

## POSTAL BALLOT NOTICE

**(Pursuant to Section 108 and Section 110 (1) (a) of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)**

**Dear Member(s),**

NOTICE is hereby given pursuant to Section 108 and Section 110(1)(a) of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22(1) of Companies (Management and Administration) Rules, 2014, as amended and other applicable provisions of the Act and the rules thereunder, for seeking the approval of the Members of the Company to the proposed Special Resolution appended below by way of Postal Ballot (including electronic voting for Postal Ballot) ("**Postal Ballot**")

In compliance with the provisions of General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020 ("**MCA Circulars**") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with NSDL/RTA for registration of email addresses. The process of registration of email IDs is provided in the Notes below and the shareholders are requested to follow the same. Post successful registration of the email, the shareholder may reach NSDL website to generate the password online by providing his/her credentials. After receiving the password the shareholder may login in e-voting portal and cast their respective votes. In case of any queries, shareholder may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)./investors@niit-tech.com.

The Board of Directors ("**Board**") of the Company at their meeting held on May 05, 2020 has, subject to the approval of the Members (as defined bellow) of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the company from "NIIT Technologies Limited" to "COFORGE Limited" and consequent amendment to Memorandum of Association and Articles of Association of the Company.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668) of M/s Nityanand Singh & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("**Listing Regulations**") the Company is also offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before June 16, 2020 for submission with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: [www.niit-tech.com](http://www.niit-tech.com) and Service Provider's website: <https://evoting.nsdl.com>.

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**Resolution No. 1:**

### **TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)

and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval of Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended and any other approval(s) as may be necessary for the Company in this regard, the consent of the Shareholders be and is hereby accorded to change the name of the Company from 'NIIT Technologies Limited' to 'COFORGE Limited'.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorised, to make applications/Forms or any other document(s) with concerned authorities and to do all such acts, deed, matters and things as may be necessary for the purpose of giving effect to this resolution with all Regulatory/ Statutory Authorities.”

## **Resolution No. 2:**

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

### **ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause I i.e. Name Clause of the Memorandum of Association of the Company, by substituting the same with the following:

#### **The Name of the Company is COFORGE Limited.**

**RESOLVED FURTHER THAT** pursuant to the provisions of section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for the amendment, modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows

- a) The heading of **Clause III(A)** “Main Objects of the Company to be pursued by the Company on its incorporation” be changed to “Objects to be pursued by the Company on its incorporation”;
- b) The heading of **Clause III(B)** “Objects incidental or ancillary to the attachment of the main objects” be changed to “Matters which are necessary for furtherance of the Objects specified In **Clause III(A)**”;
- c) All clauses under heading **Clause III(C)** “Other objects” be deleted;
- d) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution including necessary changes to the CIN of the Company as may be required by the Registrar of Companies, filing of necessary forms, returns, documents with the Registrar of Companies and all other Regulatory/Statutory Authorities.”

## Resolution No. 3:

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

### **ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions in this regard consent of the members be and is hereby accorded to approve and adopt new set of Articles of Association in accordance with provisions of the Companies Act, 2013 and all amendments thereto in substitution and to the entire exclusion of the existing Articles of Association of the Company as circulated and other necessary approvals, if any.’

**RESOLVED FURTHER THAT** consent of the members be and is hereby also accorded to alter the reference of name of the Company appearing in the Articles of Association of the Company so adopted with new name i.e. ‘COFORGE Limited, subject to the other necessary approvals, if any.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for effective implementation of the above resolution including filing of necessary forms, returns, documents with the Registrar of Companies and all other Regulatory/Statutory Authorities.”

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

**Sd/-  
Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS : 6218**

**Place : Noida**

**Date : May 05, 2020**

### **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 (“**Act**”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, May 08, 2020 (**‘cut-off date’**).
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (**‘Rules’**) and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 (**‘MCA Circulars’**), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail IDs are registered with the Company or with the National Securities Depository Limited (**‘NSDL’**)/ Central Depository Services (India) Limited (**‘CDSL’**) (**‘Depositories’**) and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on Friday, May 08, 2020 (**‘Cut-off Date’**). It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Shareholders whose email IDs are not registered, are requested to contact the Company at [investors@niit-tech.com](mailto:investors@niit-tech.com) or NSDL/CDSL (in case of dematerialised shares) or Alankit

Assignments Limited ('RTA') at [rta@alankit.com](mailto:rta@alankit.com) (in case of physical shares) and send a request letter signed by all the shareholders along with self attested copies of PAN Card and address proof to register their email ids. In view of extraordinary circumstances due to pandemic caused by Covid-19, and line with the MCA Circulars, physical copies of the Postal Ballot Notice are not being dispatched. Shareholders may note that this notice is also available on the website of the Company ([www.niit-tech.com](http://www.niit-tech.com)) and National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, May 08, 2020 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes
5. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Sunday, June 14, 2020.
6. The documents referred to in Explanatory Statement will be available for inspection at the Company's website: [www.niit-tech.com](http://www.niit-tech.com).
7. Members can cast their vote online from **9:00 A.M. on Saturday, May 16, 2020 till 5:00 P.M. on Sunday, June 14, 2020.**
8. The remote e-voting module shall be disabled for voting by National Security Depository Limited (NSDL) thereafter.
9. The process and manner for e-voting are as under:
  - (i) NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-mail addresses are registered with the Company/DPs. For Members who have not registered their e-mail addresses, can use the details as provided in the e-voting instruction being sent along with the Notice.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - (iii) Click on Shareholder–Login.
  - (iv) Put User ID and Password as initial password/ PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of the member's choice with minimum 8 digits/ characters or combination thereof. Note down the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "NIIT TECHNOLOGIES LIMITED".
  - (viii) Now the system is ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast the 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 a Member has voted on the resolution, modification of the vote is not permitted.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. 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.: 1800-222-990.
13. If Members are already registered with NSDL for remote e-voting then Members can use their existing User ID and Password/PIN for casting their vote.

14. 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).
15. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, May 08, 2020.
16. However, if Members are already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their vote. If a member has forgotten the password, the password can be reset by using the "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
17. 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.
18. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of M/s. Nityanand Singh & Co., Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting.
19. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes cast, 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 make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a vote cast through email will be final and binding.
20. The Results declared, along with the report of the Scrutinizer, shall get displayed 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 and communicated to National Stock Exchange of India Limited and BSE Limited.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NOS. 1 and 2**

The Members may note that pursuant to the Share Purchase Agreement entered between Hulst B.V., NIIT Limited (the Erstwhile promoter of the Company) and NIIT Technologies Limited (the 'Company') dated April 06, 2019, the Company is required to relinquish the Licensed Brand "NIIT" after the expiry of 18 months from the closing date i.e. upto November 16, 2020.

In view of the above, the Board at its meeting held on March 4, 2020 had suggested following two names of the Company in order of preference, subject to the availability of the name with Ministry of Corporate Affairs, Govt. of India under the provisions of the Companies Act, 2013:

1. COFORGE Limited; and
2. COFORGE Technologies Limited

The Ministry of Corporate Affairs, Govt. of India vide its letter dated April 27, 2020, had informed that COFORGE Limited is available to be registered as new name for the Company. The Board approved the change of the name of the Company from "NIIT Technologies Limited" to "COFORGE Limited" subject to all necessary and regulatory and statutory approvals in its meeting held on May 05, 2020.

The change of name of the Company requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

Consequential change which is required to the name clause of the memorandum of association of the Company, which also requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013. Further, it is perceived to be in the best interest of the Company to align the Memorandum of Association of the Company as per the provisions of Table A of the Schedule I of the Companies Act, 2013 and make necessary changes to the CIN of the Company as may be required by the Registrar of Companies. Accordingly, the Board of Directors has approved in the same meeting (subject to the approval of members) the amendment in the Memorandum of Association

of the Company with respect to the following:

- a) The heading of **Clause III(A)** "Main Objects of the Company to be pursued by the Company on its incorporation" be changed to "Objects to be pursued by the Company on its incorporation";
- b) The heading of **Clause III(B)** "Objects incidental or ancillary to the attachment of the main objects" be changed to "Matters which are necessary for furtherance of the Objects specified In Clause III(A)";
- c) All clauses under heading **Clause III(C)** "Other objects" be deleted;
- d) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013.

Further, in terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a Company has to state, in the case of a Company limited by shares, that "the liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them". It is therefore proposed to amend Clause IV of the Memorandum of Association of the Company in the manner provided under resolution stated in item no. 2 of Postal Ballot Notice to align the same with the provisions of the Companies Act, 2013.

The Board of Directors of the Company in their meeting held on May 05, 2020 has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable approved above amendment in the liability clause of the Memorandum of Association of the Company.

The Members are requested to note that except the Name Clause, Objects Clause & Liability Clause, no change is proposed in the Situation Clause and Capital Clause.

Your Directors recommend the matters in Item Nos. 1 and 2 of the Notice for approval of the members be passed as Special Resolutions.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members needs to be taken through Postal Ballot instead of transacting such business at a general meeting. Hence, the approval of the members is being sought through Postal Ballot instead of transacting at a general meeting.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

### ITEM NO. 3

The members may note that pursuant to the approval by the Board for change in the name of the Company, the name of the Company is also required to be changed in the Articles of Association of the Company. The members may also note that existing Articles of Association of the Company are as per the erstwhile Companies Act, 1956 and contain reference to the provisions of erstwhile Companies Act, 1956 which have been amended in the Companies Act, 2013 under the new provisions. It is proposed to amend the Articles with the provisions of the Companies Act, 2013 to bring them in line with the reference of the prevailing sections.

Also the existing Articles of Association (AOA) are based on the then applicable provisions of the erstwhile Companies Act 1956, which are thus no longer in full conformity with the now applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (collectively 'the Act'). It is perceived to be in the best interest of the Company to align the provisions of the Articles of Association with the provisions of the Act. Accordingly, it is considered expedient to wholly substitute the existing set of Articles with a new set of Articles, based on Table "F" of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Sections 4, 5, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association and Articles of Association of the Company. Therefore, your Board of Directors recommends the Special Resolutions as set out at Resolution No. 2 and 3, respectively, in the accompanying notice for the approval of Members via Postal Ballot/e-Voting. A copy of the proposed draft of Memorandum and Articles as well as the existing Memorandum and Articles of



# NIIT Technologies Limited

CIN NO. L65993DL1992PLC048753

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019

Tel No. 011-41029297; Fax No. 011-26414900; Email: investors@niit-tech.com

Website: www.niit-tech.com



Association are available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at [www.niit-tech.com](http://www.niit-tech.com).

The alteration requires the approval of the members by means of a Special Resolution pursuant to Section 14 of Companies Act, 2013.

Your Directors recommend the same for approval of the members be passed as a Special Resolution.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members needs to be taken through Postal Ballot instead of transacting such business at a general meeting. Hence, the approval of the members is being sought through Postal Ballot instead of transacting at a general meeting.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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

**Sd/-  
Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS : 6218**

**Place : Noida  
Date : May 05, 2020**