

**POSTAL BALLOT NOTICE**  
**(Pursuant to Section 110 of the Companies Act, 2013)**

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") 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), for seeking approval of the Members of the Company to the proposed Resolutions appended below by way of postal ballot only by voting through electronic means ("**e-voting**").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("the Board") of the Company at its meeting held on May 24, 2023, has appointed Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of M/s. Nityanand Singh & Co., Company Secretaries as the scrutinizer ("Scrutinizer") to conduct the postal ballot through remote e-voting process in a fair and transparent manner and has communicated his consent, eligibility and availability. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice ("**Notice/Postal Ballot Notice**").

The remote e-voting period commences from 9.00 A.M. (IST) on Tuesday, July 4, 2023 and ends at 5.00 P.M. (IST) on Wednesday, August 2, 2023. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person as may be authorized by him.

The results of the Postal Ballot will be announced on or before 05:00 P.M. (IST) on Friday, August 4, 2023. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, i.e. [www.niit.com](http://www.niit.com) and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The members may note that the Board of Directors at its meeting held on January 28, 2022, had approved a Composite Scheme of Arrangement between NIIT Limited ('the Transferor Company' or 'NIIT' "the Company") and NIIT Learning Systems Limited ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors ('Scheme'). The said Scheme was approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide Order dated May 19, 2023. The Scheme was made effective on May 24, 2023 by filing the said Order with the Registrar of Companies, NCT of Delhi & Haryana. Pursuant to this Scheme, CLG Business Undertaking of NIIT Limited was transferred to Transferee Company

Upon implementation of the Scheme, there has been reconstitution of the Board of Directors of the Company due to movement of directors. Consequently, the Board of the Company has been recently reconstituted by appointment of Executive Chairman and one new Independent Director in compliance with the requirements of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2013 ("Listing Regulations") and as well as in compliance with the applicable provisions of the Act. The reconstituted Board of the Company has ten (10) Directors comprising one (1) Executive Chairman (Promoter), one (1) Vice-Chairman & Managing Director (Promoter), one (1) Joint Managing Director (Non-Promoter), two (2) Non-Executive Non-Independent Directors (including 1 Promoter Group director) and five (5) Non-Executive Independent Directors (including two Women Directors).

The approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this notice.

**SPECIAL BUSINESS:**

1. **To appoint Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the appointment and re-designation of Mr. Rajendra Singh Pawar (DIN: 00042516), Non-Executive Director as Executive Director and Chairman of the Company, for a period of five years commencing from May 24, 2023 on the terms and remuneration as mentioned in the explanatory statement annexed hereto, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Rajendra Singh Pawar, Executive Chairman, upto the limits as specified in explanatory statement as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from May 24, 2023 till May 23, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

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

2. **To appoint Mr. Srikanth Velamakanni 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 the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“the Listing Regulations”) and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Srikanth Velamakanni (DIN: 01722758), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. May 24, 2023 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-executive & Independent Director of the Company to hold office for a term of five consecutive years with effect from May 24, 2023 till May 23, 2028, 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.”

By Order of the Board  
For NIIT Limited

Sd/-

Arpita Bisaria Malhotra

Company Secretary

Membership No. FCS 9670

Date: May 24, 2023

Place: Gurugram

**NOTES:**

1. The Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the depositories as on Wednesday, June 28, 2023. Members may note that this notice is also available on the website of the Company ([www.niit.com](http://www.niit.com)) and National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

If your e-mail address is not registered with the Company/Depositories, please follow the given procedure for registration of email address and for receipt of login ID and password for remote e-voting:

- 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 along with copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at [investors@niit.com](mailto:investors@niit.com) or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at [rtat@alankit.com](mailto:rtat@alankit.com).
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to [investors@niit.com](mailto:investors@niit.com).

4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Wednesday, June 28, 2023 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off date will be entitled to cast their votes through remote e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Company is pleased to provide voting by electronic means (“**e-voting**”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

**6. Instructions :****For Remote E-voting:**

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


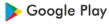


**Step 1: Access to NSDL e-Voting system****Step 2: Cast your vote electronically on NSDL e-Voting system**

**Details of Step 1 are mentioned below:**

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div> </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login into Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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 from [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Open the email and open the attachment which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 resolutions, 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 email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) alongwith request letter to update email address by email to our Registrar Alankit Assignments Ltd at [rta@alankit.com](mailto:rta@alankit.com) or [investors@niit.com](mailto:investors@niit.com) followed by hard copy to Registrar at Alankit Assignments Ltd 4E/2 Jhandewalan Extension, New Delhi -110055.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement (self-attested copy), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@niit.com](mailto:investors@niit.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternately shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investors@niit.com](mailto:investors@niit.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
8. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. Members can also update their mobile number and e-mail addresses in the user profile, which may be used for sending future communication(s).
10. 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, June 28, 2023.
11. Resolutions passed by the Members through electronic voting are deemed to have been passed as they have been passed at a General Meeting of the Members. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e. Wednesday, August 2, 2023.
12. E-Voting Results
  - The Scrutinizer shall, immediately after the conclusion of voting through e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The result of the voting shall be declared on or before 05:00 P.M. on Friday, August 4, 2023. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
  - The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company [www.niit.com](http://www.niit.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS**

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The members may note that the Board of Directors of the Company at its meeting held on January 28, 2022, had approved a Composite Scheme of Arrangement between NIIT Limited ('the Transferor Company' or 'NIIT' or the "Company") and NIIT Learning Systems Limited ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors ('Scheme'). The said Scheme was approved by Hon'ble National Company Law Tribunal, Chandigarh Bench vide Order dated May 19, 2023. The Scheme was made effective on May 24, 2023 by filing the said Order with the Registrar of Companies, NCT of Delhi & Haryana. Pursuant to this Scheme, CLG Business Undertaking of NIIT Limited was transferred to NLSL.

Upon implementation of the Scheme, there have been changes in the Board of Directors of the Company due to movement of directors. Consequently, the Board of the Company has been recently reconstituted by appointment of Executive Chairman and one new independent director in compliance with the requirements of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2013 ("Listing Regulations") and as well as in compliance with the applicable provisions of the Act. The reconstituted Board of the Company has ten (10) Directors comprising one (1) Executive Chairman (Promoter), one (1) Vice-Chairman & Managing Director (Promoter), one (1) Joint Managing Director (Non-Promoter), two (2) Non-Executive Non-Independent Directors (including 1 Promoter Group director) and five (5) Non-Executive Independent Directors (including two Women Directors).

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

In terms of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of members for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Therefore, approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this notice. The information on items mentioned in Notice is provided hereunder for your consideration and approval.

**Item No.1**

Mr. Rajendra Singh Pawar, is the co-founder and promoter director and has been associated with the Company for more than four decades. He was Executive Chairman & Managing Director of the Company till March 31, 2015. On April 1, 2015, he voluntarily divested the executive responsibilities and took the position of the Non-executive Chairman of the Company.

Upon the Scheme becoming effective, the Board of Directors of the Company at its meeting held on May 24, 2023, had approved the appointment Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company.

The rationale for appointment Mr. Rajendra Pawar as an executive director is that consequent to the demerger, the Company shall only focus on the Skills and Careers [SNC] business in India, China and emerging economies. This business is at its development stage with a large headroom for growth in the next few years - both in imparting training indirectly through institutions and directly to individual learners.

Mr. Pawar is the visionary who had started NIIT in 1981 and created the IT training industry at a time when the awareness of computers was non-existent in the country. NIIT was one of the earliest startups then, and under his leadership along with the co-founder and co-promoter Mr. Vijay Thadani, the company grew to a leadership position at the global stage. The Company believes that his skills, experience, mentoring after mentoring ability, industry and government institution networking could be crucial to accelerate the expansion of NIIT Limited in the coming years. He was the Chairman of MAIT & NASSCOM at different times, founder member of the Board of Indian School of Business, member of the Board of Scindia School, member of various government institutions and task forces [Chair/member of national level technology task forces, on Boards of premier institutions like IITs, IIMs, DSCI (as Chair) and is currently member of the Board of NCAER - National Council of Applied Economic Research], therefore, leveraging his network in the industry is extremely important for focusing on the new paradigm of digital transformation of NIIT's Skills and Career business.



Mr. Pawar’s experience in the IT industry and his understanding of industry trends and community behaviour could prove particularly useful in the context of NIIT’s digital online programs. With his guidance, the company could be well-positioned to leverage cutting-edge technologies and innovative approaches to online learning, enriching the comprehensive learning platform that is both effective and accessible to learners of all backgrounds, making a significant impact in the education and training space.

Appointing Mr. Pawar as an Executive Chairman will enable the company to get his time and energy in inducting an agile team of professionals and infuse his passion and innovation to give shape to the demerged NIIT, and thus ensure creation of shareholder value. He will have more direct involvement in the day-to-day management and strategic direction of the Company compared to his being a Non-Executive Chairman.

The executive level involvement of Mr. Pawar, is very crucial to the business and thus to the shareholders. The Company become a trusted global brand, has remained intact and grown it with quality in fast changing times, against major ups and downs for over four decades. At this juncture, the executive involvement of promoters demonstrates the care they have for the Company, for risk mitigation and also to provide confidence to the shareholders & other stakeholders.

Considering the above, the Board of Directors of the Company at its meeting held on May 24, 2023, pursuant to the recommendations of the Nomination and Remuneration Committee (“the NRC”) and subject to the approval of the members of the Company and other regulatory approvals, had approved the appointment of Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company for a period of 5 years i.e., from May 24, 2023 up to May 23, 2028 on following remuneration:

- A. Remuneration: Rs. 5 million per annum, payable monthly
- B. Other Perquisites :
  - (a) Group Personal Accident insurance, Medical insurance and Group Term Life Insurance cover as per policy of the company.
  - (b) Club membership upto two clubs or reimbursement of fee and expenses for official purpose.
  - (c) Company’s car with driver for official use.
  - (d) Expense reimbursement for mobile phone and residence phone for official use.
  - (e) Security services.

The perquisite value for above is expected to be upto Rs. 2 million per annum.

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.

Prior to the Scheme becoming effective, Mr. Pawar was Non-Executive Chairman of the Company and was being compensated for his role and services at Rs. 10 million per annum, payable monthly along with other perquisites. The Members of the Company at their general meeting held on August 5, 2022 had approved the payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director and Chairman of the Company, for the period June 1, 2022 till May 31, 2023, by passing a Special Resolution in addition to sitting fees and commission, if any, which would get paid to non-executive directors.

On May 24, 2023, Mr. Pawar was appointed as Non-Executive Director and Chairman of NIIT Learning Systems Limited (NLSL) and shall be paid remuneration for his services & role.

Mr. Pawar shall draw remuneration from NIIT and NLSL, which shall be within the applicable limits of the Act. However, his combined remuneration from NIIT & NLSL post demerger, shall be within the same range as pre-demerger, irrespective of change/ increase in his roles and responsibilities in two entities.

Approval of the Members is sought by passing of special resolution pursuant to Regulation 17(6)(e) of the Listing Regulations. The approval of the Members is sought by passing of special resolution as mentioned at Item no. 1 of the Notice, for the proposed appointment and remuneration of Mr. Rajendra Singh Pawar, in accordance with the provisions of the Act and Listing Regulations and other applicable provisions.

**Information about Mr. Rajendra Singh Pawar, as required under Section II of Part II of Schedule V of the Act:**

Past remuneration	2022-23: Rs. 11,348,996 (including sitting fees of Rs. 1,060,000/-) 2021-22: Rs. 10,887,244 (including sitting fees of Rs. 780,000/-) 2020-21: Rs. 2,801,048/- [including sitting fees of Rs. 1,040,000/-; considering the unprecedented circumstances under Covid-19 pandemic and various actions taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid remuneration (except approved perquisites) during April 1, 2020 till January 31, 2021, as approved by members]
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Recognition or Awards	Acknowledging Mr. Pawar’s contribution to the IT industry in India, he was awarded the country’s prestigious civilian honour, Padma Bhushan, by the President of India in 2011. Mr. Pawar’s contributions have been widely acknowledged and he has been conferred prestigious awards like- Distinguished Alumnus Award at IIT Delhi in 1995; The ‘IT man of the Year’ by IT industry journal, Dataquest in 1998; ‘Master Entrepreneur of the Year’ by Ernst & Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior, Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005; Maharaja Gulab Singh Award in 2006; Lifetime Achievement ICT Award 2019 by Dataquest; Lifetime Achievement Award in 2022 by Federation of Indian Chambers of Commerce & Industry (FICCI).  He has also featured as an Industry expert in number of panel discussions at business TV channels, industry seminars and magazines.
Job profile and his suitability	As per details hereinabove given in the explanatory statement of this Notice.
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 remuneration payable to the Director is lower than industry benchmarks, considering the special situation of demerger mentioned earlier in this explanatory statement and has been considered by the Nomination and Remuneration Committee of the Company and Board of Directors at their meeting held on May 24, 2023.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Mr. Rajendra Singh Pawar has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
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. Rajendra Singh Pawar, his son Mr. Udai Singh Pawar (Non-executive Director of the Company) and his other relatives, none of the Directors, 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. 1 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 1 of this Notice.

The above may also be treated as an abstract of the terms of appointment of Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

**Item No. 2**

The Board of Directors of the Company at its meeting held on May 24, 2023, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Mr. Srikanth Velamakanni (DIN: 01722758) as an Additional Director (in the category of Non-executive Independent Director) of the Company w.e.f. May 24, 2023 for a term of five (5) consecutive years in compliance with the provisions of the Companies Act, 2013 (“Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he holds office of the Director as such, up to the date of approval by the members.

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Mr. Velamakanni has provided the Company (i) his consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) he is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies

(Appointment and Qualification of Directors) Rules, 2014 (iv) a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and (v) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Velamakanni under the provisions of Section 160 of the Act.

Mr. Velamakanni does not hold any share in the Company either by himself or for any other person on a beneficial basis. A brief profile of Mr. Velamakanni, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in Annexure-I of this Notice.

In the opinion of the Board, Mr. Velamakanni 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 his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mr. Velamakanni as well as his educational background, appointment of Mr. Velamakanni as an Independent Director is highly in the interest of the Company.

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

The terms and conditions of his appointment would be available for inspection by the members electronically. Members seeking to inspect the same can send an email to [investors@niit.com](mailto:investors@niit.com).

Mr. Velamakanni, as an independent director shall be entitled to sitting fee for attending board/committee meetings and any other remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Mr. Velamakanni 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. 2 of this Notice.

The Board recommends Special Resolution for approval of the members, as set out at Item no. 2 of this Notice.

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

Sd/  
Arpita Bisaria Malhotra  
Company Secretary  
Membership No. FCS 9670

Date: May 24, 2023

Place: Gurugram

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the directors proposed to be appointed as per Notice:

Particulars/Name	Rajendra Singh Pawar	Srikanth Velamakanni
Age	72 years	49 years
Date of first appointment on the Board	December 02, 1981	May 24, 2023
Background, Expertise and Qualification	<p>Rajendra Singh Pawar is the Executive Chairman and Co-Founder of NIIT Limited, a leading Global Talent Development Corporation, and founder of the NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is also Non-executive Chairman of NIIT Learning Systems Limited.</p> <p>Under his leadership, NIIT has played a key role in shaping the growth of the Indian IT sector, by creating skilled manpower to drive its momentum. Having revolutionized the IT Training industry, he is now involved in establishing an innovative model in Higher Education, the not-for-profit NIIT University.</p> <p>Mr Pawar did his early schooling in Jammu. Then moved to The Scindia School, Gwalior and from there to IIT Delhi.</p> <p>Acknowledging Mr Pawar's contribution to the IT industry in India, he was awarded the country's prestigious civilian honour, Padma Bhushan, by the President of India in 2011.</p> <p>Mr Pawar served as a member on the Prime Minister's National Council on Skill Development (2009-2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. Actively involved in India's key Chambers of Commerce, Mr Pawar has led several ICT industry fora, including National Association of Software &amp; Service Companies (NASSCOM) as its Chairman in 2011-12.</p> <p>Mr Pawar was the Chairman of NASSCOM Cyber Security Task Force that was set up in response to the Prime Minister Narendra Modi's vision to see India emerge as a global hub of Cyber Security products and services. He was also the Chairman of the Board of Directors of Data Security Council of India (DSCI).</p> <p>Mr Pawar's contributions have been widely acknowledged and he has been conferred prestigious awards like-Distinguished Alumnus Award at IIT Delhi in 1995; The 'IT man of the Year' by IT industry journal, Dataquest in 1998; 'Master Entrepreneur of the Year' by Ernst &amp; Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior; Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005; Maharaja Gulab Singh Award in 2006; Lifetime Achievement ICT Award 2019 by Dataquest; Lifetime Achievement Award in 2022 by Federation of Indian Chambers of Commerce &amp; Industry (FICCI). He is a Fellow of the Computer Society of India and is a Distinguished Fellow of Institution of Electronics and Telecommunications Engineers.</p> <p>Mr Pawar was on the founding Board of Shree Mata Vaishno Devi University, Katra. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad and the Scindia School. He is currently serving as the Vice Chairman of National Council of Applied Economy Research (NCAER) Governing Body. He has also served on the boards of IIT Delhi, IIM Bangalore, IIM Udaipur and has been a member of the University Court of Delhi University.</p> <p>He graduated in engineering from the Indian Institute of Technology (IIT), Delhi.</p>	<p>Srikanth Velamakanni is the Co-founder, Group Chief Executive, and Executive Vice Chairman of Fractal, one of the leading players in artificial intelligence and digital transformation. Since Srikanth co-founded Fractal in 2000, the company has raised more than USD 300 million from private equity investors and has empowered more than 100 Fortune 500 companies with its AI, data, and analytics-driven business strategies. Under his leadership, Fractal has developed several product lines within the company, including Cuddle.ai, Eugenie.ai, and Qure.ai. Srikanth serves on the board of Qure.ai – which has recently received 16MM USD in funding less than three years after incubation.</p> <p>Srikanth is also a Co-founder and Trustee of Plaksha University, which focuses on core engineering, AI/ML, and mathematics, and promotes interdisciplinary learning by bringing together science and liberal arts. In addition, Srikanth is a member of the NASSCOM Executive Council, where he serves as a subject matter expert on data and AI. Prior to co-founding Fractal, he was an investment banker, working on structured debt and CDOs.</p> <p>He is also an Independent Director on the Board of Metro Brands Limited and ideaForge Technology Limited</p> <p>Srikanth's passion for AI and analytics has made him a thought leader in the space and an admired public speaker. He considers himself a lifelong student of mathematics, behavioral economics, neuroscience, and consumer behavior.</p> <p>Srikanth completed his B.Tech in Electrical Engineering from the Indian Institute of Technology (IIT), Delhi, and holds an MBA in Management, Finance and Marketing degree from the Indian Institute of Management (IIM), Ahmedabad.</p>

Particulars/Name	Rajendra Singh Pawar	Srikanth Velamakanni
<b>Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice</b>	5,84,853 Equity Shares (Including 155000 shares as first holder with spouse, 427326 shares as second holder with spouse and 2527 shares as Karta)*	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Mr. Rajendra Singh Pawar is father of Mr. Udai Singh Pawar, Non-executive Director of the Company.	None
<b>Terms and conditions of appointment</b>	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement
<b>No. of Board Meetings attended during the financial year</b>	Held : 9 (Nine); Attended : 9 (Nine)	Not Applicable, New appointment
<b>Directorships of other Boards as on date of notice</b>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited</li> <li>• NIIT Education Services</li> <li>• IT Infrastructure Development Corporation Private Limited</li> <li>• Pace Industries Private Limited</li> <li>• Indian School of Business</li> </ul>	<ul style="list-style-type: none"> <li>• ideaForge Technology Limited</li> <li>• Broadcast Audience Research Council</li> <li>• Metro Brands Limited</li> <li>• Fractal Analytics Private Limited</li> <li>• Theremin AI Solutions Private Limited</li> <li>• Theremin Multi Strategy Fund LLP</li> <li>• Eugenie Technologies Private Limited</li> <li>• Fractal Alpha Private Limited</li> <li>• Fractal Analytics Inc. (USA)</li> <li>• Fractal Analytics UK Ltd.</li> <li>• Fractal Private Limited (Singapore)</li> <li>• Fractal Analytics (Canada) Inc.</li> <li>• Fractal Analytics (Switzerland) GmbH</li> <li>• Fractal Analytics Germany GmbH</li> <li>• Fractal Analytics Netherland B.V.</li> <li>• Fractal Analytics Australia Pty Ltd</li> <li>• Limited Liability Company “Symphony (Ukraine)”</li> <li>• Final Mile Consulting LLC</li> <li>• Fractal Analytics Malaysia SDN BHD</li> <li>• Fractal Analytics (Shanghai) Limited</li> <li>• Fractal Analytics Sweden AB</li> <li>• Eugenie.ai Inc.</li> <li>• Fractal Frontiers, Inc.</li> </ul>

Particulars/Name	Rajendra Singh Pawar	Srikanth Velamakanni
<p>Membership / Chairmanship of Committees of companies as on date of notice (including NIIT)</p>	<ul style="list-style-type: none"> <li>• NIIT Learning Systems Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee – Member</li> <li>- Corporate Social Responsibility Committee – Member</li> </ul> </li> <li>• NIIT Limited                             <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee- Member</li> <li>- Corporate Social Responsibility Committee- Member</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Fractal Analytics Private Limited                             <ul style="list-style-type: none"> <li>- Audit and Risk Committee - Member</li> <li>- Nomination and Remuneration Committee - Member</li> <li>- Corporate Social Responsibility &amp; Environmental, Social, and Governance ('CSR &amp; ESG') committee - Member</li> </ul> </li> <li>• Metro Brands Limited                             <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee &amp; Sustainability Committee - Member</li> </ul> </li> <li>• IdeaForge Technology Limited                             <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee - Member</li> </ul> </li> </ul>
<p>Remuneration last drawn</p>	<p>As per detail given in the explanatory statement to item no. 1 of the Notice</p>	<p>Not Applicable</p>
<p>List of core skills/ expertise/ competencies identified by the Board and those actually available:                      Leadership - 1                      Board experience &amp; governance oversight in public companies – 2                      Financial - 3                      Global business - 4                      Technology/Talent development industry experience - 5                      Sales, Marketing &amp; customer service - 6                      Innovation &amp; entrepreneurship - 7                      M &amp; A - 8                      Legal, risk &amp; compliance management - 9</p>	<p>1-9</p>	<p>2-9</p>

\*does not include 22,445,644 equity shares held Mr. Rajendra Singh Pawar, as trustee of Pawar Family Trust

**Annexure II**

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

The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act.

Further, in case of loss or inadequacy of profits calculated as per Section 198 of the Act, a company may pay remuneration as per applicable limits/slab prescribed under Schedule V of the Act based on its effective capital, subject to members approval (by Ordinary or Special Resolution, as applicable), which would be valid for a period of 3 years

Based on the Company’s Effective Capital as per defined criteria in Schedule V (being more than Rs. 250 crores) as at March 31, 2023, the Company can pay annually in the slab of Rs. 1.20 crore plus 0.01% of the effective capital in excess of Rs. 250 crores per Whole-time director and Rs. 24 lac per non-executive director, in the event of inadequate profits or no profits in a financial year, with the approval of members by passing an ordinary resolution. The Company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, approval of members of the Company is sought by passing of special resolution, for payment of remuneration to Mr. Rajendra Singh Pawar, as mentioned in Item No. 1.

Information as required under Section II of Part II of Schedule V of the Act for Item No. 1

**GENERAL INFORMATION**

**Table A**

1	<b>Nature of Industry</b>	<b>Information Technology Services</b>																		
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)																		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																		
4	Financial performance based on given indicators (Standalone)	<table border="1"> <thead> <tr> <th>Particulars</th> <th colspan="3">Amount in Rs. Million</th> </tr> <tr> <th>Financial year</th> <th>2022-23*</th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>1,968</td> <td>5,985</td> <td>4,807</td> </tr> <tr> <td>(Loss) / Profit for the year</td> <td>(171)</td> <td>1,423</td> <td>536</td> </tr> </tbody> </table>			Particulars	Amount in Rs. Million			Financial year	2022-23*	2021-22	2020-21	Total Income	1,968	5,985	4,807	(Loss) / Profit for the year	(171)	1,423	536
Particulars	Amount in Rs. Million																			
Financial year	2022-23*	2021-22	2020-21																	
Total Income	1,968	5,985	4,807																	
(Loss) / Profit for the year	(171)	1,423	536																	
<p><i>* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited (“Transferor Company”) and NIIT Learning Systems Limited (“Transferee Company”) and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon’ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 23, 2023.</i></p>																				

5	Financial performance based on given indicators (Consolidated)	<b>Particulars</b>	<b>(Amount in Rs. Million)</b>		
		<b>Financial year</b>	<b>2022-23*</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	3,794	14,292	10,382
		Profit for the year	84	2,299	1,437
* the numbers are not comparable with previous financial years, due to the effect of Composite Scheme of Arrangement between NIIT Limited (“Transferor Company”) and NIIT Learning Systems Limited (“Transferee Company”) and their respective shareholders and creditors, under the provisions of Section 230-232 of the Companies Act, 2013, inter alia, for transfer of CLG business undertaking with effect from the appointed date, April 1, 2022, as approved by Hon’ble National Company Law Tribunal, Chandigarh Bench vide its order dated May 23, 2023.					
6	Foreign investments or Collaborators, if any	<p>The Company has following foreign/ overseas wholly owned subsidiaries:</p> <ul style="list-style-type: none"> <li>- Direct Subsidiary: NIIT China (Shanghai) Limited (and its subsidiaries)</li> <li>- Step-down Subsidiary: NIIT GC Limited, Mauritius</li> </ul> <p>Since the Company is listed at Stock Exchanges, there are Foreign Institutional Investors, Foreign Nationals, non-resident indian and Foreign Companies as shareholders, in the Company.</p> <p>Further, the Company has not entered into any foreign collaboration.</p>			

**OTHER INFORMATION**

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

The Company has operations in India and in international geographies through wholly owned subsidiaries. The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members’ approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials, as defined in the resolution at item no. 1 read with their explanatory statement.

The members may note that financial performance is indicated in Table A in Annexure-II on a consolidated basis and on standalone basis for the financial year ended March 31, 2023 for reference. The Company recorded growth in revenue in both standalone and consolidated financials for the financial year 2022-23.

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

The Company remains committed to generating superior returns for its stakeholders. The pivot to digital solutions, investments in Sales and Marketing as well as new capabilities have helped NIIT to achieve growth in FY23 at both the standalone and the consolidated level. The improvement was led by growth in its business due to addition of new customers, transition to digital learning, improvement in business mix and continuous focus on rationalization of resources including physical infrastructure. The Company will continue to take actions for improvement in its performance.

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

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

**DISCLOSURES**

Please refer Explanatory Statement to this Notice for the details required to be given under this head. Further, the same information shall be disclosed as per the requirements of Schedule V of the Act, as applicable.

By Order of the Board  
For NIIT Limited

Sd/

Arpita Bisaria Malhotra  
Company Secretary  
Membership No. FCS 9670

Date: May 24, 2023  
Place: Gurugram