

## NOTICE

### **NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company NIIT Technologies Limited will be held on Thursday, July 23, 2020 at 05:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date, 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, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;
2. To confirm interim dividend aggregating to INR 31 per equity share of the face value of INR 10 each for the Financial Year ended March 31, 2020.
3. To appoint a Director in place of Mr. Hari Gopalakrishnan (DIN: 03289463) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kirti Ram Hariharan (DIN: 01785506) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

5. To appoint Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to other necessary approvals from the appropriate authorities and such conditions and modifications as may be prescribed or imposed while granting such approval, if any, Mr. Sudhir Singh (DIN: 07080613) who was appointed as an Additional Director in the

Meeting of the Board of Directors held on January 29, 2020 and whose term of appointment expires at the ensuing Annual General Meeting of the Company and in respect of whom the 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 an Executive Director of the Company, whose office is liable to retire by rotation for a period of 5 years from January 29, 2020 upto January 28, 2025 at such remuneration as set out in the Explanatory Statement annexed to this notice which may be revised by the Nomination and Remuneration Committee at any time during the tenure of his appointment subject to the limits prescribed under the Companies Act, 2013 or any other relevant provisions.

**RESOLVED FURTHER THAT** notwithstanding anything stated herein above, wherein in any financial year during the term of Mr. Sudhir Singh as CEO and Executive Director, the Company incurs the loss or its profits are inadequate, the Company shall pay remuneration as the minimum remuneration as per Companies Act, 2013 & Schedule V to Mr. Sudhir Singh.”

6. To approve the profit related commission payable to 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 modifications, the following resolution as a **SPECIAL RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended, consent of the members be and is hereby accorded to pay commission to Mr. Basab Pradhan (DIN: 00892181), Independent Director and Chairperson of the Company in addition to sitting fees payable to the him for attending the meetings of the Board and /or Committees thereof and reimbursement of expenses for participation in the Board and other meetings as set out in the explanatory statement annexed to the notice.”

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

Sd/-

Lalit Kumar Sharma

Place: Noida  
Date: May 05, 2020 Company Secretary & Legal Counsel  
Membership No. FCS 6218

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### Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs vide circular dated April 08, 2020 and April 13, 2020 and May 05, 2020 (referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have permitted the holding of Annual General Meeting through VC/ OAVM without the physical presence of members at a common venue. In compliance with the provisions of the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. As per the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings, vide abovementioned Circulars this Notice 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, June 26, 2020 ('Cut-off Date') for sending annual report. 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 [rt@alankit.com](mailto:rt@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 AGM 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).
3. The relevant details as required pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and 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, 4 & 5 of the Notice are also annexed.
4. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM, physical presence of the members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Members attending the meeting through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
6. Corporate Members including Institutional/ Corporate Shareholders (i.e. other than individuals /HUF, NRI, etc.) are requested to send a certified true copy of the Board Resolution authorizing their authorized representative to attend the AGM through VC/ OAVM and vote on their behalf through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [investors@niit-tech.com](mailto:investors@niit-tech.com).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 20, 2020 by 05:00 P.M. through email on [investors@niit-tech.com](mailto:investors@niit-tech.com). The same will be replied by the Company suitably.
8. 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.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to

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their DPs in case the shares are held by them in electronic form and to TCPL in case the shares are held by them in physical form.

10. 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 205-208, Anarkali Complex, 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](http://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 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.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the

shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

11. At the AGM held on September 22, 2017 the Members approved appointment of S R Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirtieth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
12. 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](http://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.
13. 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.
14. 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

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General Meeting, subject to the restrictions placed by the Government due to the lockdown.

Pursuant to the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2012, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2013 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report. Pursuant to the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) rules, 2012 (IEPF Rules), which is applicable to the Company, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the website of the Company viz. [www.niit-tech.com](http://www.niit-tech.com).

The Company has issued a newspaper advertisement on May 01, 2020 informing the shareholders that the final dividend declared during FY 2012-13 which has remained unpaid/unclaimed for 7 years shall be credited to the Investor Education Protection Fund (IEPF) alongwith the corresponding shares on which the dividend has remained unpaid/ unclaimed for 7 years, as per the procedure set out in the Rules.

In view of the outbreak of the COVID-19 pandemic, the Company was unable to send individual notices to the shareholders. However, the Company shall dispatch the notices to the shareholders after the lifting of the lockdown giving them an opportunity to claim their unclaimed dividend by **July 17, 2020**. For details the Members may refer the website.

15. 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 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 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110055.
16. 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.
17. 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.

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18. 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 2019-20 will also be available on the Company's website [www.niit-tech.com](http://www.niit-tech.com).
19. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.  
**Voting through electronic means:**
  1. Pursuant to 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 28th Annual General Meeting to be held on **Thursday, July 23, 2020 at 05:00 P.M. (IST)**, 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 A.M. (IST) on Monday, July 20, 2020 and end at 05:00 P.M. (IST) on Wednesday, July 22, 2020.** The e-voting module shall be disabled by NSDL for voting thereafter. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting i.e. **Thursday, July 16, 2020** may cast their votes electronically.
  2. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
  3. 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 by the Board in its meeting held on May 05, 2020.
  4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
  5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
  6. Any person, 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, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
  7. 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.
  8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.niit-tech.com](http://www.niit-tech.com) and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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**The instructions for members for remote e-voting are as under:-**

**The remote e-voting period begins at 09:00 A.M. (IST) on Monday, July 20, 2020 and end at 05:00 P.M. (IST) on Wednesday, July 22, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.*

4. 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***

5. Your password details 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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.
  - 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.

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### Details on Step 2 is given below:

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. 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 the Registrar & Share Transfer Agent at [rta@alankit.com](mailto:rta@alankit.com).
2. 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 the concerned Depository Participant with whom they are having demat account (NSDL/CDSL).

#### **Instructions for attending the AGM through VC/ OAVM:**

1. Members will be able to attend the AGM through VC/ OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

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3. Members who need assistance may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553/ +91 9326781467.
4. Any Member desirous to ask questions/provide their valuable views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [niitechagmspeakers@niit-tech.com](mailto:niitechagmspeakers@niit-tech.com) from July 17, 2020 (9:00 a.m. IST) to July 19, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Sd/-

**Lalit Kumar Sharma**

**Place: Noida**

**Date: May 05, 2020 Company Secretary & Legal Counsel  
Membership No. FCS 6218**

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

#### **ITEM NO. 5**

The Board of Directors of the Company in their meeting held on January 29, 2020 appointed Mr. Sudhir Singh, who is also the Chief Executive Officer of the Company as an Executive Director of the Company for a term of five years up to January 28, 2025 on the terms and conditions as agreed between the parties on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to all necessary approvals under the provisions of the Companies Act, 2013 with all amendments thereto and all other relevant provisions. Further, the Board on the recommendation of NRC had revised the remuneration payable to Mr. Sudhir Singh, CEO & Executive Director in its Meeting held on March 04, 2020 as per the following terms and conditions:

1. Salary of USD 43,750 (equivalent INR 3,106,250) payable monthly.

2. Bonus of USD 450,000 (equivalent INR 31,950,000) payable annually on 100% achievement of the targets. Long-term incentives in the form of cash or stock options etc. as decided by the Board from time to time.
3. Mr. Sudhir Singh shall be covered under the mediclaim insurance scheme as per the rules of the Company. The Company shall also pay annual premium towards his personal accident insurance coverage and life insurance as per the rules of the Company.
4. Subject to overall ceiling on remuneration mentioned herein, Mr. Sudhir Singh may be given such other benefits in accordance with the schemes and rules applicable to the employees of the Company from time to time.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

In the event of any re-enactment or modification of the Act or the Income Tax Act, 1961 or amendments thereto, the payment of remuneration mentioned above shall continue to remain in force and the reference to various provisions of the Act or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the relevant new Act or the amendments thereto or the Rules and notification issued there under.

5. The Company shall make contribution to gratuity as per the policy of the Company.
6. The aggregate of salary, bonus, allowances, incentives and perquisites payable to Mr. Sudhir Singh in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V of the Act as may be for the time being in force (including any statutory modification(s), enactment(s) or re-enactment(s) thereof).

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Sudhir Singh are in any way concerned or interested. Further details of Mr. Sudhir Singh are given in this Notice.

The Board recommends approval of shareholders by way of Special Resolution is required under Section 196 of the Companies Act, 2013 as set out in Item No. 5 for appointment of Mr. Sudhir Singh as CEO & Executive Director of the Company.

#### **Item No. 6**

The members of the Company in the 27<sup>th</sup> Annual General Meeting held on September 21, 2019 had approved the appointment of Mr. Basab Pradhan as Independent Director and Chairperson of the Board for a period of 2 years w.e.f June 29, 2019 upto June 28, 2021 at the mutually agreed



## NOTICE

terms and conditions. The Board in its meeting held on May 05, 2020 considered and approved the commission to be paid to Independent Directors for the FY20 on the recommendation of the Nomination and Remuneration Committee in its meeting held on May 04, 2020. Pursuant to Regulation 17(6) of the SEBI Listing Regulations, 2015 as amended effective from April 01, 2019, if remuneration of a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all non-executive directors, then approval of shareholders by special resolution is required for payment of the same. The amount of profit related commission to be paid to Mr. Basab Pradhan for FY20 is USD 1,97,727 in addition to sitting fees payable to him for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.

Since, the commission payable to Mr. Basab Pradhan exceeds 50% of the total annual remuneration payable to all non-executive directors, the approval of shareholders by way of special resolution is required.

The Board recommends approval of shareholders by way of Special Resolution as set out in Item No. 6 above.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Basab Pradhan are in any way concerned or interested.

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

Sd/-

**Place: Noida**  
**Date: May 05, 2020**      **Lalit Kumar Sharma**  
**Company Secretary & Legal Counsel**  
**Membership No. FCS 6218**

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Item Nos. 3-5 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:**

### **Brief profile of Mr. Hari Gopalakrishnan (DIN 03289463)**

Mr. Hari 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 PricewaterhouseCoopers India, where he advised clients on infrastructure projects.

Mr. Gopalakrishnan has a Bachelor's degree from the University of Kerala and received a PGDM from the Indian Institute of Management, Ahmedabad, India. He is fluent in English and Hindi.

### **Brief profile of Mr. Kirti Ram Hariharan (DIN 01785506)**

Mr. Kirti Ram Hariharan is the General Counsel of BPEA. Mr. Hariharan joined BPEA in 2011 and 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 firm. Mr. Hariharan received his LL.M. (Commercial Law) from Singapore Management University and a B.A., LL.B. (Hons.) degree from the National Law School of India University. [Mr. Hariharan is fluent in English, Hindi and Tamil.

### **Brief profile of Mr. Sudhir Singh (DIN: 07080613)**

Sudhir Singh is the Chief Executive Officer of NIIT Technologies based in Princeton, New Jersey. He has worked across North America, Europe and Asia over the last 23 years. An IIT & IIM graduate, Sudhir started his career in 1995 with Unilever (Hindustan Lever). During his six-year stint with HLL, he ran the flagship sales regions of Mumbai and Gujarat and essayed the role of a Senior Brand Manager. He also earned the HLL Chairman's Award "for exceptional performance" during the Sales stint.

Subsequently he spent close to a decade with Infosys in the States. He was an invitee to the Infosys Management Committee, the Head of the Infosys South-West geo and also founded and ran the Infosys BFS Payments & Cards Practice. In his Global Payments portfolio Head role, he managed Infosys' client relationships with all Payments clients globally. At Genpact, Sudhir was the Chief Operating Officer of the IT Services and Capital Markets Business. He played a key role in the acquisition and subsequent integration of Headstrong Technologies, which was integrated as the Genpact Capital Markets business. During the integration period, he served as a Managing Director of Headstrong between 2012-2014.

His particular areas of interest and expertise are centered on the Capital Markets Buy side, Payments and Reference Data. He has been very close to industry initiatives aligned with the incubation and industrialization of emerging technologies

# 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

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including cognitive, blockchain and automation.

Particulars	Mr. Hari Gopalakrishnan	Mr. Kirti Ram Hariharan	Mr. Sudhir Singh
Age	43 years	42 Years	48 years
Qualification	Bachelor's degree from the University of Kerala and received and PGDM from the Indian Institute of Management, Ahmedabad, India.	B.A. LL.B. (Hons.) from the National School of India. and LL.M. (Commercial Law) from Singapore Management University.	Graduated from IIT and IIM
Experience (including expertise in specific functional area)	Please refer profile.		
Date of first appointment on the Board	17-05-2019	17-05-2019	29-01-2020
Shareholding in the Company as on March 31, 2020	Nil	Nil	63,651
Relationship with other Director/ KMP's	None	None	None
Number of Meetings of Board attended during the Year	Six	Five	One
Membership / Chairmanship of Committees of other Companies	Nil	Nil	Membership of CSR Committee in : 1. NIIT Smartserve Limited 2. NIIT Incessant Private Limited (Erstwhile Incessant Technologies Private Limited) 3. Whishworks IT Consulting Private Limited
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	1. Citius Healthcare Technologies Private Limited 2. AGS Health Private Limited	1. AGS Health Private Limited 2. BPEA Services Private Limited 3. BPEA Investment Managers Private Limited	1. NIIT Smartserve Limited 2. NIIT Incessant Private Limited (Erstwhile Incessant Technologies Private Limited) 3. Whishworks IT Consulting Private Limited

**Note:** For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a 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: May 05, 2020