886 7000
6.	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Wednesday, September 17, 2025
7.	Remote e-Voting start time and date	9.00 A.M. (IST), Friday, September 19, 2025
8.	Remote e-Voting end time and date	5.00 P.M. (IST), Tuesday, September 23, 2025
9.	Remote e-Voting website	https://www.evoting.nsdl.com/
10.	Emails: Company/documents/ AGM Speaker registration Registrar & Share Transfer Agent NSDL	investors@niit.com rta@alankit.com evoting@nsdl.com
11.	Recorded transcript	To be available after AGM at the Company's website in investors information section
12.	Dividend for FY25 recommended by Board	Rs. 1/- per share (subject to applicable TDS)
13.	Record Date for Dividend Entitlement	Thursday, September 4, 2025
14.	Submission of TDS related document	Saturday, September 13, 2025
15.	Information of tax on Dividend	Information in Notice and check Company's website in investor's information section
16.	Email & Contact updation	<u>Demat shareholders:</u> through Depository Participant <u>Physical Shareholders:</u> Contact Company or its Registrar and Transfer Agents, Alankit Assignments Limited at given address/ or email

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

ITEM NO. 5

The Board had, at its Meeting held on August 2, 2024, on the recommendation of the Audit Committee, appointed M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) as the Cost Auditor of the Company for the financial year 2024-25 at a remuneration of Rs. 1,10,000/- (excluding taxes and reimbursement of out of pocket expenses, if any). The Cost Auditor conducts the audit as per the Cost Auditing Standards issued by the Institute of Cost Accountants of India (ICMAI) and the Cost Audit fees are commensurate to the scope of Audit and size/ operations of the Company.

The Board and Audit Committee have considered the knowledge, expertise, and experience of the Cost Accountants for their appointment. The proposed fees have also been determined to be commensurate with the scope of the audit, the size and operations of the company, and industry standards. The Board therefore recommends the remuneration of the Cost Auditors for the members' ratification.

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, 2025 by passing an Ordinary Resolution as set out at Item No. 5 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. 5 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 5 of this Notice.

ITEM NO. 6

Pursuant to the amended provisions of Regulation 24A of Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204, 179 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 13, 2025 have considered, approved and recommended the appointment of M/s PI & Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number P2014UP035400) as Secretarial Auditors for a term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30.

M/s. PI & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and Listing Regulations.

The Board, based on the recommendation of the Audit Committee, had considered the appointment of M/s. PI & Associates as Secretarial Auditors on the basis of fulfilment of the eligibility criteria & qualifications prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Proposed Fees: Rs. 2,50,000/- (Rupees Two Lac Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026.

The proposed fees are based on the knowledge, expertise, experience, time and efforts required to be put in by them, which is in line with the industry benchmark and is considered to be commensurate to the scope of Audit and size/ operations of the Company. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board (or its committee) in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee. Fee for the subsequent years during the tenure shall be determined by the Board (or its committee) in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

Brief Profile:

M/s. PI & Associates, a firm of Practicing Company Secretaries established in 2014, situated in New Delhi has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm is offering one stop solution for all corporate compliances & legal requirements. The Firm provides comprehensive professional services in Secretarial Audit, Corporate Governance, RBI matters, Corporate Laws and Due Diligence to industry across Banking, Finance and Insurance (BFSI), Media & Entertainment, Auto Components, Steel & Pipes, Start-up sector etc.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 6 of this Notice.

ITEM NO. 7

Ms. Avani Vishal Davda joined the Board of Directors of the Company on June 5, 2021. Pursuant to the Act and Listing Regulations, Ms. Davda was appointed as an Independent Director of the Company by the members at the AGM held on August 5, 2021 for a term of five consecutive years from June 5, 2021 to June 4, 2026.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years.



The Board of Directors on the basis of the performance evaluation of Ms. Davda and as per the recommendation of Nomination & Remuneration Committee, considering her background, experience and contribution made during her tenure, has re-appointed Ms. Davda as an Independent Director for second term of five consecutive years from June 5, 2026 to June 4, 2031.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Ms. Avani Vishal Davda under the provisions of Section 160 of the Act.

Ms. Davda does not hold by herself or for any other person on a beneficial basis, any shares in the Company. A brief profile of Ms. Davda and her other directorships has been included in this Notice. Ms. Davda has given a consent and a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Ms. Davda fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management.

The terms and conditions of her appointment would be available for inspection by the members at the Registered Office of the Company.

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

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

ITEM NO. 8

Mr. Parappil Rajendran joined the Company in 1982. Over the next ten years, he worked closely with the promoters and the Board to scale up the business and participated in taking NIIT public in 1993. He became a member of the Board on May 1, 1990. In 2015, he was elevated to the position of Joint Managing Director. Thereafter he was re-appointed in 2019 and then in 2024.

After an illustrious service of ten years as Joint Managing Director, Mr. Rajendran has volunteered to move into a Non-Executive position on the Board w.e.f. October 1, 2025. He also believes that with the recent appointment of the new Chief Executive Officer, it is time for him to move out of the active executive role and operations. While he will no longer be involved in the day-to-day management of the Company, Mr. Rajendran remains committed to its long-term vision and objectives. Therefore, he will continue to serve on the Board of Directors in the role of a Non-Executive Director, where he can offer guidance and support based on his valuable experience and insights. Further, he shall also cease to be a Key Managerial Personnel in terms of the provisions of Section 2 (77) read with Section 203 of the Act effective October 1, 2025.

Therefore, it is proposed to appoint Mr. Rajendran as a Non-Executive Non-Independent Director of the Company w.e.f. October 1, 2025, in terms of the applicable provisions of the Act and Listing Regulations.

The Company has received from Mr. Rajendran (i) a consent in writing to act as Non-Executive Non-Independent Director (ii) an intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, and (iii) other disclosures under other applicable provisions.

The relevant details of Mr. Rajendran, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard - II on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure – I** to the Notice.

This special resolution is also proposed to be passed pursuant to Regulation 17(1A) of the Listing Regulations, enabling Mr. Rajendran's appointment and continuation as a Non-Executive Director prior to attaining the age of 75 years.

The Board of Directors, basis the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 1, 2025, had unanimously approved the appointment of Mr. Parappil Rajendran, Joint Managing Director as a Non-Executive Director of the Company w.e.f. October 1, 2025 on following terms, subject to the approval of members of the Company by passing a special resolution :

A. Facilities/Benefits:

- Group Personal Accident insurance, Medical insurance and Group Term Life Insurance cover as per policy of the company.
- Club membership upto two clubs or reimbursement of fee for official purpose.
- Company's car(s) with driver for official use.
- Expense reimbursement for mobile phone, residence phone and wifi/ internet services for official use.
- Security services.

B. Further, he shall be provided office of the Company and secretarial services for discharge of his duties.

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

In case of inadequacy of profits or no profits in any financial year, the Company intends to pay aforesaid remuneration and perquisites for such financial year.

The aforesaid facilities/benefits would be in addition to remuneration applicable to other non-executive directors viz., sitting fee and commission/remuneration payable to non-executive directors (as approved by the shareholders) and may exceed all or any limit prescribed. The sitting fee amount is not considered for the purpose of calculation of applicable limit.

The approval of the Members is sought by passing of special resolution as mentioned at Item no. 8 of the Notice, for the proposed appointment and remuneration of Mr. Rajendran, in accordance with the applicable provisions of the Act and Listing Regulations and other applicable provisions.



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

Past remuneration	2024-25 – Rs. 23,882,064/- 2023-24 – Rs. 28,386,639/- 2022-23 – Rs. 24,213,727/-
Recognition or Awards	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.
Job profile and his suitability	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.
Remuneration Proposed	As per details hereinabove given in the explanatory statement of this Notice.
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)	The proposed perquisites/ benefits 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 meetings held on July 1, 2025.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Mr. Rajendran has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company.
Other Information	The other Information as required under Section II of Part II of Schedule V of the Act 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. 8 of this Notice.

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

ITEM NO. 9

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

the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

As per 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 amended 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. 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 Listing Regulations 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 Act. 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.



The Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on July 1, 2025, had considered the following and recommended to the members for approval, for payment of remuneration to non-executive directors including independent directors in any financial year in future :

- in case of availability of profits, upto 1% of profits in terms of the provision of the Section 197(1) & (2) for a period of 5 years w.e.f. April 1, 2025; or
- in case of no profits or inadequacy of profits, upto the limits provided in Schedule V (and applicable to the company) for a period of 3 years w.e.f. April 1, 2025.

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

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 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 profile of directors is available at the website of the Company at www.niit.com.

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

All the Non-executive Directors or their relatives may be deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 9 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 9 of this Notice.



ANNEXURE - I

Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-II')

Particulars /Name	Mr. Vijay Kumar Thadani	Mr. Sapnesh Kumar Lalla	Ms. Avani Vishal Davda	Mr. Parappil Rajendran
Age	74 years	59 years	46 years	72 years
Date of first appointment on the Board	December 2, 1981	August 5, 2021 (re-designated as Non-Executive Director w.e.f. May 24, 2023)	June 5, 2021	May 01, 1990
Background and Expertise & Qualification	<p>Vijay Kumar Thadani is the Co-Founder of the NIIT Group and Mr. Thadani has led the Group's globalisation efforts, taking the NIIT flag to over 40 countries. He currently holds the position of 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, envisioned to be a role model in learning, research, innovation, and sustainability for the Knowledge Society. Additionally, he is a member of the Governing Body of the NIIT Foundation, which works towards skilling and livelihood enablement for youth from underserved communities.</p> <p>Vijay 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>Vijay has been serving on the Governing Council of All India Management Association (AIMA). He is also a member of Board of Governors of Management & 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>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 in over 40 countries.</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 & 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 Atlanta, 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 & 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 & 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>	<p>Avani Vishal Davda, a passionate business leader, has led businesses across consumer, retail and hospitality sectors. She has experience of business strategy in consumer and retail business of more than 19 years. Her strengths lie in developing business strategy and the ability to execute with a sharp focus on business sustainability through growth and profitability.</p> <p>Avani serves as an independent director in various large organizations across manufacturing and services such as Mahindra Logistics Limited, Persistent Systems Limited and Emami Limited. Earlier, she was the Managing Director of Godrej Nature's Basket Ltd- a 100% subsidiary of Godrej Industries Ltd. and prior to that she was the Founder Chief Executive Officer of Tata Starbucks Ltd., the joint venture of Starbucks Coffee Company and Tata Global Beverages Limited (TGBL).</p> <p>Her professional career took off when Avani joined the Tata Group's coveted leadership program - Tata Administrative Service in 2002 where worked in Tata companies including TAJ Luxury Hotels, IHCL and Tata Consumer Products Ltd.</p> <p>Avani Vishal Davda, Independent Director a passionate business leader, has led businesses across consumer, retail and hospitality sectors. She has experience of business strategy in consumer and retail business of more than 19 years. Her strengths lie in developing business strategy and the ability to execute with a sharp focus on business sustainability through growth and profitability. Currently, Avani is Advisor at Bain & Company and also serves as an independent director in various large organizations across manufacturing and services such as Mahindra Logistics Limited, Persistent Systems Limited and Emami Limited. Earlier, she was the Managing Director of Godrej Nature's Basket Ltd- a 100% subsidiary of Godrej Industries Ltd. and prior to that she was the Founder Chief Executive Officer of Tata Starbucks Ltd., the joint venture of Starbucks Coffee Company and Tata Global Beverages Limited (TGBL). Her professional career took off when Avani joined the Tata Group's coveted leadership program - Tata Administrative Service in 2002 where worked in Tata companies including TAJ Luxury Hotels, IHCL and Tata Consumer Products Ltd. Avani featured in "ET & Spencer Stuart Women Ahead" 2019. She was nominated as a Young Global Leader by the World Economic Forum, Geneva in 2014, ranked 13 on "The Most Innovative Women in Food and Drink" list in Fortune and Food & Wine and listed in Fortune US's annual global list of "40 under 40 leaders" in 2013.</p> <p>She completed her Bachelor's degree in Commerce with Honors (Advertising & Media) from H.R. College, University of Mumbai and Master's degree in Management Studies (MMS) from NMIMS, University of Mumbai (Gold Medalist).</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 Neerur, 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 & 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 & 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>



Particulars /Name	Mr. Vijay Kumar Thadani	Mr. Sapnesh Kumar Lalla	Ms. Avani Vishal Davda	Mr. Parappil Rajendran
Number of Equity Shares held in the Company including shareholding as beneficial owner	158,527 equity shares* (Including 155,000 shares as first holder with spouse and 3,527 shares as second holder with spouse)	575,052 equity shares	NIL	1,649,191 Equity Shares (Including 7,537 shares as first holder and 760,052 shares as second holder with spouse)
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None	None
Terms and conditions of appointment or re-appointment and remuneration to be paid	Retiring by rotation	Retiring by rotation	As per details given in the Notice and bring statement along with explanatory	As per details given in the Notice and explanatory statement
No. of Board Meetings attended during the financial year 2024-25	Held: 6 Attended: 6	Held: 6 Attended: 6	Held: 6 Attended: 6	Held: 6 Attended: 6
Directorships of other Boards as on date of notice	<ul style="list-style-type: none"> - NIIT Learning Systems Limited - NIIT Institute of Finance Banking and Insurance Training Limited - RPS Consulting Private Limited - iamneo Edutech Private Limited - Triveni Turbine Limited - Global Solutions Private Limited - NIIT (USA), Inc. USA - NIIT Limited, U.K - NIIT (Ireland) Limited - NIIT Learning Solutions (Canada) Limited - Eagle Training, Spain S.L.U - Stackroute Learning Inc., USA - St. Charles Consulting Group LLC, USA - NIIT Mexico, S. DE R.L. DE C.V., Mexico - NIIT Brazil LTDA 	<ul style="list-style-type: none"> - NIIT Learning Systems Limited - NIIT Institute of Finance Banking and Insurance Training Limited - RPS Consulting Private Limited - iamneo Edutech Private Limited - NIIT (USA), Inc. USA - NIIT Limited, U.K - NIIT (Ireland) Limited - NIIT Learning Solutions (Canada) Limited - NIIT China (Shanghai) Limited - Eagle Training, Spain S.L.U - Stackroute Learning Inc., USA - St. Charles Consulting Group LLC, USA - NIIT Mexico, S. DE R.L. DE C.V., Mexico - NIIT Brazil LTDA 	<ul style="list-style-type: none"> - Mahindra Logistics Limited - Persistent Systems Ltd. - Emami Limited - MLL Express Services Private Limited - Curefoods India Private Limited 	<ul style="list-style-type: none"> - NIIT Institute of Finance Banking and Insurance Training Limited - RPS Consulting Private Limited - NIIT Network Services Limited - Pace Education and Financial Services Private Limited - IT Infrastructure Development Corporation Private Limited - NIIT Education Services
Membership / Chairmanship of Committees of other companies as on date of notice	<ul style="list-style-type: none"> • NIIT Learning Systems Limited <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee- Member - Risk Management Committee - Member - Share Allotment Committee - Member • Triveni Turbine Limited <ul style="list-style-type: none"> - Nomination & Remuneration Committee – Chairman - Talent Management Committee - Chairman • NIIT Institute of Finance Banking & Insurance Training Limited <ul style="list-style-type: none"> - Audit Committee – Member 	<ul style="list-style-type: none"> • NIIT Learning Systems Limited <ul style="list-style-type: none"> - Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee- Member - Risk Management Committee - Member - Share Allotment Committee - Member • RPS Consulting Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee- Member • NIIT Institute of Finance Banking and Insurance Training Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee- Member 	<ul style="list-style-type: none"> • Mahindra Logistics Limited <ul style="list-style-type: none"> - Audit Committee-Member - Stakeholders Relationship Committee- Member - Capital Allocation Committee-Member - Risk Management Committee-Chairperson • Persistent Systems Limited <ul style="list-style-type: none"> - Audit Committee-Member - Stakeholders Relationship Committee-Member - Corporate Social Responsibility Committee-Chairperson • MLL Express Services Private Limited <ul style="list-style-type: none"> - Audit Committee-Member - Nomination and Remuneration Committee-Member • Curefoods India Private Limited <ul style="list-style-type: none"> - Stakeholders Management Committee - Chairperson - Nomination & Remuneration Committee - Member 	<ul style="list-style-type: none"> • NIIT Institute of Finance Banking & Insurance Training Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee – Member - Corporate Social Responsibility Committee – Member • RPS Consulting Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Member
Listed Entities from which Director has resigned in past 3 years	-	-	Max Estates Limited	-

Particulars /Name	Mr. Vijay Kumar Thadani	Mr. Sapnesh Kumar Lalla	Ms. Avani Vishal Davda	Mr. Parappil Rajendran
Remuneration last drawn	Remuneration for the financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report	Sitting fee/ Commission paid in financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report	Sitting fee/ Commission paid in financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report	Remuneration for the financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report
List of core skills/ expertise/ competencies identified by the Board and those actually available: 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	1-9	1-9	1-7,9

**does not include 24,763,254 equity shares held by Mr. Vijay Kumar Thadani, as a Trustee of Thadani Family Trust.*

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

Arpita B Malhotra
Company Secretary
Membership No. FCS 9670

Place: Gurugram
Date: July 1, 2025

ANNEXURE - II
Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Items No. 8 and 9:

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, 2025, 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 wholtime director and Rs. 24 lac per non-executive director, in the event of inadequate profits or no profits in a financial year, with the approval of member by passing an ordinary resolution. The company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, approval of members of the Company is sought by passing Special Resolution for Item no. 8 and Ordinary Resolution for Item no. 9.

GENERAL INFORMATION
Table A

1	Nature of Industry	Information Technology Services			
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators (Standalone)	Particulars	(Amount in Rs. Million)		
		Financial year	2024-25	2023-24	2022-23
		Total Income	2192	2,048	1,968
		Profit After Tax	361	347	(171)
5	Financial performance based on given indicators (Consolidated)	Particulars	(Amount in Rs. Million)		
		Financial year	2024-25	2023-24	2022-23
		Total Income	4,377	3,682	3,794
		Profit After Tax	480	395	84
6	Foreign investments or Collaborators, if any	The Company has following foreign/ overseas wholly owned subsidiaries: 1. NIIT GC Limited, Mauritius 1.1 NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 1) 1.1.1 Chongqing NIIT Enterprise Management Consulting Co. Limited, China (subsidiary of entity at serial no. 1.1) 1.1.2 Guizhou NIIT information technology consulting Co., Limited, China (subsidiary of entity at serial no. 1.1) 1.1.3 NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 1.1) 2. PT NIIT Indonesia, Indonesia (under liquidation) Since the Company is listed at Stock Exchanges in India, 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.			

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 for the purpose of remuneration to directors, is ascertained on the basis of standalone financials 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, 2025 for reference. The Company recorded growth in revenue in both standalone and consolidated financials for the financial year 2024-25.

Steps taken or proposed to be taken for improvement:

The Company remains committed to generating superior returns for its stakeholders. The investments in Sales and Marketing as well as new products and capabilities have helped NIIT to

achieve growth in FY25. The improvement was led by growth in its business due to addition of new customers, improvement in business mix and continuous focus on rationalization of resources. 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 Annual Report of the Company for the year 2024-25

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

Arpita B Malhotra
Company Secretary
Membership No. FCS 9670

Place: Gurugram
Date : July 1, 2025

