

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of NIIT Technologies Limited will be held on Saturday, September 21, 2019 at 09:00 A.M. at Country Inn & Suites, 579, Main Chhatarpur Road, Shahoorpur Extension, Satbari, New Delhi, 110030 to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Financial Statements 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 Statements of the Company for the Financial Year ended March 31, 2019 together with Report of the Auditors thereon;

SPECIAL BUSINESS

- To re-classify the Promoter Shareholding to Public Shareholding 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 Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, if any, and subject to the requisite approval from the Stock Exchange(s) and other statutory and regulatory authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded for re-classification of following persons/entities (hereinafter referred to as “Promoters and Promoter Group Seeking Re-classification”), from “Promoters & Promoter Group” category shareholders to “Public” category shareholders:

- V K Thadani HUF
- Renuka Vijay Thadani
- Vijay Kumar Thadani
- R S Pawar HUF
- Neeti Pawar
- Rajendra Singh Pawar
- Pawar Family Trust through Mr. R S Pawar (Trustee)
- Thadani Family Trust through Mr. Vijay K Thadani (Trustee)
- NIIT Limited
- Global Solutions Private Limited
- Pace Industries Private Limited

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorised to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make &

submit all requisite applications, representations, filings, undertakings and any other documents, to the Stock Exchanges and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution.”

- To appoint Mr. Kirti Ram Hariharan (DIN: 01785506) as a Non- Executive 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kirti Ram Hariharan (DIN: 01785506) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

- To appoint Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) as a Non- Executive 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

- To appoint Mr. Hari Gopalakrishnan (DIN: 03289463) as a Non- Executive 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of

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the Company), Mr. Hari Gopalakrishnan (DIN: 03289463) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

6. To appoint Mr. Patrick John Cordes (DIN: 02599675) as a Non-Executive Director of the Company and in 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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Patrick John Cordes (DIN: 02599675) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

7. To appoint Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board 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 149, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Basab Pradhan (DIN: 00892181), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 29, 2019 and whose term expires at the Annual General Meeting and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations be and is hereby appointed as an Independent Director of the Company and Chairperson of the Board to hold office for a term of two (2) consecutive years with effect from June 29, 2019 to June 28, 2021.

8. To re-appoint Mr. Ashwani Puri (DIN: 00160662) as an Independent Director of the Company for second term 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 149, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Ashwani Puri (DIN: 00160662) who holds office of Independent Director up to March 31, 2019 and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term not exceeding 5 (five) consecutive years on the Board of the Company effective from April, 01, 2019.”

9. To approve payment of remuneration to non-executive directors 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 197, 198 and any other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment and / or any re-enactment(s) thereof for the time being in force), the Non-Executive Independent Directors of the Company be paid remuneration, by way of commission, as may be determined by the Board or any Committee thereof, not exceeding three (3) percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all such Directors together for each financial year commencing from 1st April 2019.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and Committee meetings.

**By the Order of the Board
For NIIT Technologies Limited
Sd/-**

Lalit Kumar Sharma

**Place: Noida Company Secretary & Legal Counsel
Date: July 23, 2019 Membership No. FCS 6218**

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Notes:

- The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3 to 8 of the Notice are also annexed.
- A Member entitled to attend and vote at the Annual General Meeting 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.** A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
- Proxy shall not be entitled to speak at the Meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received 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 enclosed. The Members may please note that:
 - All un-named, undated, unstamped or inadequately stamped proxy forms shall not be considered as valid.
 - Proxy-holder shall carry his/her identity proof (Driving License/Aadhaar Card/Voter ID Card/Passport/PAN Card) in order to prove his/her identity at the Annual General Meeting.
 - In case the meeting 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.
 - Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company in the business hours during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: investors@niit-tech.com.
- Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
- Members/proxies/authorized representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.
- While Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 3E/7, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, Members having shares in electronic form may inform such changes directly to their Depository Participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
- Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
- 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 shareholders 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 Technologies 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 shareholders staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The Shareholders 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-tech.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

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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.

9. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). The said form can be downloaded from the Company's website www.niit-tech.com (under 'Investors' section). Members holding shares in physical form may submit the same to the Company at the Registered Office. Members holding shares in electronic form may submit the same to their respective Depository Participant.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The following Registers will be available for inspection of Members of the Company at the Annual General Meeting:
 - Register of Directors & KMP u/s 170 of the Companies Act, 2013
 - Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013
12. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the General Meeting will be available at the venue for inspection by the Members.
13. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
14. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
15. Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 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. No claim shall be entertained against IEPF or the Company for the

amount already transferred. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2012 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately.

The Ministry of Corporate Affairs ('MCA') has notified Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 and subsequent amendments thereof ("the Rules"). In terms of Section 124(6) of the Companies Act, 2013, all shares in respect of which unclaimed/unpaid dividend has been transferred to the IEPF as aforesaid, are also required to be transferred by the company to the credit of the Demat Account of IEPF Authority along with a statement containing such details as may be prescribed.

The Company has issued a newspaper advertisement on May 02, 2019. Also, the Company had sent letters individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any.

The Company has also uploaded full details of such shareholders and shares due for transfer to the demat account of the IEPF Authority on its website at link <http://www.niit-tech.com/investors>.

The Company shall be transferring the amount lying unclaimed or unpaid for the financial years 2011-12 to the Investor Education and Protection Fund in August 2019 amounting to Rs 2,038,672. Further, the Company is also in process of transferring the shares in respect of the same to the Demat Account of IEPF Authority. During the year, the Company has already transferred 78,607 equity shares to the Investor Education and Protection Fund Authority for the year 2010-11.

Members whose shares and unclaimed dividends have been transferred to IEPF Authority fund 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 of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested

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to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. 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 Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi 110055.

17. The Securities and Exchange Board of India (SEBI) vide Notification dated June 08, 2018 has mandated that with effect from December 05, 2018, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.

The shareholders holding shares in physical form are requested to immediately accordingly get their shares dematerialized in order to avoid the inconvenience at the time of transferring their shares.

18. 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 address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
19. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the financial year 2018-19 will also be available on the Company's website www.niit-tech.com.
20. Electronic copy of the Notice of the 27th Annual General Meeting 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 the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any

Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.

21. The Route map showing the directions to reach the venue is annexed to the back side of Attendance Slip.

22. Voting through electronic means:

In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 27th Annual General Meeting to be held on Saturday, September 21, 2019 at 09:00 AM, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 AM on Wednesday, September 18, 2019 and end at 05:00 PM on Friday, September 20, 2019.

E-voting shall not be allowed beyond the said period. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2019 may cast their votes electronically or through postal ballot.

Further, the facility for voting through polling paper/tab shall also be made available at the Annual General Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

23. Instructions for Remote e-Voting:

NSDL shall be sending the User-ID and Password to those Members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company / Depository Participant(s).

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your UserID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (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 on Login. If you are already

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- registered with NSDL for e-voting, then you can use your existing User-ID & Password for casting your vote.
- (v) If you are logging on for the first time, Password change menu will appear on your screen. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) The Home page of Remote e-voting opens. Click on remote e-voting > Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of "NIIT Technologies Limited".
 - (viii) Now you are ready for e-voting as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG 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

Members are requested to note the following:

1. In case of any queries, you may refer the FAQs and Remote e-voting user manual to the Members available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.
You can also update your mobile number and e-mail ID in the user profile details of the Folio which may be used for sending future communication(s).
2. The voting rights of the 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 September 14, 2019.
3. Any person, who acquires shares and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 14, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Issuer/RTA. 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. Upon 5 unsuccessful attempts to provide the correct password or if you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.
4. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
5. Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668) of M/s Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. 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 Annual General Meeting through ballot paper or electronic means. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ e-Voting" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the Remote e-voting facility.
7. The Scrutinizer shall after the conclusion of voting at the General Meeting, will 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 make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
8. The Results declared along with the Report of the Scrutinizer shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate office and the same shall also be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

**By the Order of the Board
For NIIT Technologies Limited
Sd/-**

Lalit Kumar Sharma

**Place: Noida Company Secretary & Legal Counsel
Date: July 23, 2019 Membership No. FCS 6218**

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW

ITEM NO. 2

The existing promoters of the Company signed Share Purchase Agreements (SPAs) with Hulst B.V. on April 6, 2019 and pursuant to the said SPAs transferred their entire shareholding of 18,848,118 (30.04%) shares to Hulst B.V. on May 17, 2019.

Consequent upon such transfer, the Promoter Directors resigned from the position of Directors w.e.f. May 17, 2019. The existing promoters (person/entities as set out in the body of the resolution) of the Company vide their letters dated May 17, 2019, have requested the Company for declassification as Promoter and Promoter Group to ensure that they are no longer classified as part of promoter or Promoter Group.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein.

The Promoters and Promoter Group seeking re-classification also meet the following conditions prescribed for re-classification under SEBI Listing Regulations.

- a) They, directly or indirectly, do not exercise control over the affairs of the Company. They have also confirmed that post-reclassification, they shall not exercise direct or indirect control over the Company;
- b) Proposed re-classification is not intended for increasing the level of public shareholding towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of SEBI Listing Regulations.
- c) They, individually, along with their Persons acting in concert (without considering shareholding of other promoters of the Company), do not hold more than 10% of the total voting rights in the Company;
- d) They do not have any special rights in the Company through formal or informal arrangements. There are no existing shareholders' agreements granting special rights to them in the Company;
- e) They, individually, including through their immediate relatives, do not hold any key managerial personnel position in the Company;
- f) No regulatory action is pending against them.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on May 17, 2019 have considered and approved all the applications for re-classification received by the Company as above from Promoter

and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities.

As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities. Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed re-classification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said re-classification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said re-classification.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 2, for approval of the shareholders.

ITEM NOS. 3, 4, 5, 6

The Board of Directors, at their meeting held on May 17, 2019, approved the appointment of Mr. Kirti Ram Hariharan, Mr. Kenneth Tuck Kuen Cheong, Mr. Hari Gopalakrishnan, Mr. Patrick John Cordes as Additional Directors, on the Board of the Company. Their term shall expire at the ensuing Annual General Meeting. Based on the varied & rich experience possessed by these Directors, the Board considers it desirable to continue availing their services as Directors. The Company has received their consents in writing, to act as Directors, in the prescribed form. They have also submitted a declaration that they are not disqualified to act as Director under Section 164 (2) of the Companies Act, 2013.

Brief profiles of the Directors seeking appointment are given below:

1. Mr. Kirti Ram Hariharan- Mr. Hariharan is the General Counsel of Baring Private Equity Asia ("BPEA"). Mr. Hariharan joined BPEA in 2011. Mr. Hariharan is responsible for all legal matters associated with BPEA's fund raising and investment efforts including the structuring and execution of transactions, financing and related activities. Prior to joining BPEA, Mr. Hariharan was at leading law firm Paul, Hastings, Janofsky and Walker, worked with Och-Ziff Capital Management at their Hong Kong and Bangalore offices and was a Partner of Amarchand Mangaldas Suresh A. Shroff & Co., India's leading law firms.

2. Mr. Kenneth Tuck Kuen Cheong- Mr. Cheong is a Managing Director and a Member of the Investment

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Committee of Baring Private Equity Asia (“BPEA”). Mr. Cheong joined BPEA in 1998. Mr. Cheong is involved in BPEA’s investments in Southeast Asia. He has also been involved with BPEA’s investments in China, Korea, U.S. and India. Mr. Cheong was previously a Manager with BZW Asia for three years, where he was involved in corporate finance and M&A in the Region. Prior to that, Mr. Cheong spent three years with DBS Bank, where he was involved in credit, marketing and loan syndications.

3. Mr. Hari Gopalakrishnan- Mr. Gopalakrishnan is a Managing Director in Baring Private Equity Asia’s (“BPEA”) Mumbai office and focuses on investments in the technology, healthcare, consumer, financial services, and infrastructure sectors. Mr. Gopalakrishnan joined BPEA in 2007. Prior to joining BPEA, Mr. Gopalakrishnan worked in the private equity practice at New Vernon, an India-dedicated multi-strategy investment management firm. Previously, he worked for Pricewaterhouse Coopers India, where he advised clients on infrastructure projects.

4. Mr. Patrick John Cordes -Mr. Patrick John Cordes is the Managing Director and the CFO of Baring Private Equity Asia (“BPEA”). Mr. Cordes joined BPEA in 2006. Mr. Cordes is responsible for overseeing the finance, tax, portfolio monitoring, legal, compliance, IT and office operations functions and jointly oversees BPEA’s human capital function. Mr. Cordes is also responsible for overseeing BPEA’s philanthropic activities and serves on the Board of Social Impact Partners. Prior to BPEA, Mr. Cordes worked at Deloitte in New York and Hong Kong, serving a wide range of clients, including private equity firms, Japanese trading companies, global financial institutions and non-financial US registrants based in Asia.

None of the Directors or Key Managerial Personnel and their relatives, except the Directors in the matter of their respective appointments are concerned or interested (financially or otherwise) in these Resolutions.

The Board of Directors recommend the Ordinary Resolutions as detailed in Item No. 3, 4, 5 and 6 of the Notice for the approval of the shareholders.

ITEM NO. 7

The Board of Directors of the Company had appointed Mr. Basab Pradhan as an Additional Director in capacity as Independent Director of the Company with effect from June 29, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pradhan shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director.

The Company has received his consent in writing, to act as Director, in the prescribed form. He has also submitted a declaration that he is not disqualified to act as Director under Section 164(2) of the Companies Act, 2013. The Company has also received a declaration of independence from

Mr. Pradhan. Further, in the opinion of the Board, Mr. Pradhan fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations, for appointment as an Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Mr. Pradhan is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

Brief profile of Mr. Pradhan is given below:

Mr. Basab Pradhan- Mr. Basab Pradhan has had a successful career spanning IT Services, Technology and Consumer Marketing. He started his career with Hindustan Unilever in India in consumer marketing. Subsequently, he spent most of his career at Infosys Ltd. where he was Head of Global Sales & Marketing for the last 5 years of his tenure. From 2002 to 2005 he reorganized and led the transformation of the company’s sales and go-to-market as it maintained its industry leading growth and margins. His book on the Indian IT Services industry was published in 2012 by Penguin Random House.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Basab Pradhan, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 7 for approval of the Shareholders.

ITEM NO. 8

Mr. Ashwani Puri was appointed as an Independent Director of the Company at the Annual General Meeting held on July 7, 2014 and holds office till March 31, 2019 (first term). The Board on the basis of performance evaluation and the contribution made by him in his first term has recommended re-appointment of Mr. Ashwani Puri as Independent Director for a second term of not exceeding 5 consecutive years on the Board of the Company with effect from April 01, 2019.

The Company has received the consent in writing, to act as Director, in the prescribed form, from Mr. Puri. He has also submitted a declaration that he is not disqualified to act as Director under Section 164(2) of the Companies Act, 2013. The Company has also received a declaration of independence from Mr. Puri. Further, in the opinion of the Board, Mr. Puri fulfils the conditions specified in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for his appointment as an Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Mr. Puri is available for inspection at the Registered Office of the Company during business hours on any working day.

Brief profile of Mr. Ashwani Puri is given below:

Mr. Ashwani Puri -Mr. Ashwani Puri is a Financial Management veteran and has extensive experience in investment acquisition advisory services, valuations and decision analysis, business and financial restructuring, dispute analysis and forensics.

NIIT Technologies Limited

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He has served on various committees of the Banking Division/ Ministry of Finance, Ministry of Corporate Affairs and INSOL International. He also served as a member of PWC's Global Advisory Leadership Team. He is currently the Managing Partner of Veritas Advisors LLP, which provides strategy, governance and financial advisory services.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Puri, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 8 for approval of the Shareholders.

ITEM NO. 9

Section 197 of Companies Act, 2013 permits payment of remuneration to Non executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of Members. Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting. The Members of the Company at its Annual General Meeting held on July 7, 2014, approved the payment of Commission to Non

Executive Directors of the Company for a period of 5 years. The remuneration upto a sum not exceeding three (3) percent of the net profit of the Company and as approved by the Board of Directors/any Committee thereof, may be paid by way of Commission to Non-Executive Independent Directors of the Company.

The special resolution seeks to obtain authority for the said payment of Commission to Non Executive Directors (including Independent Directors) under section 197 of the Companies Act, 2013 w.e.f. April 1, 2019.

None of the Directors or Key Managerial Personnel and their relatives, except all Non-Executive Independent Directors are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the resolution for your approval.

**By the Order of the Board
 For NIIT Technologies Limited
 Sd/-**

Lalit Kumar Sharma

Place: Noida **Company Secretary & Legal Counsel**
Date: July 23, 2019 **Membership No. FCS 6218**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Item Nos. 3-8 of the aforesaid Notice, as required under Regulation 26 and 36 of (SEBI Listing Regulations) and Secretarial Standards on General Meetings (SS-2) are provided herein below:

Particulars	Mr. Kirti Ram Hariharan	Mr. Hari Gopalakrishnan	Mr. Kenneth Tuck Kuen Cheong	Mr. Patrick John Cordes	Mr. Ashwani Puri	Mr. Basab Pradhan
Age	41 Years	42 years	51 Years	44 Years	62 Years	54 Years
Date of first appointment on the Board	17-05-2019	17-05-2019	17-05-2019	17-05-2019	04-05-2012. Was appointed as an Independent Director w.e.f. April 1, 2014 for first term of 5 years under section 149 of Companies Act, 2013	29-06-2019
Qualification	B.A. LL.B (Hons.) from National Law School of India University and LL.M (Commercial Law) from Singapore Management University.	Bachelor's degree from the University of Kerala PGDM from the Indian Institute of Management, Ahmedabad, India.	Graduated with first Class Honors in Econometrics and Mathematical Economics from London School of Economics.	Member of the American Institute of Certified Public Accountants A Bachelor's Degree in Business and Economics from Lehigh University.	Fellow member of the Institute of Chartered Accountant of India Management Accountant from Chartered Institute of Management Accountant, UK.	Graduated from Indian Institute of Technology, Kanpur Masters in Business Management from Indian Institute of Management, Ahmendabad.

NIIT Technologies Limited

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Particulars	Mr. Kirti Ram Hariharan	Mr. Hari Gopalakrishnan	Mr. Kenneth Tuck Kuen Cheong	Mr. Patrick John Cordes	Mr. Ashwani Puri	Mr. Basab Pradhan
Experience (including expertise in specific functional area)	Please refer profile					
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Director/ KMP's	None	None	None	None	None	None
Membership / Chairmanship of Committees of other Companies	Nil	Nil	Nil	Nil	Audit Committee 1. Aditya Birla Finance Limited - Chairman 2. Titan Company Limited - Chairman	Nil
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	1. AGS Health Private Limited 2. BPEA Services Private Limited 3. BPEA Investment Managers Private Limited	1. NIIT Incessant Private Limited(erstwhile Incessant Technologies Private Limited 2. NIIT Smartserve Limited 3. AGS Health Private Limited	Nil	1. BPEA Advisors Private Limited 2. BPEA Services Private Limited 3. BPEA Investment Managers Private Limited	1. Aditya Birla Finance Limited 2. Titan Company Limited	Nil

For details such as no. of meetings held and attended during the year, terms and conditions of re-appointment, remuneration last drawn, remuneration proposed to be paid, relationship with other Directors/Key Managerial Personnel in respect of the above Director, please refer Explanatory Statement to the Notice and Corporate Governance Report which forms part of this Annual Report.

By the Order of the Board
 For NIIT Technologies Limited
 Sd/-

Lalit Kumar Sharma
 Company Secretary & Legal Counsel
 Membership No. FCS 6218

Place: Noida
 Date: July 23, 2019

Proxy Form Cont....

Resolution Number	Resolution
Ordinary Business	
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with Report of the Auditors thereon
Special Business	
2.	To reclassify the Promoter Shareholding to Public Shareholding
3.	To appoint Mr. Kirti Ram Hariharan (DIN: 01785506) as a Non- Executive Director of the Company
4.	To appoint Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) as a Non- Executive Director of the Company
5.	To appoint Mr. Hari Gopalakrishnan (DIN: 03289463) as a Non- Executive Director of the Company
6.	To appoint Mr. Patrick John Cordes (DIN: 02599675) as a Non- Executive Director of the Company
7.	To appoint Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board
8.	To re-appoint Mr. Ashwani Puri (DIN: 00160662) as an Independent Director of the Company for second term
9.	To approve payment of Commission to Non-Executive Directors of the Company

Signed this _____ day of _____ 2019

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Re.1.00

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting (AGM). Any undated, unstamped or inadequately stamped proxy form or upon which the stamps have not been cancelled shall not be considered as valid.
2. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
4. Proxy-holder shall carry his/her identity proof (Driving License/Adhaar Card/Voter ID Card/Passport/PAN card) in order to prove his/her identity at the AGM.
5. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.

NIIT Technologies Limited

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