

## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of NIIT Limited (“the Company”) will be held on Friday, August 5, 2022 at 11:30 a.m. (IST) through Video Conferencing / Other Audio Visual Means to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana.

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.
2. To appoint Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To reappoint Statutory Auditors of the Company and fix their remuneration 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004) as the Statutory Auditors of the Company for the second term of five consecutive years, starting from the conclusion of this 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company.

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

### SPECIAL BUSINESS

5. **To ratify the remuneration of Cost Auditor for the financial year 2021-22 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 3,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as cost auditor by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2021-22.

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

6. **To approve payment of 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 Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder 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), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, if any, as may be necessary, approval of the members of the Company be and is hereby accorded for remuneration /benefits (in addition to the remuneration as applicable to the other Non-Executive Directors of the Company viz. sitting fee and/or commission etc.) to Mr. Rajendra Singh Pawar (DIN 00042516), Non-executive Director & Chairman of the Company, for the period June 1, 2022 to May 31, 2023, as set out in the explanatory statement annexed herewith.

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**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof from time to time) and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to pay remuneration as mentioned in explanatory statement, to Mr. Rajendra Singh Pawar as Non-executive Director & Chairman of the Company, 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.

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

7. **To approve the payment of remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director of the Company during the remaining period of his tenure 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** in continuation to the Special Resolution passed by the Members of the Company at the Annual General Meeting held on September 28, 2018, pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, read with the relevant rules thereof 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) and subject to such other necessary approval(s), consent(s) or permission(s) (including any Central Government approval) as may be required and applicable to the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vijay Kumar Thadani (DIN : 00042527), Vice-Chairman & Managing Director as mentioned in the explanatory statement including payment of 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 remaining period of his tenure i.e., April 1, 2022 till March 31, 2024.

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

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

Deepak Bansal

Company Secretary

Membership No. ACS 11579

Place: Gurugram

Date : May 24, 2022

### NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. Pursuant to the General Circular 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 39<sup>th</sup> AGM shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.  
  
National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note nos. 18 to 22 hereinafter.
3. The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Pursuant to the provision of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since

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this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the Circulars. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required/attached.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting or to vote at AGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through registered email address to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [investors@niit.com](mailto:investors@niit.com).

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

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.niit.com](http://www.niit.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

7. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company alongwith copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at [investors@niit.com](mailto:investors@niit.com) or to RTA, Alankit Assignments Limited at [rtat@alankit.com](mailto:rtat@alankit.com)
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
8. In terms of Section 152 of the Act, Mr. Rajendra Singh Pawar and Mr. Vijay Kumar Thadani, Directors of the Company, retires by rotation at the AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking re-appointment at AGM is annexed to the Notice as Annexure - I.

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

9. Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Act (as amended from time to time), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurugram (FRN 101049W/ E300004) (S. R. Batliboi), were appointed by the members of the Company as Statutory Auditors of the Company, for a term of 5 (five) consecutive years commencing from the conclusion of 34<sup>th</sup> AGM until the conclusion of 39<sup>th</sup> AGM. The term of S. R. Batliboi as Statutory Auditors shall expire at the conclusion of this 39<sup>th</sup> AGM of the Company.

Pursuant to the provisions of Section 139 (2) of the Companies Act, an audit firm can be appointed as an Auditor of the Company for a period of two terms of five consecutive years. Therefore, it is proposed to reappoint S.R. Batliboi as Statutory Auditors for another term of five years starting from the conclusion of this 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM.

S. R. Batliboi & Associates LLP have consented to the said reappointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141 of the Act. They have further confirmed that they are not disqualified to be reappointed as Statutory Auditor in terms of the provisions of the Sections 139 and 141 of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

10. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 29, 2022, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice and attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
11. Members who would like to express their views or ask questions during the AGM may register themselves till Thursday, July 29, 2022, by sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at [investors@niit.com](mailto:investors@niit.com). Members holding shares as on the cut-off date shall be entitled to register and participate at the AGM.

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- Members who are registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
12. (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least seven days in advance at [investors@niit.com](mailto:investors@niit.com). The same will be replied by the Company suitably.
  - (b) Members who will participate in the AGM through VC/OAVM can also post question/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within 7 days from AGM date.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, the Certificate from Secretarial Auditors of the Company certifying that NIIT Employees Stock Option Plan 2005 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other relevant documents referred to in this Notice of AGM and explanatory statement and also referred in other reports attached with this notice, will be available electronically for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents, can send an email to [investors@niit.com](mailto:investors@niit.com).
14. Members holding shares in physical mode are advised to:
    - (a) the shareholders holding company's shares in physical form are advised to get these shares converted to the demat form as no transfer of Physical share is allowed from April 1, 2019.
    - (b) submit their Permanent Account Number (PAN) and bank account details to the RTA/Company, if not registered with the Company, as mandated by SEBI.
    - (c) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.
    - (d) register / update their e-mail address with the RTA/Company for receiving communications electronically.
    - (e) write to the Company for any change in address and bank mandate.
  - (f) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.
15. Members holding shares in electronic mode are advised to:
    - (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete KYC process to keep demat account active.
    - (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
    - (c) register / update their mobile number and e-mail address with their respective DPs for receiving communications electronically.
    - (d) inform any change in address and bank mandate to DP.
16. 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.
17. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of unpaid and unclaimed amounts lying with the Company as on March 31, 2021 is available on the website of the Company and on MCA's website.

Pursuant to Section 124 of the Act, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividends for the financial year ended on March 31, 2014, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the financial year 2021-22, upon completion of seven years. In accordance with the provisions of Section 124 of the Act and IEPF Rules, the Company had also transferred 28,038 equity shares of

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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 August 6, 2021 after following the prescribed procedure.

Further, no dividend was declared by the Company for the financial year 2014-15. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2014-15 are not applicable on the Company.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/india/training/investors/Pages/investor-information.aspx>

Members, whose shares and unclaimed dividends have already been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website <http://www.iepf.gov.in/IEPF/refund.html>. and sending a physical version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules alongwith complete documents in support of their claim.

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

### JOINING AGM THROUGH VC / OAVM:

18. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the

same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

19. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members can also login and join anytime throughout the proceedings of AGM.
20. Members are encouraged to join the Meeting through Laptops for better experience. Further members desirous of speaking at AGM, will be required to use Camera and use Internet with a good speed to avoid any disturbance during the meeting.
21. Please note that members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
22. The process and manner for remote e-voting and e-voting at AGM are as under:
  - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, Regulation 44 of Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - II. The remote e-voting period shall commence on Monday, August 1, 2022 (9:00 A.M.) (IST) and ends on Thursday, August 5, 2022 (5:00 P.M.) (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 29, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it can not be changed subsequently.
  - III. All persons who shall not be members as on the cut-off date, should treat this Notice for information purposes only.

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### IV. Instruction:

#### For Remote E-voting:

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

#### Step 1: Access to NSDL e-Voting system


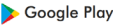


#### Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system

Details on Step 1 are mentioned below:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 and 1800224430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

## NOTICE (Contd.)

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Details on step 2 are mentioned below:

#### How to cast your vote electronically and join virtual meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@niit.com](mailto:investors@niit.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@niit.com](mailto:investors@niit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.



## NOTICE (Contd.)

- V. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - Please use helpdesk detail for any grievances connected with the facility for e-Voting on the day of the AGM, as mentioned for Remote e-voting.
- VI. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 18001020990/1800224430.
- VII. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 29, 2022.
- IX. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, July 29, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rtat@alankit.com](mailto:rtat@alankit.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, July 29, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- X. Mr. Nityanand Singh, Company Secretary (Membership No. FCS - 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- XI. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate:
- Physical shareholding: Send a request to the Registrar and Transfer Agents (“RTA”) of the Company, Alankit Assignments Limited at [rtat@alankit.com](mailto:rtat@alankit.com) providing Folio No., Name, self-attested scanned copy of the share certificate (front and back), PAN Card, AADHAAR Card for registering email address. After due verification, RTA will forward your login credentials to your registered email address.
- Following additional details need to be provided in case of updating Bank Account Details:
- a) Name and Branch of the Bank in which you wish to receive the dividend,
  - b) the Bank Account type,
  - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
  - d) 9 digit MICR Code Number, and
  - e) 11 digit IFSC Code
  - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
- Demat shareholding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.
- After due verification, the depository will forward your login credentials to your registered email address.
- XII. E-Voting Results
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast during the AGM and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The results of the voting shall be displayed on the

## NOTICE (Contd.)

Notice Board of the Company at its Registered Office.

- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company [www.niit.com](http://www.niit.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Friday, August 5, 2022.

### **Other instructions:**

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password/ OTP with any other person and take utmost care to keep it confidential.

## NOTICE (Contd.)

### AGM – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Friday, August 5, 2022 at 11:30 A.M. (IST)
2.	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at registered office of the Company
3.	Participation through Video Conferencing	Members can login from 11:00 A.M. (IST) on the date of AGM through NSDL link.
4.	Name and address of e-voting and VC/OAVM service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400 013
5.	Helpline numbers	Email at the designated email id – <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call at Toll free no.: 18001020990/ 1800224430
6.	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Friday, July 29, 2022
7.	Remote E-voting start time and date	9.00 A.M. (IST), Monday, August 1, 2022
8.	Remote E-voting end time and date	5.00 P.M. (IST), Thursday, August 4, 2022
9.	Remote E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
10.	Emails: Company/documents/ AGM Speaker registration Registrar & Share Transfer Agent NSDL	<a href="mailto:investors@niit.com">investors@niit.com</a>  <a href="mailto:rta@alankit.com">rta@alankit.com</a>  <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
11.	Recorded transcript	To be available after AGM at Company's website in investors information section.
12.	Email & Contact updation	<u>Demat shareholders:</u> through Depository Participant.  <u>Physical Shareholders:</u> Contact Company or its Registrar and Transfer Agents, Alankit Assignments Limited at given address/ or email.

## NOTICE (Contd.)

### STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

#### ITEM NO. 5

The Board had, at its Meeting held on July 30, 2021, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2021-22 at a remuneration of Rs. 3,50,000/- (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 Auditor for the financial year ended March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

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

#### ITEM NO. 6

Mr. Rajendra Singh Pawar, Non-executive Director & Chairman is the promoter director and associated with the Company for more than four 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.

The Members of the Company at their general meeting held on August 5, 2021 had approved the payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director and Chairman of the Company, for the period June 1, 2021 till May 31, 2022, by passing a Special Resolution in addition to sitting fees and commission, if any, which would get paid to non-executive directors.

During FY22, besides leading the Company in his role as Non-executive Chairman, Mr. Pawar focused on engaging with the industry and the higher education ecosystem in adapting to learning in a post-pandemic era and help strategize the path to digital makeover of the Company. Further, he was deeply involved in strategizing the re-organization of the Company into two independently listed entities through composite scheme of arrangement, which is expected to create value for the shareholders.

As the execution of this scheme of arrangement progresses, the Company needs the continuity of the focused engagement of Mr. Pawar to facilitate its transition into the two entities and his mentorship to the business over the next few years.

The Nomination and Remuneration Committee had also discussed and recommended that in view of the enlarged role continued to be played by Mr. Pawar, he may be paid the remuneration for June 1, 2022 to May 31, 2023 on same lines as approved in 2021. The Board of Directors at its meeting held on May 24, 2022, accepted the recommendation of Nomination and Remuneration Committee and approved the following remuneration / benefits for Mr. Pawar for the period June 1, 2022 to May 31, 2023, subject to the approval of members of the Company by passing a special resolution.

- A. Remuneration: Rs. 10 million per annum, payable monthly
- B. Other Perquisites
  - (a) Group Personal Accident insurance, Medical insurance and Group Term Life Insurance cover as per policy of the company.
  - (b) Club membership upto two clubs or reimbursement of fee for official purpose.
  - (c) Company's car(s) with driver(s) for official use.
  - (d) Expense reimbursement for mobile phone and residence phone for official use.
  - (e) Security services.
- C. Further, he shall be provided office of the Company and the secretarial services for discharge of his duties.

The said facilities/benefit shall be in addition to remuneration applicable to non-executive directors viz., sitting fee and commission/remuneration payable to non-executive directors, if any as may be determined by the Board from time to time.

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 members by passing a special resolution at general meeting. Further, in the event of inadequacy of profits or no profits in the company in any financial year, pursuant to the provisions of Schedule V of the Companies Act 2013, company can pay remuneration to non-executive director with the approval of members.

Further, all fees and compensation paid/payable to non-executive directors need to be approved by the members of the company in terms of the 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.

## NOTICE (Contd.)

The said remuneration to Mr. Rajendra Singh Pawar may exceed any applicable limits as provided in Section 197, 198 read with Schedule V of the Companies Act, 2013 or Regulation 17(6) of the Listing Regulations. Accordingly, the same needs to be approved by the members of the company by passing a special resolution at this general meeting. The remuneration as mentioned is proposed to be paid to Mr. Pawar in the event of profits or inadequacy of profits or

no profits pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013.

As a matter of abundant caution, members' approval is also sought by passing special resolution as mentioned at item no. 6 of this Notice read with their explanatory statement for payment of proposed remuneration to Mr. Rajendra Singh Pawar, Non-executive Director & Chairman, in the event of no profit or inadequate profit in any financial year in the Company.

### Information on Mr. Rajendra Singh Pawar, as required under Section II of Part II of Schedule V of the Companies Act, 2013:

<b>Past remuneration</b>	<ul style="list-style-type: none"> <li>• 2021-22: Rs. 10,887,244 (including sitting fees of Rs. 780,000/-)</li> <li>• 2020-21: Rs. 2,801,048/- [including sitting fees of Rs. 1,040,000/-; considering the unprecedented circumstances under Covid-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid remuneration (except approved prerequisites) during April 1, 2020 till January 31, 2021, as approved by members]</li> <li>• 2019-20: Rs. 9,677,979/- (including sitting fees of Rs. 1,100,000/-)</li> </ul>
<b>Recognition or Awards</b>	<p>Acknowledging Mr. Pawar's contribution to the IT industry in India, he was awarded the country's prestigious civilian honour, Padma Bhushan, by the President of India in 2011. Mr. Pawar's contributions have been widely acknowledged and he has been conferred prestigious awards like- Distinguished Alumnus Award at IIT Delhi in 1995; The 'IT man of the Year' by IT industry journal, Dataquest in 1998; 'Master Entrepreneur of the Year' by Ernst &amp; Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior. He has also been awarded with the 'Lifetime Achievement Award' at Dataquest ICT Awards 2019 in August 2020.</p> <p>He has also featured in number of panel discussions at business TV channels, industry seminars, magazines etc.</p>
<b>Job profile and his suitability</b>	As per details hereinabove given in the explanatory statement of this Notice.
<b>Remuneration Proposed</b>	As per details hereinabove given in the explanatory statement of this Notice.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 23, 2022 and by the Board of Directors at their meeting held on May 24, 2022.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b>	Mr. Rajendra Singh Pawar has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
<b>Other information</b>	The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.

Except Mr. Rajendra Singh Pawar, his son Mr. Udai Singh Pawar (Non-executive Director of the Company) and his other relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 6 of this Notice.

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

## NOTICE (Contd.)

### ITEM NO. 7

The Members of the Company at their Annual General Meeting held on September 28, 2018, had approved the appointment with the following remuneration of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company for a period of 5 years i.e., from April 1, 2019 up to March 31, 2024 by passing a special resolution.

- I. Basic salary: Rs. 814,000 p.m. in the scale of Rs. 300,000 to Rs. 1,200,000 p.m. payable monthly.
- II. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee.
- III. Perquisites and allowances:
  - (a) House rent allowance of 80% of the basic salary.
  - (b) Medical expenses reimbursements.
  - (c) Leave Travel Concession for self and family.
  - (d) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
  - (e) Club fees for upto two clubs.
  - (f) Employee Disability & Life Insurance.
  - (g) Group Term Life Insurance cover as per applicable company policy.
  - (h) and any other which may be applicable based on company's policy.

A flexible basket with value between Rs. 1 million and Rs. 2 million may be fixed by the Nomination & Remuneration Committee to cover items at (b) to (h) 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.

- IV. Other benefits:
  - a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
  - b. Usage of Company's cars with drivers.
  - c. Telephone including mobile phone for company use.
  - d. Internet/broadband facility at home for office work
  - e. Leave – as per policy of the company
  - f. Encashment of leave – as per policy of the company
  - g. Engagement of security services at the residence
- V. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.

The members had also approved payment of remuneration in the event of no profits or inadequacy of profits, within the applicable limits provided in erstwhile Schedule V of the Companies Act, 2013 ("the Act") i.e. upto double of applicable limits provided in Schedule V at that time (approval valid upto March 31, 2022). This approval was provided for a period of 3 financial years, being maximum tenure as per Schedule V of the Act.

The profits of the Company had been adequate as well as inadequate (on standalone basis) in past years for payment of remuneration to executive directors in terms of Section 197, 198 read with Schedule V of the Companies Act, 2013 and remuneration had been paid in terms of Schedule V and approval of members in 2018, as per detail given hereinafter.

In continuation to the approval of members in 2018, pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors had at the meeting held on May 24, 2022 considered that Mr. Vijay Kumar Thadani shall be paid remuneration upto Rs. 24 million in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2022 till March 31, 2024. The proposed amount is within the prescribed limits of Schedule V of the Companies Act, 2013 as applicable to company (as amended/ modified from time to time). This amount shall not include the (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (c) encashment of leave at the end of the tenure.

There is no other change in the remuneration payable to him.

Nomination and Remuneration Committee and Board of Directors of the Company, had approved the aforesaid proposed remuneration at its meeting held on May 23, 2022 and May 24, 2022, respectively and recommended this to the Members for approval by passing Special Resolution. As a matter of abundant caution, members' approval is also sought by passing special resolution as mentioned at item no. 7 of this Notice read with their explanatory statement for payment of proposed remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & Managing Director, in the event of no profit or inadequate profit in any financial year in the Company.

The proposal approval shall also be considered as an approval under the provision of Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

## NOTICE (Contd.)

Information on Mr. Vijay Kumar Thadani, as required under Section II of Part II of Schedule V of the Companies Act, 2013:

<p><b>Past remuneration</b></p>	<p>2021-22 – Rs. 49,793,681/- 2020-21 – Rs. 4,149,663/- {Considering the unprecedented circumstances under COVID-19 pandemic and various action taken by the Company including containment of the expenses of the company in FY21 to the lowest level possible, he was not paid major part of his remuneration [basic salary + house rent allowance] from April 1, 2020 to January 31, 2021 and full performance linked bonus for FY 2020-21 } 2019-20 – Rs. 23,557,029/- (performance linked bonus for FY 2019-20 was not paid for the same reason as mentioned for FY 2020-21)</p>
<p><b>Recognition or Awards</b></p>	<p>Under the leadership of Mr. Thadani, the Company has received many prestigious awards and accolades.</p> <p>Mr. Thadani has been conferred with:</p> <ul style="list-style-type: none"> <li>• Bank of India Award for Excellence in Management 1999</li> <li>• IIT Delhi Distinguished Alumnus award 1999</li> </ul>
<p><b>Job profile and his suitability</b></p>	<p>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.</p>
<p><b>Remuneration Proposed</b></p>	<p>As per details hereinabove given in the explanatory statement of this Notice.</p>
<p><b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b></p>	<p>The remuneration payable to the Whole-time Director 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 23, 2022.</p>
<p><b>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</b></p>	<p>Mr. Thadani has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.</p>
<p><b>Other Information</b></p>	<p>The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided in Annexure - II of this Notice.</p>

Except Mr. Vijay Kumar Thadani, his daughter Ms. Leher Vijay Thadani (Non-executive Director of the Company) and his other relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the special resolution set out at Item no. 7 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 7 of this Notice.

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

Particulars/Name	Rajendra Singh Pawar	Vijay Kumar Thadani
Age	71 years	71 years
Qualification	B Tech	B Tech
Date of first appointment on the Board	December 02, 1981	December 02, 1981
Background and Expertise	<p>Mr Rajendra S Pawar is the Chairman and Co-Founder of NIIT Limited, a global talent development corporation, 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. 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 &amp; Young in 1999; Madhav Award in 1999 at the Scindia School, Gwalior. He has also been awarded with the 'Lifetime Achievement Award' at Dataquest ICT Awards 2019 in August 2020.</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>Mr Vijay K Thadani is the Co-Founder of NIIT Group and serves as Vice Chairman and Managing Director of NIIT Ltd, a leading Global Talent Development Corporation. He is also the Co-Founder of the not-for-profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society.</p> <p>In the past, Mr Thadani served as President of the Indian IT industry association, MAIT and as Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India.</p> <p>As an active member of CII, he served as the Chairman of CII Northern Region as also chaired CII's National Committee on Higher Education and currently serves as the Co-Chair of CII's Centre of Digital Transformation.</p> <p>In addition, he served as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad, Chairman of the Board of Governors of MN National Institute of Technology, Allahabad and also as a member of the Board of Governors of Indian Institute of Technology (IIT), Delhi.</p> <p>Mr Thadani is currently serving as the Chairman of All India Board of Technician Education constituted by AICTE and is also a member of the Governing Council of All India Management Association (AIMA). He co-chairs the CII Centre for Digital Transformation and serves as an Independent Director on the Board of Triveni Turbine Limited.</p> <p>Mr Thadani has received the recognition of "Distinguished Alumnus" from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. In addition, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.</p>



Particulars/Name	Rajendra Singh Pawar	Vijay Kumar Thadani
<b>Number of Equity Shares held in the Company including shareholding as beneficial owner</b>	5,84,853 Equity Shares (Including 155000 shares as first holder with spouse, 427326 shares as second holder with spouse and 2527 shares as Karta)*	158527 Equity Shares (including 155000 shares with spouse as first holder, 1000 shares as second holder with spouse and 2527 shares as Karta)**
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Mr. Rajendra Singh Pawar is father of Mr. Udai Singh Pawar, Non-executive Director of the Company.	Mr. Vijay Kumar Thadani is father of Ms. Leher Vijay Thadani, Non-executive Director of the Company.
<b>Terms and conditions of appointment or re-appointment and remuneration to be paid</b>	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement
<b>No. of Board Meetings attended during the financial year 2021-22</b>	Held : 7 (Seven); Attended : 7 (Seven)	Held : 7 (Seven); Attended : 7 (Seven)
<b>Directorships of other Boards</b>	<ul style="list-style-type: none"> <li>• Public Limited Companies <ul style="list-style-type: none"> <li>○ NIIT Network Services Limited</li> </ul> </li> <li>• Private Limited Companies <ul style="list-style-type: none"> <li>○ Pace Industries Private Limited</li> <li>○ IT Infrastructure Development Corporation Private Limited</li> </ul> </li> <li>• Section 8 Companies (Not for Profit) as per Companies Act, 2013 <ul style="list-style-type: none"> <li>○ NIIT Education Services</li> <li>○ Indian School of Business</li> <li>○ Data Security Council of India</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Public Limited Companies <ul style="list-style-type: none"> <li>○ NIIT Institute of Finance Banking and Insurance Training Limited</li> <li>○ NIIT Institute of Process Excellence Limited (Under Liquidation w.e.f. 19.2.2020)</li> <li>○ Triveni Turbine Limited</li> <li>○ NIIT Learning Systems Limited (Formerly known as MindChampion Learning Systems Limited)</li> </ul> </li> <li>• Private Limited Companies <ul style="list-style-type: none"> <li>○ Global Solutions Private Limited</li> <li>○ RPS Consulting Private Limited</li> </ul> </li> <li>• Foreign Companies <ul style="list-style-type: none"> <li>○ NIIT (USA), Inc. USA</li> <li>○ NIIT Learning Solutions (Canada) Limited</li> <li>○ NIIT Limited, U.K.</li> <li>○ NIIT (Ireland) Limited</li> <li>○ Eagle Training, Spain S.L.U</li> <li>○ Stackroute Learning Inc., USA</li> </ul> </li> </ul>
<b>Membership / Chairmanship of Committees of other companies</b>	Nil	Nil
<b>Remuneration last drawn</b>	As per detail given in the explanatory statement to item no. 6 of the Notice	As per detail given in the explanatory statement to item no. 7 of the Notice
<b>List of core skills/ expertise/ competencies identified by the Board and those actually available:</b> Leadership - 1 Board experience & governance oversight in public companies - 2 Financial - 3 Global business - 4 Technology/Talent development industry experience - 5 Sales, Marketing & customer service - 6 Innovation & entrepreneurship - 7 M & A - 8 Legal, risk & compliance management - 9	1-9	1-9

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

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

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

Further, in case of loss or inadequacy of profits calculated as per Section 198 of the Act, a company may pay remuneration as per applicable limits/slab prescribed under Schedule V of

the Act based on its effective capital, subject to members approval (by Ordinary or Special Resolution, as applicable), which would be valid for a period of 3 years

Based on the Company's Effective Capital as per defined criteria in Schedule V (being more than Rs. 250 crores) as at March 31, 2022, the Company can pay annually in the slab of Rs. 1.20 crore plus 0.01% of the effective capital in excess of Rs. 250 crores per Whole-time director in the event of inadequate profits or no profits in a financial year, with the approval of member by passing an ordinary resolution. The Company can pay more than these limits with the approval of members by passing special resolution.

Accordingly, as an abundant caution, approval of members of the Company is sought by passing of special resolutions for payment of remuneration under Schedule V of the Act, to Mr. Rajendra Singh Pawar and Mr. Vijay Kumar Thadani, as mentioned in the respective items.

### Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item Nos. 6 and 7 GENERAL INFORMATION

Table A

1	Nature of Industry	Information Technology Services			
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators (Standalone)	<b>Particulars</b>	<b>(Amount in Rs. million)</b>		
		<b>Financial year</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2019-20</b>
		Total Revenue	4452	3,681	4,009
		Profit After Tax from continuing operations	1462	567	13,778
5	Financial performance based on given indicators (Consolidated)	<b>Particulars</b>	<b>(Amount in Rs. million)</b>		
		<b>Financial year</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2019-20</b>
		Total Revenue	13,775	9,597	8,892
		Profit After Tax from continuing operations	2,338	1,468	13,577
6	Foreign investments or Collaborators, if any	Please refer Annexure A of Board's Report for detail of investments made by the Company in its subsidiaries 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.			

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

The Company operations are spread in India and outside India also, through wholly owned subsidiaries. The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials, as defined in the said respective resolutions read with their explanatory statements.

The members may note that financial performance is indicated in Table A in Annexure-II on a consolidated basis and on standalone basis for the financial year ended March 31, 2022 for reference. The Company recorded an improvement in performance for the financial year 2021-22 at both the standalone and consolidated level.

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

The Company remains committed to generating superior returns for its stakeholders. The pivot to digital solutions and continuous investments in sales & marketing as well as new capabilities have helped NIIT to achieve an improved performance in FY22 at both the standalone and the

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

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

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

**DISCLOSURES**

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2021-22

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

Deepak Bansal  
Company Secretary  
Membership No. ACS 11579

Place: Gurugram  
Date: May 24, 2022