

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of NIIT Limited (the Company) will be held on Tuesday, 13th day of August 2019, at 9.00 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the audited standalone financial statement of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon.
- To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2019.
- To appoint Mr. Rajendra Singh Pawar (DIN : 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To ratify the remuneration of cost auditor for the financial year 2018-19 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.327,699/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2018-19, 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."

- To re-appoint Mr. Anand Sudarshan as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations 2015 ("Listing Regulations"), Mr. Anand Sudarshan (DIN: 00827862) be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024, 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."

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

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Geeta Mathur (DIN: 02139552) be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024, 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."

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Ravinder Singh (DIN: 08398231), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 29, 2019 and who holds office until the date of ensuing Annual General

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Meeting in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from March 29, 2019 to March 28, 2024, 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."

8. To appoint Mr. Ashish Kashyap as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Ashish Kashyap (DIN: 00677965), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 1, 2019 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years with effect from June 1, 2019 to May 31, 2022, 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.

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 ("the Act"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), receipt of statutory approvals, if any, as may be necessary and in accordance with the applicable provisions of the

Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration and benefits (in addition to the remuneration as applicable to the other Non-Executive Directors of the Company viz. sitting fee and/or commission) to Mr. Rajendra S Pawar (DIN 00042516), Non-executive Director & Chairman of the Company, for the period June 1, 2019 to May 31, 2020, as set out in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee or official authorized by the Board of Directors for this purpose) be and is hereby authorised to decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For NIIT Limited

Deepak Bansal

Company Secretary

Place: Gurugram

Date: June 10, 2019

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 Annual General Meeting (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/HERSELF 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 in 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 member.

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.

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- 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 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 Securities & Exchange Board of India ("SEBI") Guidelines and Regulations and in accordance with resolutions passed by the members, will be available at the AGM for inspection by the Members.
 6. Final dividend of INR 5/- per equity share has been recommended by the Board of Directors for the financial year ended March 31, 2019 pursuant to the provisions of the Act and if declared at the ensuing AGM, it will be paid within 30 days of the declaration, to those Members whose names appear in the Register of Members and in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on Wednesday, July 31, 2019. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 1, 2019 till Tuesday, August 13, 2019 (both days inclusive).
 7. In terms of Section 152 of the Act, Mr. Rajendra Singh Pawar, Director of the Company, who retires by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief Profile of Mr. Rajendra S Pawar is included in the Notice.
 8. Members holding shares in physical mode are requested to :
 - (a) submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company, as mandated by SEBI.
 - (b) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.
 - (c) register / update their e-mail address with the Company /RTA for receiving all communications from the Company electronically.
 - (d) write to the Company for any change in address and bank mandate.
 - (e) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.
 - (f) The physical shareholders are advised to get their physical shareholding in demat form, as no transfer of physical share is allowed after March 31, 2019.**
 9. Members holding shares in electronic mode are requested to :
 - (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.
 - (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
 - (c) register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
 - (d) inform any change in address and bank mandate to DP.
 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. 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 Registrar. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited at 3E/7, Jhandewalan Extension, New Delhi 110055.
 12. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI. In view of the above, the members holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Limited, 3E/7, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of members staying at locations not covered by ECS,

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the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The members can obtain a copy of the ECS Mandate Form from the Registered Office of the Company or can download from the website of the Company at www.niit.com. In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their Dividend Warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.

13. 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, 2011, 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 had transferred 37,762 equity shares of Rs. 2/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of July 30, 2018 after following the prescribed procedure.

Further, the Company shall transfer the unpaid/unclaimed dividend for financial year ended March 31, 2012, as per the requirement of aforesaid provisions of the Act and IEPF Rules, to IEPF after August 1, 2019 (as per due date for transfer) upon completion of seven years. As on March 31, 2019, the amount outstanding in unclaimed dividend account for the financial year 2011-2012 is Rs. 1,487,016.

In addition, the Company shall also transfer the shares, on which dividend remain unpaid/ unclaimed for a period of 7 consecutive years, to IEPF with reference to the due date of July 31, 2019. In this regard, the Company has individually informed the members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such members and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.niit.com

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: <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 physical version of the same duly signed to the Company along with requisite documents enumerated 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>.

14. 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.
15. Pursuant to the provisions of the Act read with the rules framed thereunder, the Company may send Notice of General Meeting, Board's 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 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.
16. Electronic copy of the Notice of the 36th 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.
17. 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 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 AGM 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/ tab-voting.
- II. The remote e-voting period commences on Thursday, August 8, 2019 (9:00 A.M.) and ends on Monday, August 12, 2019 (5:00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 6, 2019, 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

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permitted to change it subsequently. All persons 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 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 of August 6, 2019.

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. August 6, 2019, 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/ tab-voting.

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 with the assistance of scrutinizer, by use of Ballot Paper/tab-voting 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 Limited and BSE Limited.

18. 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.

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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 / reappointed:

Particulars	Rajendra Singh Pawar	Anand Sudarshan	Geeta Mathur	Ravinder Singh	Ashish Kashyap
Age	68 years	59 years	52 years	68 years	46 years
Qualifications	B.Tech.	B.Tech., PGDBM	C.A.	B.Tech.	Masters of Management
Date of first appointment on the Board	December 2, 1981	October 11, 2013	April 1, 2014	March 29, 2019	June 1, 2019
Background and Expertise	<p>Rajendra S Pawar is the Chairman and Co-Founder of NIIT Limited, a global leader in skills and talent development, and founder of NIIT University.</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>Acknowledging Mr Pawar's contribution to the IT industry in India, he has been awarded the country's prestigious civilian honour, Padma Bhushan, by the President of India in 2011. Actively involved in India's key Chambers of Commerce, he has also led several ICT industry initiatives including NASSCOM (2011-12) as its Chairman. Currently Mr Pawar is the Chairman of NASSCOM Cyber Security Task Force that has been 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 is also the Chairman of the Board of Directors of Data Security Council of India.</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.</p>	<p>Anand Sudarshan is Founder & Director, Sylvant Advisors Private Limited, an education sector advisory & early-stage investment entity. An education sector veteran & a recognised leader, Anand serves on a number of boards, as well as government committees on policy advisory, including Technology in Education, and Corporate Engagement in Higher Education.</p> <p>Anand's prior tenure was Vice-Chairman & Managing Director of Manipal Global Education, with whom he had a distinguished career since May 2006. In 1989 Anand co-founded The Microland Group and for almost 14 years he was part of the team that built it into one of the leading privately held Indian technology companies.</p> <p>Anand serves as the Chairman of FICCI's Committee on Start-up's and Innovation, and continues to be active in several industry bodies & charitable trusts.</p>	<p>Geeta Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries and investor relations.</p> <p>She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations.</p> <p>She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.</p>	<p>Ravinder Singh graduated in engineering from the Indian Institute of Technology (IIT), Delhi. Over a career spanning 45 years he has worked in both public and private sector organisations in the areas of Financial Services, Manufacturing and Consulting.</p> <p>Currently, he is working with USAID on assignments with some of the small island countries in the Pacific region to assist them to develop appropriate policies and processes to access international climate change funds.</p> <p>Ravinder Singh worked with IQL, a consulting and training company in the area of Change Management and Business Processes, from 1994-2006 and was its head from 1999 to 2006. During this period, he worked closely as a consultant with the CEOs and top management of several of the best known large companies in India.</p> <p>From January, 2010 to June, 2015, he was a part time consultant with the World Bank, as a member of the panel for accreditation of multilateral and national implementing entities for receiving funds for adaptation</p>	<p>Ashish Kashyap, is a Technology Entrepreneur who has built consumer internet businesses at scale in sectors such as Travel, E-commerce & FinTech. In the year 2018, he founded INDwealth, an AI based "wealth technology" platform targeting the affluent and HNIs in India. In 2007, he founded the online travel company 'ibibo Group' (Goibibo, redBus) and served as its group Chief Executive Officer till 2017. The exit of ibibo to MakeMyTrip in Oct' 2016 was the largest M&A tech deal in India creating significant value for shareholders and employees. Parallely, he co-founded PayU-India in 2011. He became Google India's first Country Head in 2005. He was head of e-commerce (& founding member) of indiatimes.com, Times Internet during 2000-2005. Ashish Kashyap is the recipient of 2017 Naspers Founder Award and LinkedIn Power Profile 2017.</p>

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Particulars	Rajendra Singh Pawar	Anand Sudarshan	Geeta Mathur	Ravinder Singh	Ashish Kashyap
	<p>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'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.</p> <p>Known for promoting industry-academia alliances, Mr Pawar has been working closely with the country's well-known educational institutions. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad and the Scindia School. 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>Anand holds a Bachelor of Engineering degree in Electronics and Communications Engineering from the National Institute of Technology, Trichy, India, and a PGDM from the Indian Institute of Management Calcutta, India.</p>	<p>She currently serves as an independent director in various large organizations across manufacturing and services such as Matherson Sumi Systems Limited, JTEKT India Limited, IIFL Finance Limited, Tata Communication Transformation Services Limited, Info Edge (India) Limited and Schneider Electric Infrastructure Limited.</p> <p>She co-chairs the India chapter of Women Corporate Directors Foundation, a global membership organization and community with a mission to foster a powerful, trusted community of influential women corporate directors. She is also engaged as a business engagement expert with specific projects of IPE Global, an international development consulting company providing expert technical assistance and solutions for equitable development and sustainable growth in developing countries. She is a graduate in Commerce from Shriram College of Commerce, Delhi University and did her articleship with PriceWaterhouse while pursuing her CA.</p>	<p>projects from the Adaptation Fund.</p> <p>Ravinder Singh also worked as a Fiduciary Expert Consultant with the Green Climate Fund (GCF) from 2014 to 2016. He also undertook several assignments for the United Nations Framework for Climate Change (UNFCCC) and the United Nations Environment Program (UNEP), Asia-Pacific region, Bangkok between 2012 and 2017.</p> <p>Ravinder Singh has also been a certified trainer for Motorola University for its top management programme on Six Sigma.</p> <p>Ravinder Singh has been a member of the board of the National Accreditation Board for Certification Bodies (NABCB) of the Quality Council of India (QCI) – a body established by the Government of India in association with CII, FICCI and Assocham for three terms. He was chairman of the Accreditation Committee of NABCB from 2005 to November, 2018.</p> <p>He started his career as management trainee with State Bank of India and worked for 15 years in the areas of Credit, Branch Operations and HR.</p>	<p>He was recognized amongst Exhibit 100 Tech Indians, The Economic Times: Promising Entrepreneurs of India (2015) and Top 100 powerful digital Mavens of India 2012 & 2013.</p> <p>Ashish Kashyap is CEO & Director of Finzoom Investment Advisors Private Limited (with the brand INDwealth).</p> <p>Ashish Kashyap holds a 'Master of Management' degree from McGill University and Economics (Hons.) degree from Kirori Mal College, Delhi University.</p>
Number of equity shares held in the Company	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	Nil	800 equity shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil
No. of Board Meetings attended during the financial year 2018-19	Held : 7 (seven); Attended : 7 (seven)	Held : 7 (seven); Attended : 5 (five)	Held : 7 (seven); Attended : 7 (seven)	Nil (appointed w.e.f. March 29, 2019)	Nil (appointed w.e.f. June 1, 2019)

*doesn't include 25,366,521 equity shares held by Mr. Rajendra Singh Pawar, as trustee of Pawar Family Trust.

NOTICE (Contd.)

Particulars	Rajendra Singh Pawar	Anand Sudarshan	Geeta Mathur	Ravinder Singh	Ashish Kashyap
Directorship on other Boards	<p>Private Limited Companies</p> <ul style="list-style-type: none"> Pace Industries Private Limited IT Infrastructure Development Corporation Private Limited <p>Section 8 Companies</p> <ul style="list-style-type: none"> NIIT Education Services Data Security Council of India Indian School of Business Save the Child 	<p>Public Limited Companies</p> <ul style="list-style-type: none"> NIIT Institute of Finance Banking and Insurance Training Limited NIIT Institute of Process Excellence Limited Mindchampion Learning Systems Limited <p>Private Limited Companies</p> <ul style="list-style-type: none"> Sylvant Advisors Private Limited Lodestar Education Services Private Limited Thirumeni Finance Private Limited PALGENIA Technologies Private Limited Magic Wand Empowerment Private Limited Genlabs Healthcare Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> Littlemore Innovation Labs Pte Ltd NIIT (USA) Inc. 	<p>Listed Companies</p> <ul style="list-style-type: none"> Motherson Sumi Systems Limited IIFL Finance Limited JTEKT India Limited Info Edge (India) Limited Schneider Electric Infrastructure Limited <p>Public Limited Companies</p> <ul style="list-style-type: none"> IIFL Wealth Management Limited Tata Communications Transformation Services Limited India Infoline Finance Limited J K Helene Curtis Limited <p>Private Limited Companies</p> <ul style="list-style-type: none"> Ummed Housing Finance Private Limited Sentiss Pharma Private Limited <p>Section 8 Company</p> <ul style="list-style-type: none"> IPE Global Centre for Knowledge and Development <p>Foreign Company</p> <ul style="list-style-type: none"> SMRP BV 	<p>Public Limited Companies</p> <ul style="list-style-type: none"> NIIT Institute of Process Excellence Limited 	<p>Private Limited Companies</p> <ul style="list-style-type: none"> Finzoom Investment Advisors Private Limited Goppler Online Services Private Limited
Membership/Chairmanship of Committees of other Boards	Nil	<p>NIIT Institute of Finance Banking and Insurance Training Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Nomination & Remuneration Committee (Member) Corporate Social Responsibility (Member) <p>NIIT Institute of Process Excellence Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Nomination & Remuneration Committee (Member) 	<p>Motherson Sumi Systems Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>IIFL Wealth Management Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairperson) <p>Tata Communications Transformation Services Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>India Infoline Finance Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>IIFL Finance Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>JTEKT India Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>JK Helene Curtis Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) 	<p>NIIT Institute of Process Excellence Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Nomination & Remuneration Committee (Member) 	Nil

NOTICE (Contd.)

STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Act)

ITEM NO. 4

The Board had, at its Meeting held on July 26, 2018, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs.3,27,699/- (excluding taxes and reimbursement of out of pocket expenses, if any).

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

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 4 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. 4 of the Notice.

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

ITEM NO. 5

Mr. Anand Sudarshan (DIN : 00827862) joined the Board of Directors of the Company in October 2013. Pursuant to the Act and Listing Regulations, Mr. Sudarshan was appointed as an Independent Director of the Company by the members in the AGM held on July 7, 2014 for a term of five consecutive years from April 1, 2014 to March 31, 2019.

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

The Board of Directors on the basis of performance evaluation of Mr. Sudarshan and as per the recommendation of Nomination & Remuneration Committee, considering his background, experience and contribution made during his tenure, has re-appointed Mr. Sudarshan as Independent Director for second term of five consecutive years from April 1, 2019 upto March 31, 2024.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Anand Sudarshan under the provisions of Section 160 of the Act.

Mr. Sudarshan does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Brief profile of Mr. Sudarshan and his other directorships has been included in this Notice. Mr. Sudarshan has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Sudarshan 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 re-appointment as an Independent Director of the Company and is independent of the management.

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

Except Mr. Anand Sudarshan and his 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 Resolution set out at Item no. 5 of this Notice.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Anand Sudarshan. Accordingly, the Board recommends the Special Resolution for approval of the members, as set out at Item no. 5 of this Notice.

ITEM NO. 6

Ms. Geeta Mathur (DIN: 02139552) joined the Board of Directors of the Company in April 2014. Pursuant to the Act and Listing Regulations, Ms. Mathur was appointed as an Independent Director of the Company by the members in the AGM held on July 7, 2014 for a term of five consecutive years from April 1, 2014 to March 31, 2019.

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

The Board of Directors on the basis of performance evaluation of Ms. Mathur and as per the recommendation of Nomination & Remuneration Committee, considering her background, experience and contribution made during her tenure, has re-appointed Ms. Mathur as Independent Director for second term of five consecutive years from April 1, 2019 upto March 31, 2024.

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

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

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

The terms and conditions of her appointment would be

NOTICE (Contd.)

available for inspection by the members at the Registered Office of the Company.

Except Ms. Geeta Mathur and her 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 Resolution set out at Item no. 6 of this Notice.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Ms. Geeta Mathur. Accordingly, the Board recommends the Special Resolution for approval of the members, as set out at Item no. 6 of this Notice.

ITEM NO. 7

The Board of Directors of the Company at its meeting held on March 29, 2019, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Ravinder Singh (DIN : 08398231) as an Additional Independent Director of the Company w.e.f. March 29, 2019 for a term of 5 consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing AGM. The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Ravinder Singh under the provisions of Section 160 of the Act.

Brief profile of Mr. Ravinder Singh and his other directorships has been included in this Notice. The Company has received a declaration from Mr. Singh stating 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.

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

The terms and conditions of his appointment would be available for inspection by the members at the Registered Office of the Company during normal business hours from Monday to Friday.

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

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

ITEM NO. 8

The Board of Directors of the Company at its meeting held on May 25, 2019, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Ashish Kashyap (DIN: 00677965) as an Additional

Independent Director of the Company w.e.f. June 1, 2019 for a term of 5 consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing AGM. The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Ashish Kashyap under the provisions of Section 160 of the Act.

Mr. Kashyap does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Brief profile of Mr. Ashish Kashyap and his other directorships has been included in this Notice. The Company has received a declaration from Mr. Kashyap stating 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.

In the opinion of the Board, Mr. Ashish Kashyap 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 and is independent of the management.

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

Except Mr. Ashish Kashyap and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item no. 8 of this Notice.

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

ITEM NO. 9

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

In May 2019, the Company divested its entire shareholding in NIIT Technologies Limited for a consideration of Rs. 20,204 million. A large part of the proceeds from the divestment shall be available as growth funds for aggressive expansion of the Company in leading technology areas for youth and workforce learning solutions. The Company would need his personal involvement in setting new directions for the Company and helping the Board and senior management in transitioning into the new NIIT of the future. In this path, he shall be providing guidance and mentoring to executive management of the Company for future growth strategy including identifying market expansion opportunities and strategic technology alliances.

NOTICE (Contd.)

In terms of the provisions of Section 197 read with Schedule V and other applicable provisions of the Act, the Company can pay remuneration to non-executive director of the Company either by way of a monthly payment or at a specified percentage of net profits of the company or partly by one way and partly by the other. Further, the Company can pay aggregate remuneration to non-executive directors in excess of 1% (and/or overall managerial remuneration in excess of 11%) of its net profits in any financial year with the approval of shareholders by passing a special resolution at general meeting.

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

The Nomination and Remuneration Committee, at its meeting held on June 10, 2019, has considered the matter and recommended to the Board to enlarge the role of Mr. Pawar as Non-Executive Director & Chairman of the Company for future growth of the Company and also recommended the remuneration to be paid to Mr. Pawar as a Non-executive Director & Chairman.

The Board of Directors at its meeting held on June 10, 2019, accepted the recommendation of Nomination and Remuneration Committee to enlarge the role of Mr. Pawar and also approved the following remuneration for the period June 1, 2019 to May 31, 2020:

- A. Remuneration: Rs. 10 million per annum, payable monthly
- B. Other Perquisites
 - (a) Group Personal Accident insurance cover under the Company's GPA policy.
 - (b) Medical insurance cover
 - (c) Club membership fees for upto two clubs.
 - (d) Group Term Life Insurance cover.
 - (e) Company's car with driver for official and personal use.
 - (f) Expense reimbursement for mobile phone and residence phone.
 - (g) Maintenance of an office at residence including usage of Company provided IT infrastructure, broadband/internet facility at company's cost and security services therein. Further, he shall have full access to the office premises of the company and the secretarial services for discharge of his duties.
- C. The aforesaid remuneration is in addition to remuneration applicable to other non-executive

directors viz., sitting fee and commission upto 1% of the net profits payable to non-executive directors (as approved earlier by the shareholders at the annual general meeting held on September 22, 2017. The sitting fee amount is not considered for the purpose of calculation of applicable limit of 1% of the net profits for commission).

The proposed remuneration to the non-executive chairman may result in the company exceeding the overall limit of 1% of net profits presently applicable to payment of remuneration to all non-executive directors and/or overall limit of 11% of the net profits presently applicable to overall managerial remuneration for any financial year in terms of Section 197 of the Companies Act, 2013. Further, the aforesaid proposed remuneration for Mr. Pawar together with the amount of commission, if any paid along with other non-executive directors, may also exceed 50% of total annual remuneration payable to all non-executive directors of the Company in terms of Regulation 17(6) of the Listing Regulations. Accordingly, the same needs to be approved by the members of the company by special resolution at their general meeting.

Your approval is sought by passing of special resolution as mentioned at Item no. 9 of the Notice, for the proposed remuneration of Mr. Rajendra S Pawar, Non-Executive Director & Chairman, in accordance with the provisions of Section 197 of the Act and Regulation 17 of Listing Regulations.

Except Mr. Rajendra S Pawar and his relative, none of the Directors, Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 9 of the Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 9 of this Notice.

By Order of the Board

For NIIT Limited

Deepak Bansal

Company Secretary

Place: Gurugram

Date: June 10, 2019

Membership No. ACS 11579