

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of NIIT Limited (the Company) will be held on Friday, 28th day of September, 2018, at 10.00 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.
2. To appoint Mr. Parappil Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To ratify the remuneration of cost auditor for the financial year 2017-18 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), the remuneration of Rs. 306,260/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2017-18, be and is hereby ratified.

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.”

4. **To re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Companies (Appointment

& Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof, for the time being in force), and subject to such other approval(s)/permissions/ sanctions of the Statutory Authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as Vice-Chairman and Managing Director of the Company, liable to retire by rotation, for a period of five years w.e.f. April 1, 2019 on the terms and remuneration as mentioned in the explanatory statement annexed hereto.

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, the consent of the members of the company be and is hereby accorded to pay remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director, upto the statutory limits specified in Schedule V of the Companies Act, 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2019 till March 31, 2022.

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

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

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

“RESOLVED THAT pursuant to the provisions of

NOTICE (Contd.)

Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof, for the time being in force), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Parappil Rajendran (DIN: 00042531) as Joint Managing Director of the Company, liable to retire by rotation, for a period of five years w.e.f. April 1, 2019 on the terms and remuneration as mentioned in the explanatory statement annexed hereto.

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, the consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Parappil Rajendran, Joint Managing Director, upto the statutory limits specified in Schedule V of the Companies Act 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2019 till March 31, 2022.

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

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

By Order of the Board
For NIIT Limited

Deepak Bansal
Company Secretary

Place: Gurugram
Date: May 16, 2018

Membership No. ACS 11579

NOTES:

1. A Statement pursuant to section 102 (1) of the Companies Act, 2013 (the Act), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** In order to be effective, proxy form should be duly stamped, completed, signed and must be deposited at the registered office of the company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019, either in person or through post not later than 48 hours, before the commencement of the meeting. A blank proxy form is attached with the Annual Report. A person can act as proxy on behalf of members not exceeding fifty and holding not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
The proxy form(s) which does not state the name of proxy or is undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.
Proxy-holder shall carry his/her identity proof (driving license, aadhaar card, voter ID, passport, PAN card) in order to prove his/her identity at the AGM.
In case the AGM gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original Meeting.
A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of their relevant board resolution authorizing their representative(s) to attend and vote on their behalf at the AGM, together with the specimen signature of the authorized representative(s).
4. All the documents referred in the Notice, Annual Report including financial statements of the Company and its subsidiaries and Register of Contracts, Register of Directors' Shareholding shall be available for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 10:00 a.m. to 1:00 p.m., up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the AGM.
5. Certificate of the Statutory Auditors certifying that the Company's stock option plan has been implemented in accordance with the applicable Guidelines and Regulations issued by the Securities & Exchange Board

NOTICE (Contd.)

of India ("SEBI") and in accordance with resolutions passed by the members, will be available at the AGM for inspection by the members.

6. In terms of Section 152 of the Act, Mr. Parappil Rajendran, Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

Details of Mr. P Rajendran, as required to be provided pursuant to the provisions of (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided in explanatory statement to item no. 5.

7. The ratification of appointment of Statutory Auditors by members at every Annual General Meeting is not required pursuant to amendment in Section 139 vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 22, 2017.

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

- (a) submit their Permanent Account Number (PAN) and bank account details to the Company / Registrar & Share Transfer Agent (RTA), if not registered with the Company, as mandated by SEBI.
- (b) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.
- (c) register / update their e-mail address with the Company /RTA for receiving all communications from the Company electronically.
- (d) write to the Company for any change in address and bank mandate.
- (e) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.

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

- (a) submit their PAN and bank account details to their respective the Depository Participants (DPs) with whom they are maintaining their demat accounts.
- (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
- (c) register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (d) inform any change in address and bank mandate to the DP.

10. 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.

11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN card copy (duly attested) to their DP with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN card copy (duly attested) to the Company or its RTA.

12. Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividend for the financial year ended on March 31, 2010, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year, upon completion of seven years.

In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company has transferred 306,758 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 31, 2017 after following the prescribed procedure.

Further, the Company shall transfer the unpaid/unclaimed dividend for financial year ended March 31, 2011, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after July 31, 2018 (as per due date for transfer) upon completion of seven years. As on March 31, 2018, the amount outstanding in unclaimed dividend account for the financial year 2010-2011 is Rs. 1,232,085/- (Rupees One million two thirty two thousand and eighty five only).

In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of seven consecutive years to IEPF Account with reference to the due date of July 31, 2018. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link:

NOTICE (Contd.)

<http://www.niit.com/india/training/investors/Pages/investor-information.aspx>.

Members, whose shares and unclaimed dividends have been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5.

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

13. Members desirous of obtaining any information/clarification concerning the financial statements and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the AGM, so that the information may be made available at the AGM.
14. Pursuant to the provisions of the Act read with the rules framed thereunder, the Company may send Notice of General Meeting, Boards' Report, Auditors' Report, Financial Statement and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a financial year to the Members to register their e-mail addresses and changes therein. In view of the same, Members are requested to kindly update their e-mail addresses with DP in case they hold shares in demat form. If shares are held in physical form, Members are requested to inform their e-mail addresses to the Company.
15. Electronic copy of the Notice of the 35th AGM of the Company inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members whose e-mail addresses are registered with the Company/DP for communication purposes, unless the member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
16. Voting through electronic means :
 - i. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide facility to their Members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means, to be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system

from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").

The Members attending the AGM, who have not already cast their votes by remote e-voting, will be able to cast their vote on the resolutions at the AGM through ballot paper.

- II. The remote e-voting period commences on September 25, 2018 (9:00 a.m.) and ends on September 27, 2018 (5:00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it is not permitted to change subsequently. All person who are not members as on the cut-off date should treat this Notice for information purposes only.
- III. **The process and manner for remote e-voting are as under:**
 - (i) NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-mail addresses are registered with the Company/DPs. For Members who have not registered their e-mail addresses, can use the details as provided in the e-voting instruction being sent along with the Notice.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder–Login.
 - (iv) Put User ID and Password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of the member's choice with minimum 8 digits/ characters or combination thereof (Note down the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.)
Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of "NIIT LIMITED".
 - (vii) Now the system is ready for remote e-voting as Cast Vote page opens.
 - (viii) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once a Member has voted on the resolution, modification of the vote is not permitted.
 - (xi) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through

NOTICE (Contd.)

e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in

- IV. 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 or call on toll free no.: 1800-222-990.
- V. If Members are already registered with NSDL for remote e-voting then Members can use their existing User ID and Password/PIN for casting their vote.
- VI. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- 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. September 21, 2018.
- VIII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 21, 2018, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or investors@niit.com.
However, if Members are already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their vote. If a member has forgotten the password, the password can be reset by using the "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
- IX. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. After the discussion on the resolutions on which voting is to be held are completed, the Chairman shall allow voting at the AGM with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes earlier by availing the remote e-voting facility.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide, in not later than forty eight (48) hours of the conclusion

of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the voting shall be displayed on the Notice Board of the Company at its Registered office as well as Corporate office.

- XIV. The Results declared along with the report of the Scrutinizer, shall get displayed on the website of the Company 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 and BSE Limited.
17. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES TO THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

ITEM NO.3

The Board had, at its Meeting held on July 28, 2017, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the cost auditor of the Company for the financial year 2017-18 at a remuneration of Rs. 3,06,260/- (excluding taxes and reimbursement of out of pocket expenses, if any).

In accordance with the provisions of Section 148 of 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 auditors for the financial year ended March 31, 2018 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

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. 3 of the Notice.

The Board recommends the Ordinary Resolution for approval of the members, as set out at item no. 3 of this Notice.

ITEM NOS. 4 & 5

The members may note that pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Act, the members of the Company had passed Special Resolutions at the Annual General Meeting held on July 7, 2014 and approved the appointment and remuneration of:

NOTICE (Contd.)

- i. Mr. Vijay Kumar Thadani as Chief Executive Officer and Whole-time Director of the Company for a period of 5 years i.e. from April 1, 2014 to March 31, 2019. Mr. Vijay K Thadani was re-designated as the Vice-Chairman and Managing Director of the Company with effect from April 1, 2015;
- ii. Mr. Parappil Rajendran as Chief Operating Officer and Whole-time Director of the Company for a period of 5 years i.e. from April 1, 2014 to March 31, 2019. Mr. P Rajendran was re-designated as Joint Managing Director of the Company with effect from April 1, 2015

The Board of Directors at its meetings held on May 16, 2018, had approved the re-appointment and following remuneration of Mr. Vijay K Thadani as Vice-Chairman and Managing Director and Mr. P Rajendran as Joint Managing Director of the Company for a period of 5 years i.e. from April 1, 2019 up to March 31, 2024, as recommended by the Nomination and Remuneration Committee.

Name	Vijay K Thadani	P Rajendran
Remuneration proposed	<p>i. Basic salary Rs. 814,000 p.m. in the scale of Rs.300,000 to Rs.1,200,000 p.m. payable monthly.</p>	<p>i. Basic salary Rs. 550,000 p.m. in the scale of Rs.300,000 to Rs.1,200,000 p.m. payable monthly.</p>
	<p>ii. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee.</p>	
	<p>iii. Perquisites and allowances:</p> <p>(a) House rent allowance of 80% of the basic salary.</p> <p>(b) Medical expenses reimbursements.</p> <p>(c) Leave Travel Concession for self and family.</p> <p>(d) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.</p> <p>(e) Club fees for upto two clubs.</p> <p>(f) Employee Disability & Life Insurance.</p> <p>(g) Group Term Life Insurance cover as per applicable company policy.</p> <p>(h) and any other which may be applicable based on company's policy.</p> <p>A flexible basket with value between Rs. 1 Mn and Rs. 2 Mn may be fixed by the Nomination & Remuneration Committee to cover items at (b) to (i) 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.</p>	

<p>IV. Other benefits:</p> <p>a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.</p> <p>b. Usage of Company's cars with drivers.</p> <p>c. Telephone including mobile phone for company use.</p> <p>d. Internet/broadband facility at home for office work</p> <p>e. Leave – as per policy of the company</p> <p>f. Encashment of leave – as per policy of the company</p> <p>g. Engagement of security services at the residence</p> <p>V. Notice period for severance of employment : Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board of Directors.</p> <p>VI. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.</p> <p>In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration for such financial year, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force).</p>
--

The other Information as required under the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government is given below:

I. GENERAL INFORMATION

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)	<table border="1"> <thead> <tr> <th>Particulars</th> <th colspan="3">(Amount in Rs. Million)</th> </tr> <tr> <th>Financial year</th> <th>2017-18</th> <th>2016-17</th> <th>2015-16</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>3,618.67</td> <td>3,662.86</td> <td>3,814.49</td> </tr> <tr> <td>Profit After Tax</td> <td>51.48</td> <td>(50.70)</td> <td>1.09</td> </tr> </tbody> </table>			Particulars	(Amount in Rs. Million)			Financial year	2017-18	2016-17	2015-16	Total Revenue	3,618.67	3,662.86	3,814.49	Profit After Tax	51.48	(50.70)	1.09
Particulars	(Amount in Rs. Million)																			
Financial year	2017-18	2016-17	2015-16																	
Total Revenue	3,618.67	3,662.86	3,814.49																	
Profit After Tax	51.48	(50.70)	1.09																	

NOTICE (Contd.)

5	Foreign investments or Collaborators, if any	Please refer Annexure A of Board's Report for detail of investments made by the Company and refer Corporate Governance Report for detail of shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company. The Company has not entered into any foreign collaboration.
---	--	--

II. INFORMATION ABOUT WHOLE TIME DIRECTORS

Particulars	Vijay K Thadani	P Rajendran
Age	67 years	65 years
Date of first appointment on the Board	December 02, 1981	May 1, 1990
Back Ground and Expertise in specific functional area	<p>Vijay K Thadani, as the co-founder of NIIT Group, has built an organization that is recognized for its visionary role in bringing the benefits of Information Technology, both as a professional skill and as a learning tool, to the masses.</p> <p>He received his degree in Electricals Engineering at Indian Institute of Technology Delhi, India in 1972.</p> <p>He has led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries and has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT and as the Chairman of CII Northern Region. He also served as the Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India and as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad.</p> <p>He is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is a Founder Director on the Board of NIIT Technologies Limited, a leading SEI-CMMi Level 5 assessed IT Solutions organization, servicing customers in the USA, Europe, Japan, Asia Pacific and India. He serves on the Board of Governors of Indian</p>	<p>P Rajendran, is a co-founder of NIIT Group and member of the core team that developed and brought the organization to its present position of global standing.</p> <p>He received his degree in Electrical Engineering at Indian Institute of Technology Delhi, India in 1974 and joined KELTRON, a nascent electronic products company set up by Govt. of Kerala, where he worked for eight years. During this period he was involved in marketing, product management and sales of electronic industrial products. Later he moved into the domain of electronic automation and control of power stations.</p> <p>He also serves on the Board of Management of the not-for-profit NIIT University set up in Neemrana, Rajasthan with the vision of creating the University of the Future built on the foundation of Industry-linked, Technology-based, Research-driven and Seamless learning.</p> <p>He is actively engaged with NIIT Foundation, which addresses the skilling and employability needs of youth from the underprivileged segments of the society. He has been associated with the apex industry association, Confederation of Indian Industry (CII) for over a decade.</p> <p>Mr. Rajendran assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate</p>

	<p>Institute of Technology (IIT), Delhi and on the Governing Council of All India Management Association (AIMA). Till recently, he served as the Chairman of the Board of Governors of MN National Institute of Technology, Allahabad and CII's National Committee on Higher Education.</p> <p>A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.</p> <p>Mr. Thadani provides strategic direction and oversight to the Chief Executive and Heads of the Company's global businesses. His responsibilities include leading the Company's Strategic Alliance and Technology partnership initiatives and in addition, to oversee the Finance, Legal, Secretarial, Investor Relations functions and Global Learning Business.</p>	<p>teams engaged in Human Resources, Commercial Services, Legal Services and the School Learning Solutions Business.</p>
Number of equity shares held in the Company	158,527 equity shares (Including 155,000 equity shares with spouse as first holder, 1,000 equity shares as second holder with spouse and 2,527 equity shares as Karta)	458,654 equity shares (including 7,537 equity shares as first holder and 1,117 equity shares as second holder with spouse)
Relationship with other Directors/ Manager/ KMP	Nil	Nil
No. of Board Meetings attended during the year	Held: 8 (Eight); Attended: 8 (Eight)	Held: 8 (Eight); Attended: 7 (Seven)
Directorship on other Boards as on March 31, 2018	<ul style="list-style-type: none"> • NIIT Technologies Limited • MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) • NIIT Institute of Finance Banking and Insurance Training Limited • NIIT Yuva Jyoti Limited • NIIT Institute of Process Excellence Limited • Global Solutions Private Limited 	<ul style="list-style-type: none"> • MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) • NIIT Network Services Limited • NIIT Institute of Finance Banking and Insurance Training Limited • NIIT Yuva Jyoti Limited • NIIT Institute of Process Excellence Limited • Pace Education Private Limited • IT Infrastructure Development Corporation Private Limited • NIIT Education Services

NOTICE (Contd.)

Membership/ Chairmanship of Committees of other Boards as on March 31, 2018	NIIT Technologies Limited : Audit Committee (Member) Stakeholders Relationship Committee (Member) NIIT Limited : Audit Committee (Member) Stakeholders Relationship Committee (Member) NIIT Yuva Jyoti Limited : Audit Committee (Member) MindChampion Learning Systems Limited (Formerly Hole-in-the-Wall Education Limited) : Audit Committee (Member)	Nil
Past remuneration	2017-18 Rs. 14,277,939 2016-17 Rs. 15,563,937 2015-16 Rs. 15,620,558* *Includes salary arrears of previous year	2017-18 Rs. 13,530,903 2016-17 Rs. 14,492,652 2015-16 Rs. 16,930,887* *Includes salary arrears of previous year
	The above includes salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund, Superannuation Fund and National Pension Fund and provision for gratuity and provision for leave encashment.	
Recognition or Awards	Under the leadership of Mr. Thadani, the Company has received many prestigious awards and accolades. Mr. Thadani has been conferred with: • Bank of India Award for Excellence in Management 1999 • IIT Delhi Distinguished Alumnus award 1999	Under his 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 '4 th Best Company to work for in India' by Great India to Work Institute 2013-14.
Job profile and his suitability	Mr. Vijay K Thadani has extensive experience in IT and education and Training industry. He controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in leading NIIT's strategic alliance initiative, the technology partnership initiative and leveraging growth opportunities in addition to overseeing the Finance, Legal, Secretarial, Investor Relations functions and Global Learning Business.	Mr. P Rajendran has extensive experience in IT and education and Training industry. He assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, legal and the School Learning Solutions Business. He is also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.

Remuneration Proposed	As per details hereinabove given in the explanatory statement to item no. 4 & 5 of the Notice. In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force), as permissible through a special resolution. Hence it is proposed to pass special resolutions in this regard.
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 Whole-time Directors has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 15, 2018.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Vijay K Thadani and P Rajendran have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The performance of the Company (on standalone basis) in the last financial year was impacted due to headwinds in the BFSI sector because of turmoil witnessed on account of non-performing assets issues across banking sector, resulting in reduction in hiring of fresher and cost cutting in training of employees in this sector in India.

Also, the drops in the IT sector recruitment in the previous year has not fully recovered but has shown trends in positive direction. The effect of this positive trend expected to show results in financial year 2018-19 and thereafter.

2. Steps taken or proposed to be taken for improvement:

The Company remains committed to generating superior returns for its stakeholders. While there were headwinds in BFSI sector, which impacted business at the standalone company level, but the management has considered few strong initiatives over the previous two to three financial years, which helped the Company to achieve positive growth as well as improved operating profit in the last two to three financial years. New initiatives launched in India, including StackRoute and DigiNxt have shown encouraging results. The Company's endeavour is to continue to focus on

NOTICE (Contd.)

driving cloud based, online and IP based businesses so as to enable an improvement in performance and profitability of the Company on standalone basis. To achieve perpetual growth, the Company has invested in product line in Skills & Careers Business and those products have been successfully launched in June 2018. Specific initiatives and the new product line launched will revitalize large channel network of the Company in India in financial year 2018-19.

3. Expected increase in productivity and profits in measurable terms:

The Company expects to improve revenue growth and profitability over the next few years. NIIT's corporate learning business continues to grow at a robust pace posting EBITDA double digit percentage. Also, strong steps taken by introducing new product line in the Skills & Careers business will help the business to return to growth and achieve positive margins. Given the large anticipated requirement for reskilling and digital skills, overall demand for training has started picking up. In addition, the temporary disruption in the business due to major turmoil in BFSI sector expected in the future to stabilize and would help the Company achieve higher profits. The continuing efforts of the Company has resulted in improvement of its operating profit from Rs. 308 million in the financial year 2014-15 to Rs. 746 million in the financial year 2017-18 and this positive trend is expected to continue.

IV. DISCLOSURES

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2017-18.

The Special Resolution as mentioned at Item no. 4 of this Notice shall also be considered as compliance with the Regulation 17 of amended Listing Regulations.

Except Mr. Vijay K Thadani, Mr. P Rajendran and their relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the special resolutions set out at Item nos. 4 & 5 of this Notice.

The Board recommends the Special Resolutions for approval of the members, as set out at item nos. 4 & 5 of this Notice.

By Order of the Board
For NIIT Limited

Place: Gurugram
Date: May 16, 2018

Deepak Bansal
Company Secretary
Membership No. ACS 11579

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
35th Annual General Meeting – Friday, September 28, 2018

Name of the Member(s):

Registered Address:

Email:

DP ID No.:

Folio No. / Client ID No.:

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name: _____ Address: _____
E-mail Id: _____

Signature: _____

or failing him/her

2) Name: _____ Address: _____
E-mail Id: _____

Signature: _____

or failing him/her

3) Name: _____ Address: _____
E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 10.00 a.m. IST at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:

PROXY FORM (Contd.)

Resolution Number	Resolution	Vote (Optional see Note 2)		
		No. of shares	For	Against
Ordinary Business				
1	Adoption of : a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 together with 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, 2018 together with the Report of the Auditors thereon.			
2	Appointment of Mr. P Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business				
3	Ratification of remuneration of Cost Auditor			
4	Re-appointment of Mr. Vijay K Thadani as Vice-Chairman and Managing Director of the Company			
5	Re-appointment of Mr. P Rajendran as Joint Managing Director of the Company			

Signed this _____ day of _____ 2018

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Re.1/-

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked.
5. The Proxy Forms which does not state the name of proxy and/or which are undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.
6. Proxy-holder shall carry his/her identity proof (Driving License, Aadhaar Card, Voter ID Card, Passport, PAN Card) in order to prove his/her identity at the Annual General Meeting.
7. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
8. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
9. For the resolutions, please refer Notice of the 35th Annual General Meeting and Statement pursuant to Section 102 of the Companies Act, 2013 and annexed thereto.

Location Map

U-Turn from
Ansal Villas
CSKM Public
School
Sign Board

