

February 27, 2020

The Secretary **BSE Limited**Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai-400 001

The Secretary

National Stock Exchange of India Ltd.

Exchange Plaza
5th Floor, Plot no C/1, G Block

Bandra Kurla Complex

Bandra (East)

Mumbai 400 051.

Dear Sir/Madam,

Sub: Intimation under Regulation 30 read with SEBI Circular CIR/CFD/CMD/ 4/2015 dated September 9, 2015

Ref: Postal Ballot dispatch completion and publication of newspaper advertisement

This is further to our intimation dated February 21, 2020 wherein the Board of Directors of NIIT Technologies Limited (the "**Company**") have approved the amendments to the Company's NIIT Technologies Limited Employee Stock Options Plan 2005 ('ESOP 2005') as specified below, subject to the approval of the shareholders by way of a postal ballot in terms of SEBI (Share Based Employee Benefits) Regulations, 2014, and subject to such other approvals, permissions and sanctions as may be necessary from time to time.

We wish to inform you that, the Company has duly completed the dispatch of Postal Ballot Notice dated February 21, 2020, (both physically and electronically) on Wednesday, February 27, 2020 to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, February 21, 2020, being the cut off date for that Purpose.

In compliance with applicable Regulations of SEBI Listing Obligations and Disclosure Requirements Regulation, 2015 as amended, please find enclosed the copy of Postal Ballot Notice alongwith Postal Ballot Form for your information and records. The same has also been uploaded on the website of the Company.

Further, the Company has duly published Postal Ballot Notice in two newspapers i.e. Business Standard (Hindi) & Business Standard (English) on February 27, 2020. Please find enclosed herewith copies of the above newspaper advertisement intimating the proposed Postal ballot and confirming the dispatch completion of Postal Ballot Notice alongwith the Form.

Kindly take this on record and acknowledge receipt.

Thanking you,

For NIIT Technologies Limited

Lalit Kumar Sharma

Company Secretary & Legal Counsel

Encl: as above



"Mystery: We faithfully follow cues from the US market every morning. Then, how come S&P was up 30 per cent last year and India was up Just 10-odd per cent?" SAMIR ARORA.

LIC agents pocket ₹14K crore

distributors; scrapping of upfront commission a major factor

JASH KRIPLANI Mumbai, 26 February

A gents selling products of Life Insurance Comparation of India (ILC) have taken home 241,220 crox in gross commissions during the first nine mentils of 1970, which is Lisx of what mutual fund (MF) distributers made during to the most of 1970, which is Lisx of what mutual fund (MF) distributers made during to whether 1979). According to make made using a support of 45 per cert if in the December quarter, on a year-on-year basic commission or inflet year permitting for the upstreet year of 1970 per cert if in the December quarter, on a year-on-year basic commission or inflety to premiums for the upstreet year of the year of the upstreet year of the year of th



unit-litiked incurance plans, while MFs could be greated no account of the low-cincentrate of following the regulatory changes," said the chief executive efficer of a fund house. The current payous offered to MC agents have given if ye one, compared to the payous made in the first rine-minute of the previous framed by xer. On the other hand, commissioned to the payous made in the first rine-minute of the previous framedal year. On the other hand, commissioned to AF distribution has commissioned to AF distribution has commissioned by 2.

civities other hand, commissions offered to MF distributes have contracted by 7 per cent in FYF9.

Numbers for the present, financial year will be issued with a lug by the Association of Mutual Funds in fulfill, industry players any there are consent regarding the Valadity of MF distribution, with the capital markets registered to the MT of the Contract of the MT of the MT of the Contract of the MT of the

ulator putting curbs on upfrent commis-nicis for systemale investment plans or STPs, which are popular medes among-maller distributions and amaliteidare investors. Selt's new regulations allow upfront commission for STPs, but only upfront commission and unity for instellment MF investors. The fact of incentives is pushing MP distribution; and commission of upfront commission is making it difficult for indi-tuding players to over install casts of dis-tribution," and Strikenth Marrutal, chief-concurve officer of Striken Wealth. MF participants say that client acqui-altion costs is end to be higher in the industry and there can copy be absorbed

9MFY20 N.,220

9MFn8 12,005 17,11 9MFn9 12,748 6.19

Payout to UCagents (f cr)

after a decent asset size is bush over a longer period.

The number of fiew registrations by individuals of with distribution is witnessing a declining tend. The sector has to far, added 2223 new individual distributions in the current financial year during, April 2793-sensing 2000, which is half the additions recorded in the current financial year period of the previous year. In September 2018, Selts Introduced new slabs, for the charging of total expense ratio (TER), which brought down the maximum culting on TER to 2.5 per cent from 2.5 per cour. According to industry participants. According to industry participants, larger fluid homes passed the bulk of these cuts onto distributors.

BONDS RALLY, EQUITIES NOSEDIVE AS CORONAVIRUS IMPACT INTENSIFIES

With the coronavirus (COVID-19) contagion spreading across Europe, indices have talken a hit in the last four sessions. Investers rushed to safe havenof fissed income and bonds railied globally as a meatl. As bond prices rose, yields dropped. The US dollar index, which missavers the greenback's strength raganist major currendes, have gloen up gains in the last few trading sessions, but It has been histing against other currencies since December after coronavirus threat started emerging in thim. The stock markets are tanking on fears that companies will have to close operations temporarily, impacting their emmings. Meanwhile, the US has warned of a coronavirus outbreak in Its shores. This further led to the fall of equity indices. Kristalina deorgieve, managing director of the International Monetary Fund (MF) adial of the the Group of 20 meeting of finance ministers and central Bank governors in Riyadh that countries must work together to contain the spread of COVID-19, but in any case, it can still have a negative connemic impact, "Of course, we all hope for a V-shaped, rapid recovery—but given the uncertainty, it would be prudent to prepare for more adverse scenarios," Georgieva said.

Awar no

DAMAGE SHEET

	Feb 20	115 20	10-year 50 786-80	ord Swim (94)	iquit 1 (124)	Indice resid
Hong Kong	7.78	7.79	0.1	100	77,609	26.696
Japan	117.09	110.39	-0.04	-0.09	23,479	22,426
China	7.07	2.02	2.88	2.80	3,030	2,988
UK	0.78	0.17	0.58	0.51	7,437	6,483
India	71.66	71,62	6,42	6.34	41,170	40,169
Singapore	1.40	1.40	1.56		3,199	3,179
South Korea	1,198.37	1,216.95	1,53		7,196	2,077
Eurozone	0.93	0.92	-0,44	-0.51	3,873	3,551
South Africa	15.13	15.24	8,86	8.85	52,033	48,582
Brazil	4.39	4.39	6.57	100	114,586	113,601
Germany	0.93	0.92	-0,44	-0.51	3,875	3,551
US	1.00	1.00	1.52	1.34	3,373	3,128
Counciled by ASPerage	VC BURRAY				100000000000000000000000000000000000000	

Bulls quarantined by virus spread, Sensex ends below 40K-mark

_11,800.0

11,678.5

SUNDAR SETHURAMAN

The benchmark indices tell for

The boundmark Indices (ell for the fourth straight session on Wednesday, as Investors across the globe shunner riskier assets with the virus showing no signs of abating. Experts say investors are free ting over the impact of the outbreak on the global economy. The Sensex diopped 3.5 per cent, of 1.434 points, in the four sessions and is showing two signs of a reversal as Foreign Institutional investors (Fifs) continue to pull money out, in these lour days, the total market capitalisation of BaF-disjeed firms has fullen \$5.3 intilion.

BSF-listed mussion trillion.
On Wednesday, the index tell 392 points, or 0.97 per cent, to end at 39,889. The Nifey dropped 19 points, or 1.01 per cent, to close at 11,679, break-



ended the session in the red-Major European and Asian markets fell an average 1 per cent on Wednesday. Germany's DAX fell 1,71 per Germany's DAA (ell 1,7) per cent, France's CAC (ell 1)11 per cent, UK's FTSE (ell 0.98 per cent, and Chlina's Shanghui Composite (ell by 0.83 per cent, Foreign portfollo investors (FPIs) sold shares worth ₹3,337

crore, while domestic Institu-tional Investors (DII) tried to offset some selling by pump-ing in \$2,786 crore into stocks, Analysts sald apart from

Analysts said apart from the economic woes, the con-troversial citizenship law and the resultant unrest in the national capital over the past few days have burt India's image of being the go-to

41,179.12 41,000.0 39,889.0 40,500.0 A0,000.0 39,500.0 Feb 20 . NIFTY ▼ -3_33 (% chg) 17,080.85 12,000.0

11,400 0 feb 26 investment destination. Investors have moved from riskier assets to safe-haven

riskier assets to oate have assets, said experts. Over the past four sessions, gold prices in India have risen by ₹990, or 2.2 per cent, per 10

grains to \$42,284 Analysis said a glubal recession would be the likely consequence if the coronavirus becomes a pandemic

pandemic. "The outbreak in South Korea, Italy and Iran does not make sense and Will spook the markets. These places are outside Chins and we do not know where it is coming from. The expectation that coming from the expectation that coming from configers cortain. When markets do not know what is happening, they factor to the worst; said Andrew Holland, chief executive officer, Avendus Capital Alternate Strategies. The outbreak has added to the woes of the Indian markst, which is facing volatility because of Issues like a weak coronny, Isadbust er amings growth and lack of lending activity due to a crisis in the non-banking (Inancial companies (NRFC) sector. outhreak in South

regarding coronavirus the world over is impacting the solution with the global market. The economic impact I scopected to be worse than thought earlier, forcing investors to stay away from risky assets. The domestic market is bracing for... subdued GPP (gross domestic product) growth, which is adding to the lear, said Viroud Nair, head (research), Geojic Financial Services,
Barring seven, all the come.

Nair, head (research, Geojit Financia) Services.

Barring seven, all the constituents of the Sensex ended the session with losses. Sun Pharma was the worst-performing stock and fell by 3.6 per cent, Larsen & Toutro fell by 2.5 per cent, and Infrosys fell by 1.96 per cent. Man and Infrosys fell by 1.96 per cent. On an overall basis, 1,655 stocks declined, and 808 advanced on the BSE. Market Barticipants said concerns about cornawarus will affect the market movement.

Global indices fall for 5th day

World stocks turnibled for the fifth straight day on Wednesday, while safe-haven gold rose back towards securiveges highs after health suthorities warred of a possible deronavirus pandemic and markets scepped up bets on interest rate cuts. Adding to slarm, the World Health Organization sadd the opidemic had peaked in China, but urged other countries to Prepare for vitus outbreaks.

Fears of severe conomic damage, even a received in his work alone.

To the world in the several month lows, wiphing almost \$3 civilined. The world in the work alone.

To they am I Strangthat each ended down the per cent having shed more than three per cent Tuesday. While Hing Keng loss of the per cent.

Economic prowth warries as per feltered in never drops in bond yields — 10-year US yields are cleaned of the straight of the per cent.

1,26 (fig) 7,350.0 2,269.42 2,250.0 Feb 11 Feb 25 Economic growth wortes are reflected by acted step to the bond yields —10-year US yields are down 60 basis points. Bops since the start of 2020, Moreover, US three-month, 17-bill yields remained some 18 bps above 10-year pates —the curve inversion that's considered a classic-

signal of recession.

The VIX "fear" index is now at its highest level in more REUTERS

NTT NIIT Technologies Limited

POSTAL BALLOT NOTICE

POSTAN GALLOT NOTICE

Hitchic in heavily you've that plan raises described by the Commission ALL 2013, next with the Comments ALL 2013, next with the Comments ALL 2014, described by the Comments ALL 2014, described by the Comments ALL 2013, described by the Comments ALL 2013, described by the Comments ALL 2014, described by the Comments and Evaluation prodesization, the opposition is the opposition for the op

Descriptions or the Company along with the and addressed sergend dushness. Realty flurious and company along with the and addressed sergend dushness. Realty flurious and company. Assigned the sergender of the company and company and company. It is a sergender of the company and company. The safe possible flurious land the sergender of the Company.

The safe possible flurious land of the depositions as one floration of the company and company. It is a safe possible for the company. It is a safe possible for the company and compan

CIN: L68893DL 1992PL-C046753 Regd. Office 16. Belog: Easter Theol Floor, Guro Ravi Das Marg. Kalkay, New Dolld - 110016. Contact Presum: Left Kurehn Sharma Phr. DI (11) 41022977, Par. 91 (11) 26444500 Walaha Left Wayner Multiple Come Froid Impating/Spillersh.com

THE COMPASS

Speed breakers to keep Bosch in the slow Jane

Market share loss, BS-VI transition key headwinds



Concerns for Bosch, which has seen a sharp deviating, are unlikely to end any time sone, Higher competitive intensity and fiss-Y transition challenges have led brokerages to forecast further downside in the near term. It has shed over 26 per cent in a year, with sluggish demand and weak uperating leverage affecting its financials. The December quarter was the fifth consecutive one-to-record as a desired for the consecutive one-to-record as a desired for the medium and heavy commercial vehicles segments at 122 per cent. Revenues from its non-auto segment also fell 139 per cent, Rower and the proposed from the consecutive one-to-record for the co

and a decline in market share for its diesel passenger vehicles. However, the two-wheeler election feel frijection units may offset the impact, The key worry for India's largest auto component supplier (by market capitalisation) has been the shift towards cleaner fivel options, which has distripted its near-monopoly in diesel fuel Injection systems.

Transition to cleaner fuels is a major challenge, as key components—like mozzics, lingerors, and fuel purips—that account for 70 per cent offst newmers, will be redund and in electric vehicles. Blighighting this account for 70 per cent offst newmers, will be redund and in electric vehicles of sutto makers on power train — with preference towards petrol and electric vehicles over diesel—is the reason for their bearths tance. What adds to their self-rating is the heightened compellitive intensity across categories and increasing risk of ibsolessence on past investments. The bruderage has out its target price to 210,926 a sham, which, given the current downside. Valuations at 32x its Fy21 earnings celmates are in the expensive zone.

NOTICE



Nation It hereby given pursuant to the provisions of Sections. 108 and 310 of the Companies Art. 2013 (104 Act.) and with fluins 20 and 22 of the formanded Penagement and Administration (Janus, 2014) (106 Act.) and with fluins 20 and 22 of the Companies (Penagement Annual Administration (Association (Association Action (Association Association Association Association Association (Association Association Asociation Association Association Association Association Associat

Probabl Belant Retirier deaths, February 24, 2002.

Adoption of two scribbs of Association (we are Adoption of two excitos of Association), as a Chamman Emeritor of the Conjewy and agrained demandrate to brin.

Appearance of the Kechnerspal Centrapelly as Chamman Emeritors of the Conjewy and agrained excitorion of the Conjewy and agrained excitorion of the Conjewy and agrained to the Conjewy and the threshold of the Conjewy and the Conjewy an

self.

1. Complished dispatch of physical documents on Wednesday, fracturary 28, 2000 to 30 the shareholders who have not negletised fracturary 28, 2000 to 30 the shareholders who have not negletised fracturary 28, 2000 to 30 the shareholders who have not negletised fracturary 28, 2000 to 30 the shareholders who have not negletised fracturary 28, 2000 to 100 the shareholders from the shareholders are not negletised to the company as a collection of the shareholders are shall sead the Peatla Blaid hotice for information have seen mile. Photos the shareholders are shall sead the Peatla Blaid hotice for information have seen mile. Photos the shareholders are shall sead the Peatla Blaid hotice for information have seen mile that the peatla Blaid hotice for information have seen mile that the peatla Blaid hotice for information have seen mile that the peatla Blaid hotice for information have seen mile that the peatla Blaid hotice for information have seen that the peatla Blaid have exceeded by the seed date. The peatla Blaid have been seen to the peatla Blaid and evoluting in a time of by electronic means shall have allowed a specific blaid have been seen to the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid have been seen to the peatla Blaid and evoluting in a time and the peatla Blaid have been seen to the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and evoluting in a time and the peatla Blaid and the peatla Blaid Alley Blaid Alley Blaid Alley Blaid Alley Blaid Alley Blaid Alley Blaid Alle

Date: Petrosty Cr. COCO

V-GUARD INDUSTRIES LIMITED. Regid Office #2/782, Vernal
Eched Rock Vernal P.O. Ernak den – 882 CER Revia anda I Pr. Codinat
E-mat mas region die I Vernale, werenigend ei (CM. L.1200/L.1200/L.1200/L.

obstronic tenans.

The Company has engaged services of National Securiosa Depository United (SSEZ), the providing e-voice (stady or at the Shawcocker, Shawkocker are requested to not be at e-voice protein all communes as (SSEZ) and entitled many requested to not state e-voice protein all communes as (SSEZ) and entitled in the state of the st

For NITT Technologies Limit

Company Recretary & Legal Coonsel

Power brands give Sanofi a health boost

One-time dividend of ₹243 has given a leg up to sentiment



UNAL JAUHARI

The Sanofi India stock hit firesh highs on Wednesday, after it posted a better-than-capecied December quarter (Q3) numbers.

Revenue growth continues to be driver hyporal garbard purfolio in the high-growth chronic segment. The till towards the more-profitable chronic segment, coupled with a leaderathy postfor in discussive personal post of Revenues in Q3 grow 16 personal post of Revenues in Q3 grow 16 personal year on-year (YOY). The top live products have contributed about 57 personal to the company is allowed in company is allowed by the company is allowed for one to continue to continue to continue to continue to continue the continue to continue

SHORY TERM - E TENDER NOTICE Hereign are invest for Supply, respition in discriminating foliating fairing, impression introducing procurement of busyles as leave, circle and tripicinationals and is grey the office transmission procurement or supply as caused in our large basis or just that are procured in the supply and is part of that agreement of design and the supply and is part of that agreement of design and the supply and in th

eration reserves the highlite cannot say or all totalatent e-stiding process with planyre such to it declarates of Federation and to find \$ blending

(SMAL KUMAR DUBEY) MANAGING DIRECTOR

वितित्व (४ देखें नियम 8(१) रूच्य मूचना (अवल संत्रीत हेतु)

त्या होत.

इतियानुवा इतियानुवा इतियानुवा (अर्थान स्वित्ये प्राप्ता अर्थान अर्थान व्यवस्था प्राप्ता अर्थान अर्थान विश्व विकास अर्थान विकास वितास विकास वितास विकास विकास

over a common ski gur until di life de mens men sil det antien form men å i men ettle de fleven i mens sil un fleven
minste måde å slitten-ja men före, död av det, quenefoljsten men type. Fenom
på spec end (form och så slit) (as la så slit), åre ettlenet men å flem men tilfre
styllet men, med av en, pendighet, og blaven, allt que menste mellen med
styllet men, med av en, pendighet, og blaven, allt que menste minde, menste med
styllet men styllet
skillet og år en en men styllet
skillet og flemt en gråder, allt blygger fratt en flem, sår medle
medle
skillet og 100102, måde gitt megråder, allt blygger grif gratte gråder. t guth

्प्लॉट नं थी-1/15 पशिष प्लॉट नं थी-1/8 : अन्य की अमीन शक्तिक 12 थी चीका ग्रेस

पायिकृत अधिकारी इतियानुस्य हान्त्रीतंत्र फायनस्यः निर्मिटेड

परिविद्य IV देखें दियम 8(1) कब्द सूचना (अचल संपत्ति देव)

प्रकृति :

(विकास कर क्षिति के प्रकृति के प

ुना ज्ञान न एवं एवं Sदं प्राचितः भवितः म् तुः तो तुःच न (त्यूव आई. तो.) इत्यः भवितः वेचेक और प्राचितः चे चुः की.एकः ३ (युन आई. तो.) वोक्ताः ३३ वर्षाः वीतः तेव (ततः वर्षातः चरः) विकासः ३२ ठ० दत्रः

प्रचिक्त अधिकारी प्रविकासम्बद्धाः स्वाधिक प्राथकाम सिविदेश

एनआईआईटी टेक्नोलाजीज लिमिटेड

प्रभाव हैंगी है देवनेलां प्रीच तिमिटेड
पीआईएम : एवस्वाका जीएक कर्म कर्म है है कि सामा तर है पार्ट में क्षित है है कि सामा तर है है कि साम तर है है कि साम तर है

कर देते हैं।
"एक्सी में माने कार्य में में इंट्राइट्साओं को ई-पोरिंग पुणिया प्राथमक कराते हैं। वेस्पार की कार्य कराते हैं।
कार्यों में माने कार्य में इंट्राइट्साओं में माने कार्य माने कार्य में हैं में इंप्यार कार्य में इंप्यार कार्य क्ष्मां में इंप्यार कार्य कराते इंप्यार कार्य कराते के अपने इंप्यार कार्य माने इंप्यार कार्य माने इंप्यार के कार्य कराते कराते के माने इंप्यार कार्य माने इंप्यार कार्य कराते के स्थान कार्य माने इंप्यार कार्य कराते के स्थान के स्थान कार्य कराते करात्र करात्र के स्थान कार्य कराते के स्थान कार्य कराते करात्र करात्र के स्थान कार्य कराते के स्थान कार्य कराते के स्थान कार्य करात्र के स्थान कार्य कराते के स्थान कार्य करात्र के स्थान कार्य करा करात्र के स्थान कार्य करात्र करात्र के स्थान कार्य के स्थान कार्य करात्र करात्र के स्थान कार्य करात्र करात्

special field and \$\frac{1}{2}\$ and \$\frac{1}{2}

लित कुमार शर्मा क्रमणी सर्वित्र एवं विशिक्त साराज्यान

● SBI व्यवस्था करेंद्र देश, प्रवश्यक आरोग प्रवश्य प्रायम मा मांग्रे कर व्यवस्था भारत भारत प्रायमिक विकित्त । प्रोत्मनिक वार्य प्रायमिक विकित्त । प्रोत्मनिक वार्य प्रायमिक विकित्त । क्रिकेट विकित्त । क्रिकेट विकित्त । क्रिकेट विकित्त । क्रिकेट विकित्त । विकत्त । वितत्त । वितत

कीरी पूर्व पर्व करा जिल्ला सेनाम क्ष्मका करक को जो है। जिल्ला के कीर के प्रति पूर्व परि के प्रति के प

के स्थाप पर विश्व के विश्व के

भीर आहे को सुक्ता के जनुतार कोगी। इस्ता/- प्राव्धिक अधिकारों, सामीय स्टेट देश -J&K Bank

(एएनारों कोरिनेगर, 2002 के प्राप्ता केंग्रस संपीत/को की रिका सेतृति आती का बारित में प्राप्ता कोर्मान के (-निर्माद उपयोग) मान संपन्न केंग्रस में प्राप्ता का संपन्त पर पांचा के प्राप्त का संपन्त के मानवार अपनी जातानित, संपीत पांचा कि, पींचा-कर 11/दी, मार्ट-11, प्राप्तानित करियाद (प्रतिकात की प्राप्ता कि, पींचा-कर 11/दी, मार्ट-11, प्राप्तानित करियाद (प्रतिकात की प्राप्ता की प्राप्ता की की के प्रमाण कर प्राप्ता की संपत्त की किए की प्राप्ता की स्वर्ध की प्राप्ता की की का अपनी मीता व्यक्ति की स्वर्ध की श्री (कारीना कुन्द- क बंक्क साम्या पीर्चन के प्राप्ता की स्वर्ध की स्वर्ध की (कारीना कुन्द- क बंकक साम्या पीर्चन के प्राप्ता की साम्या है

प्रतिक्ति के एटि विद्यान मिटि प्रतिक्ति प्रतासिक्त प्रतास मान कर किए पट प्रिप्पत संस्थान प्रित्यानावांकावांकांकांकांकांकांकांकां में तुर स्था पाते में तुर कर के दिवा माने हैं एवस जी कर के मिता प्रतास के प्रतास कर के प्रतास के प्रतास

हारा /- (में कंप्रेस कार्य-स्था प्रभावन चीन्युं) केन (मार्च) रिमानको, उत्तर से लिप्ट (६) से सामाद के जुला परि सर्वेत प्रभावन चीन्युं) केन (मार्च) रिमानको, उत्तर से लिप्ट (६) से सामाद के जुला परि सामाद के जुला परि सामाद करें चर्ची सिंध प्रथम की प्रशास की सामाद के जुला परि सामाद के प्रथम की सामाद के प्रथम की स्थापन की सामाद की

The state of the s

কৰিছে । বিশ্ব কৰিছে কৰা কৰিছে কৰা কৰিছে বিশ্ব কৰিছে কৰিছে

ने पान में ने ने ने ने ने ने ने मार्ग के प्राथम के प्राथम के निर्माण के प्राथम के निर्माण के निर्मण के निर्माण के निर्मा

गीतिया गेसर्स जी नेक्सट मीडिया प्रा स्थितिक

SURAKSHA

सुरक्षा एसेट रिकंस्ट्रक्शन लिगिटेड

it quan site fileren suste filtres et un et aven CIN UT412004152015P1C268557 untque anterior authorities filtre, man filtrescore étunité succe soit vertiferen éta, quel access utile éta 12 4 4012 anti Marie 441 (22 4022 1020 dell administrationant com transper woves turals

भूल-सुधार

्रा ट्रेन्कार्यस्य (प्रतिकार विशिव का क्षेत्र का मांक प्रकार भूगेल राजार (रूपर प्रकार प्राथ प्रकार के कार्य के प्रकार विकार विशिव के स्वार विकार कार्य महिना रिक्टिंड के कार्य के प्रकार महिना प्रवाद कार्य कार्य के प्रकार के प्रकार के स्वार के स्वार के स्वार के प्रकार कार्य कार्य महिना के स्वार के प्रकार के कार्य के प्रतिकार कार्य के स्वार के प्रकार कार्य कार्य महिना कार्य कार्य के प्रकार के प्रकार के प्रतिकार कार्य के स्वार के प्रकार कार्य कार्य महिना कार्य कार्य कार्य कार्य कार्य के स्वार कार्य के स्वार कार्य कार्य के स्वार कार्य कार्य के स्वार कार्य कार्य

पापिश्व अधिकारी, आन्ध्रा शैंस, फोन नंद्र: 0121-2767200

अपालिक खार्मालय के प्रशास कर किया है किया के प्रशास के अपालिक खार्मालय के मार्थ के स्वार्थ के स्वर्ध के स्वार्थ के स्वर्थ के स्वार्थ के स्वार्थ के स्वार्थ के स्वार्थ के स्वर्थ के स्वार्थ के स्वार्थ के स्वार्थ के स्वर्थ के स्वार्थ के स्वर्थ के स्वार्थ के स्वर्थ के स्वर्ध के स्वर्

14 15 15 15 15 15 15 15 15 15 15 15 15 15		44 A Charles 1 C				100.00.101
हा शाखा का आप/पता/ सं प्रवेत का प्रेरेत काला असे नेता किन तेह	खाते का नाम	मान नोटिस 13(१) वे बनुसर श्रवत्था शी	विषक सम्पालायां का विवरण (स्वामित्व का नाम)	रिजर्व मूल्य/ईएमडी/ बोली वृद्धि सारि।	नीलामी की तिथि व समय	इएगर्डा चाता संख्या आईएफएससी कोअ का विदरण
1778 House-250002 Will To 0121-2654897, 24612:	मार्टीय (बीकास्टर बीक रूपना साम्ब), 10- अन्ते वी चीरत साम्ब पुर सी बीका साम्बर मुख्याना क्रिकी प्रथम कार्य मार्च वी चीरत प्रथम	एवं कब्जे की गिणि 13.01 2020 (भौतिक)	1305 में ने पिनावी परिवर्त, ब्लीक तीम नेव A 1, भारत गिरी, केन-1, ग्रान्टिमतीस स्वतील मीति, तिमा परिवर्तमाताः (विशास रीजपन 965 वर्ग परेट एवं पपटे टीजपन 772 वर्ग नीतः)	STORE WEST THE THEORY		व्याम संख्या
### THEM 788 AND THE THE THE TOWN-250002 ### 40: 0121-2654897 265127	सुर्या श्री स्थ्यप् विश्वास हुए दी १७ इस्टीस्थ स्थ्र विश्वास इस्टीस्थ स्थ्र विश्वास	28.12 2010 577	117.55, जीवनमूनमें स्वीतन्त्राच्या, १८६०, गांव संध्याते वृद्धे, प्लाट तंत्र १६, स्वीत्रात त्यार का 14, उत्याप गीट ६६ मीट सीमा, शीवन, त्यार नंत्र १५ सन्त्रीत सस्त्री/ सम्बोत के संपत्तकारी भी प्रत्यान वीत्रात्तात्र	बोली वृद्धि राशि स० 20,000/		खाता संख्याः 085511100003633 आईएफएससी कोउ ANDB000855
	र्थायात्त्व		 तास्त्रीय जीत क प्रत्या प्रत्या करते । प्रत्या के तार्थ करते । प्रत्या करते । त्रिक्ष कर्मा करते । प्रत्या करते । त्रिक्ष करते	हिन्मी मृत्य २० ३,००,००० इंएमडी मृत्यः १६० ३,००,००० योली वृद्धि समि। १५० २०,०००/	17.03.2020 गार (1.00 धर्ज से दीपहर 12.00 धर्ज तरु	जाता संख्याः 085511100003633 आईएफएससी कोर ANDB0000855
7 from First Con. 47th (21st Std. 4rg, 0.505-150002. 57th 10 0121-2654897, 266127 4-6rg to 685500 professional co.	गिरसहर के शर्म 7 मिल्स पन की आंग्रे	िरिस्टांक १६००२०१४ सक ६० १८३४,१४२.५० एवं क्षांत्र स्था (शिक्षे ०४.०४.३०१४ (सामिटिक)	अवसरिय महान-पीट्य प्रिम्म, राज्यांन संग ६६ व्यक्तिस्ता नात 218/3, द्वारा ५० ३१/३ कर दिस्स, निवार नात्य पार्ट्य (स्वम नात्र) संगीरत स्थानी श्री शर्वार सहस्य, मार 93.64 वर्ष मीटर, सामार्ट-पूर्व 50-5 प्रामान सेटर्ड का प्रवास पीट्य: 50-5 कार्य के संग्यात जाता 20-0-0" अस्य का सकता सीच्या	रिजर्व गून्य ७० 16,80,000/- र्पएमडी भूत्या ७० 1,65,000/- मोली वृद्धि समि २० 20,000/-	17 03 1020 वाता 11 00 वज से दोपहर 12,00 वजे तथ	खासा संख्याः 085511100003633 आईएफएससी कोउ ANDB0000855
	राजी समीद आणितः। प्रा भी कारण अली प्रशासना राजी राजीय आणार	ord dron bus gr	20 व" रोड 20-6"वीम सम्पर्धित व्यामी/ सम्पर्धित वी अवस्थानी की सकीर गतिक पुत्र जी खर्जा अब्दृत रशोद			
4 वास्त्री भगर वास्त्रा ची-१३४८ वास्त्री उरार २१.८००० भाग के साथ-१००००० विस्तित कार्य-२००००० इन्तित कार्य-२०००००	मा अपी क्षेत्र शेव	करने की प्रश्निक करने की प्रश्निक करने की प्रश्निक करने की प्रश्निक	प्रोडिक 18 और अपेरानिक प्रकार नरीवनिक प्रारंत थे 122/6, उन्हा था। और प्रदेशका उन्हें प्रेयान, तरीवनिक के समझीत शिला 08 और तरीवनिक प्रकार नरीवनिक समझीत	साधात छ। :- रिजर्च पूल्य ४६० 10,50,000/- प्रेट्मकी मुल्य ४६० 1,05,000/- मोली पृद्धि शांशि ४६० 20,000/-	17,65,2020 गता 1100 धजे से दोपहर 1200 बजे तथ	चाता संख्याः 243911100001547 आईएफएससी कोड MIII 00243
			हैं। भूषि व स्वरू आधार्षक संबंधित स्वापी विष्णु विश्वत (दारहीट स्वापी), विश्व क्षात्र स्वीद तें। श्रीतर-४५, विश्वत स्वीद का A 45, दावेग आहरीन, वीपाल विश्वत हुता विश्वत का स्वाप्त, साल विश्वत, वेक्ट प्रवाद का 3,52 वर्ग वीपा । स्वीद स्वीद रहें 75, पोटा रोड, ब्रीवाम किट तें। A 58, उत्पाद स्वीट का A 44, रहील स्वीट कर सह A 46	প্রাথমিক প্রত্ন কর ১৯,০০,০০০ প্রত্নী কুল কর ১৯৯,০০০ প্রত্নী কুল কর ১৯৯,০০০ প্রত্নী কুলি করি ১০০,০০০ প্রত্নী কুলি মার্থিয় করি ১০০,০০০ প্রত্নী	17 03.2020 ITH 11 00 मजी से दोपहर 12 00 बजी	TERM WINES 243811100001547 anticongress Antiboonizatio
Schule and groupe stars in se acon, anerse and Japans ros in anni-static, 1915(1) (- tip. https://doi.org/10.100/ ht	गांव पन्द <u>पर्दर्भ</u> थी व्हिलन लात पुत्र इस्त चंद	হিনাফ 0282018 নক 70 179446294 হোঁ ককৌ কী মিথি 22 11 2019 (গাঁমিক)	आवासीय साद संबंधित सावों भी असेना पूर्व समयन (सन्बंधित स्वामी) विश्व स्वार 70 5 में १६६६, साय-एन, एमाजारीनी, नेवर-5, पान 72.00 को मार्ट्स, नवा मुख्याना, पुराशवाद, उठएए, सीमार्थ, पुर्व साम मंठ 5 में 660, योगांग द सेंदर सीमी चेंद्र, उत्तर साद गुठ 5 में 600, दोनाए 9 सेंदर सीमी चेंद्र	रिजर्ज भूत्य रू० 17,20,000/- ईएमठी मूत्य रू० 1,72,000/- घोती वृद्धि शशि रू० 20,000/-	17:00:3020 दोपहर 12:00 बजे से दोपहर 01:00 बजे तक	खाता संख्याः 085111\00005127 आईएकएसमी कोडः ANDB0000851
TOTAL C. M. MINISTER C. M.	 वैश्वमा वर्गन पुर नीतमा स्रोत, वीतमे पुरानिक वर्ग प्राची निकाद मेलन वर्गा प्राची स्राच्य मेलन वर्गा थे (अचर दुर्गन पुर जीवा दुर्गन 	दिनाय दाव्यक्रम सम २० ६००७००० १व २०३ जो (हेवि १३.११.२०१६ (गार्कटिक)	कुन व प्रवान आर्मान प्रमान केन वहां प्रवेश आर्मान आंगा प्रवास अर्थ साथ संस्था - 3	हिन्मी मूच्य २०० ९,३४,०००४ १९५४मी मूच्य २० ४४,४००४ मार्ग मूच्य प्रति २० ३४,०००८	17.03.2020 दीपहर 12.00 बजे से दीपहर 01.00 यूजे तक	1110 मा 085111100005127 आईएफएससी कोट ANDB0000651
च्च ज्यार नुसदाबार, २०१०—24400) (जीन नेठ 0581-2319356 2313170) [-131	नीज धार वर्ष पुत्र हरेंद्र पद्म अर्थ, इस कर्ष श्रीभी प्रत्येश ऐसे पाने बोच पर वर्षा गरप्टर से स्थित सिर सम्ब पुत्र पोन्ट सिर्म	रू० 8 45 023 74 एव कब्जे की तिथि 19.11 2018 (सामेरिका)	पूर्ति म चंदन जातारीक चयन संघ्येच्य स्थापनी बाँगाई करनीरी कि कर्ना गरेज क्यारी क्षेत्री (क्षणीत व्यारो) रिश्वत कराया गठ 217, यह २३ वर्ग संदर, A देव-४ वरिंग रिशा	तिकार्थ गुण्य एक १६,42,000- र्वृत्यक्ष गुण्य एक १,54,000- प्रांत वृद्धि स्त्रीत २०,000-	17.03.2020 दोपहर 12.00 बन्दे से दोपहर 01.00 वज शक	खाता संख्याः 085111100005127 आईएकएससी कोडः ANOB0000851
(Mit Ror (BE) - 2700056) this bm1682@andwbank.co.in	ाँ वागा गरनी को बंटी चाराज 2 की बंटी चाराज 2 की बुरेश भाग साम	भाग 01 07 2019 गा २० 2052434 00 एस कच्चे की तिथि 05 12 2019 (भौतिक)	पुषि व गवन दिनाम क्ष्या अन्यसीय भवन समान कार्यानी बेच्नी मेल केलावा एक भी पटी श्रीतास्तव, विशव स्वसरा मंठ का स्ता विवार कार्योंनी, वर्णल, प्रभासार,	ितनी पूचा का 17,50,000 दुश्महा पूचा का 1,79,000 तनी दृढि सांगि का 20,000	दीपहर 1200 नजे से दीपहर 0100	खाता संख्याः 168211100005817 आईएफएससी कोडः ANDB00001682
THE BUILD OF WHITE OF THE PARTY	सार्थन पुर क्षेत्र प्राचन १) के स्थान सार्थनर (दशन क्ष	कार की क्षित	the state array from translate faring edge over over from 40 e.1220 from 16 e.2220 from 16 e.222	pentin mi 1 that you wa 31,91,000- fresh you mi 2,18,100- min you offi wa 21,000-	शे दोपहर ११.०० वर्ण	प्राप्ता श्रीप्ता व्यापारम्य स्थापा व्यापारम्य स्थापा
	सामा ११ व क्षांच्या सक्या ११ व क्षांच्या सक्या १४४०:		ments dr It is the first over flower the use 200 ct as der a cit. Shows (10 to an interest of the first flower are inverse that, flower to the cit. Third flow rows which ambies a word flower, these defines and it will assume go all when you passes and there we never the show of the assume go all when you passes and there we never the show of the assume go all when you passes and there we never the show of the contract of the same region that we not then all the way the	Sandah mada bara a consultation	रोपहर (200 मरे से दीपहर 0100 ह	वाता संख्याः 168211190905817 शाईएफएससी फोड NOB90001682
र्याच्य सम्पद्धियो भी नीमानी प्रारं संस	or from afthe distinct	A star mirror tree from a	the man water the water that the same and th	The second second second	and the second	

seeden method of chord on return from selfor \$-doned that users give food order to the service fracts (fine of the selfor food order) or the service fracts (fine of the selfor food order) or the service fracts (fine of the selfor food order) or the service fracts (fine of the selfor food order) or the service food order (fine of the selfor food order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) or the service food order (fine order) or the service food order) order (fine order) order) order (fine order) order) order (fine order) order) order) order (fine order) order



February 28, 2020

The Secretary **BSE** Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

The Secretary National Stock Exchange of India Ltd. Exchange Plaza 5th Floor, Plot no C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai 400 051.

Dear Sir/Madam.

Sub: Postal Ballot Notice and Postal Ballot Form

In furtherance to our intimation dated February 27, 2020 wherein the Company informed about the completion dispatch of Postal Ballot Notice and Postal Ballot Form to the shareholders of the Company, please find enclosed the copy of Postal Ballot Notice alongwith Postal Ballot Form, inadvertently missed earlier, for your information and records.

Thanking you,

For NIIT Technologies Limited

Lalit Kumar Sharma

Company Secretary & Legal Counsel

Encl: as above

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



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). The Shareholders by way of special resolution passed through postal ballot process vide notice dated April 8, 2005, for which the result was declared on May 18, 2005 had approved the issue of 38,50,000 equity shares of Rs. 10 each to the employees of the Company under NTL Employee Stock Option Plan 2005 ("Plan") representing 38,50,000 stock options. Thereafter, pursuant to issue of bonus shares in the year 2007, appropriate adjustments were made in the exercise price and the number of equity shares to be allotted post exercise in respect of stock options that were vested but not exercised

Since the date of the last shareholders' approval in the year 2005, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Compensation Committee (as defined in the Plan) to exercise its powers including powers conferred by this resolution) upon the recommendations of the Compensation Committee at its meeting held on January 28, 2020 approved an additional nine lakhs (9,00,000) stock options to be granted to the present and future permanent employees, working in India or abroad, including whole-time directors of the Company, holding company, subsidiary company ("Employees"), subject to the eligibility criteria and on such other terms as may be determined by the Board under the existing Plan in terms of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations") and other laws as applicable. As a result of the amendment to Plan, an additional nine lakhs (9,00,000) stock options are proposed to be added to the total number of options which may be granted to eligible employees and directors pursuant to the Plan, representing additional nine lakhs (9,00,000) equity shares (or such other number adjusted for any bonus, rights, stock splits, consolidation or other re-organisation of the capital structure of the Company, from time to time and has recommended other amendments to the Plan for the approval of the Shareholders.

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, along with a postal ballot form ("Postal Ballot Form").

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 evoting 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.

Shareholders have the option to vote either by Postal Ballot or through remote e-voting. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope.



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

The scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary duly authorized by him, after completion of the scrutiny of postal ballot forms 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 March 28, 2020 at the registered office of the Company and communicated to 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 and Service Provider's website: https://evoting.nsdl.com.

The members are requested to consider and, if thought fit, pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT in partial modification to earlier special resolution passed by members through postal ballot process vide notice dated April 8, 2005, for which the result was declared on May 18, 2005 and any other resolution(s), if passed in this regard and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit) Regulations, 2014 and all applicable rules and regulations issued by the Securities and Exchange Board of India and any other applicable laws, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to create, grant, issue, offer and allot, in one or more tranches, additional Nine Lakhs (9,00,000) stock options convertible into 9,00,000 equity shares of Rs. 10 each of the Company aggregating up to a nominal face value not exceeding Rs. 90,00,000, fully paid (or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of capital structure of the Company, from time to time) to the present and future permanent employees, working in India or abroad, including whole-time directors of the Company, holding company, subsidiary company (hereinafter referred to as 'Employees'), under the existing NTL Employee Stock Option Plan 2005 ("Plan") in terms of this resolution and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion AND THAT the consent of the Members be and is hereby accorded to authorise the Board to amend and modify the existing Plan to provide for grant of requisite number of additional stock options to the employees under this resolution, for updating the Plan to bring it in line with the applicable laws for the time being in force (e.g. updating the references to redacted laws) and carrying out the following amendments / modifications to the Plan:

1. Clause 2.1 Definitions

Existing Definition

"Compensation Committee" means a Committee constituted by the Board of Directors consisting of a majority of independent directors to administer ESOP 2005.

Amended Definition

"Compensation Committee" means the Nomination and Remuneration Committee of the Company as reconstituted by the Board comprising of such members of the Board as required under Section 178 of the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

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@niittech.com Website: www.niit-tech.com



2. New Definitions inserted:

"Face Value" of the shares of the Company means par value of the share as per Companies Act.

3. Insertion of a paragraph after Clause 3.1

A special resolution has been passed by the shareholders of the Company authorizing the Board / Compensation Committee to issue additional Nine Lakhs (9,00,000) Employee Stock Options to Employees. Each option is exercisable for one (1) equity share or security convertible to one (1) equity share of face value of Rs. 10/- each fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005.

4. Clause 3.2

Existing Clause

The maximum number of options that may be granted to any specific Employee under the ESOP 2005 shall not exceed 3,85,000.

Amended Clause

The maximum number of options that may be granted to any specific Employee under the ESOP 2005 shall be in accordance with the applicable SEBI Guidelines and the Companies Act.

5. Clause 6

Existing Clause

The Employee Stock Options granted under ESOP 2005 shall vest in a minimum period of 1 year and a maximum of 5 years from the date of grant of the option. The exact proportion in which the options would vest shall be determined by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options.

Amended Clause

The Employee Stock Options granted under ESOP 2005 shall vest after a minimum period of 1 year and a maximum of 7 years from the date of grant of the option. The exact proportion in which the options would vest shall be determined by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options.

6. Clause 7.6

Existing Clause

In the event of separation due to resignation prior to retirement or due to termination of services for reasons other than mentioned in clause 7.7 & 7.8 below, all Unvested Options on the last working day or date of termination, as the case may be, shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than three (3) months from the last working day or date of termination as the case may be.

Amended Clause

In the event of separation due to resignation prior to retirement or due to termination of services for reasons other than mentioned in clause 7.7 & 7.8 below, all Unvested Options on the last working day or date of termination, as the case may be, shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than seven (7) months from the last working day or date of termination as the case may be.

7. Insertion of new Clause 7.8A

In the event the Option Grantee is transferred or deputed to an associate company prior to Vesting or Exercise, the Vesting and Exercise as per the terms of Grant shall continue in case of such transferred or deputed Option Grantee even after the transfer or deputation.



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

8. Clause 7.9

Existing Clause

In the event of separation of an option grantee from the employment due reasons other than those mentioned in clauses 7.3, 7.4, 7.5, 7.6, 7.7 or 7.8, all Unvested Options on the date of separation shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than three (3) months from the date of separation.

Amended Clause

In the event of separation of an option grantee from the employment due reasons other than those mentioned in clauses 7.3, 7.4, 7.5, 7.6, 7.7, 7.8 or 7.8A, all Unvested Options on the date of separation shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than Seven (7) months from the date of separation.

9. Insertion of Addendum 2

ADDENDUM #2 TO ESOP2005

Applicability of Addendum #1 modified as follows:

The Addendum #1 shall be applicable to the modification of terms of Exercise under clause 7 of ESOP 2005, when options are granted at a price lower than FMV to 'Option grantees that are subject to the provisions of the U.S. Internal Revenue Code' instead of 'Option grantees based in USA.'

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the exercise of options under the Plan shall rank pari passu inter se and with the then existing equity shares of the Company, in all respects RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Plan, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI (Share Based Employee Benefits) Regulations, 2014 and issue clarifications in this regard. RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sudhir Singh, CEO & Executive Director, Mr. Ajay Kalra, Chief Financial Officer or Mr. Lalit Kumar Sharma, Company Secretary & Legal Counsel, be and are hereby severally authorized to take such steps as may be necessary and to settle any matters arising out of or incidental thereto and sign and execute deeds, applications, documents and writings that may be required on behalf of the board of directors and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including but not limited to any statutory filings with the Ministry of Corporate Affairs, stock exchanges and/ or any other statutory or regulatory authority as required under the applicable laws and regulations.

By order of the Board For NIIT Technologies Limited

Sd/Lalit Kumar Sharma

Place: Greater Noida

Date: February 21, 2020

Sd/Lalit Kumar Sharma

Company Secretary and Legal Counsel
FCS:6218

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@niittech.com Website : www.niit-tech.com



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. It also contains all the disclosures as specified SEBI (Share Based Employee Benefit) Regulations, 2014 and all applicable rules and regulations issued by the Securities and Exchange Board of India and any other applicable laws,
- 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, February 21, 2020.
- 3. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage-prepaid Business Reply Envelope. Shareholders may note that this notice is also available on the website of the Company (www.niit-tech.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
- 4. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website www.niit-tech.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 P.M. (IST) on Fariday, March 27, 2020
- 5. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, February 21, 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 by Postal Ballot or e-voting.
- 6. 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.
- 7. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case, any Member cast his/her votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- 8. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Friday, March 27, 2020.
- 9. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed.
- 10. Postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. (IST) on Friday, March 27, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post or deposited personally at the address given on the self-addressed Business Reply Envelope at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 P.M. (IST) on Friday, March 27, 2020, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - (i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or
 - (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or
 - (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or
 - (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/or
 - (v) the details provided in the form are incomplete or incorrect.



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

- 11. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents, Alankit Assignments Limited Unit:- NIIT Technologies Limited, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi- 110055.
- 12. The documents referred to in Explanatory Statement will be available for inspection at the Company's registered office from Thursday, February 27, 2020 between 9.00 A.M. and 1.00 P.M. on any working day of the Company, except Saturday, Sunday and Public Holidays, till Friday, March 27, 2020
- 13. Members can cast their vote online from 9:00 A.M. on Thursday, February 27, 2020 till 5:00 P.M. on Friday, March 27, 2020
- 14. The remote e-voting module shall be disabled for voting by National Security Depository Limited (NSDL) thereafter.
- 15. 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 with a copy marked to evoting@nsdl.co.in.
- 16. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- 17. 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.
- 18. 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).
- 19. 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, February 21, 2020.
- 20. 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.



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.njit-tech.com



- 21. 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.
- 22. 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.
- 23. 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 Postal Ballot Form will be final and binding.
- 24. 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 NO. 1

Brief description of the Plan

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options pursuant to the approval of its members at general meeting. Rewarding employees with stock options aligns with the long term sustainable growth of the Company and ensures active participation by a team of motivated employees in ensuring its desired growth. It will provide competitive edge in the current economic and market scenario, if adoption and implementation of such incentive structure is encouraged and supported by way of grant of stock options.

The shareholders by way of special resolution passed through postal ballot process vide notice dated April 8, 2005, for which the result was declared on May 18, 2005 had approved the issue of 38,50,000 equity shares of Rs. 10 each to the employees of the Company under NTL Employee Stock Option Plan 2005 ("Plan") representing 38,50,000 stock options. Thereafter, pursuant to issue of bonus shares in the year 2007, appropriate adjustments were made in the exercise price and the number of equity shares to be allotted post exercise in respect of stock options that were vested but not exercised.

Since the date of the last shareholders' approval in the year 2005, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Compensation Committee (as defined in the Plan) to exercise its powers including powers conferred by this resolution) upon the recommendations of the Compensation Committee at its meeting held on January 28, 2020 approved an additional nine lakhs (9,00,000) stock options to be granted to the present and future permanent employees, working in India or abroad, including whole-time directors of the Company, holding company, subsidiary company ("Employees"), subject to the eligibility criteria and on such other terms as may be determined by the Board under the existing Plan in terms of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations") and other laws as applicable. As a result of the amendment to Plan, an additional nine lakhs (9,00,000) stock options are proposed to be added to the total number of options which may be granted to eligible employees and directors pursuant to the Plan, representing additional nine lakhs (9,00,000) equity shares (or such other number adjusted for any bonus, rights, stock splits, consolidation or other re-organisation of the capital structure of the Company, from time to time).

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

Disclosures pursuant to the SEBI Regulations and the Companies Act, 2013 are as under:

1. Details of variations in the Plan

The details of the major variations in the Plan are as under:

Clause	Existing Provision	New Provision	Intent
Clause 2.1	means a Committee constituted by the Board of Directors consisting of a majority of	means the Nomination and	
Clause 2.1	Not provided	"Face Value" of the shares of the Company means par value of the share as per Companies Act.	-
Insertion of a paragraph after Clause 3.1	Not Provided	A special resolution has been passed by the shareholders of the Company authorizing the Board / Compensation Committee to issue additional Nine	With a view to provide an incentive to attract, retain and reward employees performing services for the Company and motivating such employees to contribute to the growth and profitability of the Company, the Company is desirous of increasing the number of options which can be granted under the Plan to deserving employees.
Clause 3.2	options that may be granted	The maximum number of options that may be granted to any specific Employee under the ESOP 2005 shall be in accordance with the applicable SEBI Guidelines and the Companies Act.	The maximum number of options that may be granted to any specific Employee has been aligned with the permissible limit under the applicable SEBI guidelines and the Companies Act, 2013
Clause 6	vest in a minimum period of 1		With a view to attract and retain talent, the vesting period, the Company proposes to increase the vesting period.



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@niittech.com Website: www.niit-tech.com

Clause 7.6	due to resignation prior to retirement or due to termination of services for reasons other than mentioned in clause 7.7 & 7.8 below, all Unvested Options on the last working day or date of termination, as the case may be, shall stand cancelled with effect from that date. However, all Vested Options as on that	In the event of separation due to resignation prior to retirement or due to termination of services for reasons other than mentioned in clause 7.7 & 7.8 below, all Unvested Options on the last working day or date of termination, as the case may be, shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than seven (7) months from the last working day or date of termination as the case may be.	In order to facilitate the exercise of options by the employees upon their separation, the Company proposes to increase the period of exercise to seven months.
Clause 7.8A	Not provided	In the event the Option Grantee is transferred or deputed to an associate company prior to Vesting or Exercise, the Vesting and Exercise as per the terms of Grant shall continue in case of such transferred or deputed Option Grantee even after the transfer or deputation.	With a view to ensuring that employees who are transferred to an associate company do not lose their benefits under the Plan, the Company proposes to introduce Clause 7.8A in accordance with the ESOP Regulations.
Clause 7.9	other than those mentioned in clauses 7.3, 7.4, 7.5, 7.6, 7.7 or 7.8, all Unvested Options on the date of separation shall	In the event of separation of an option grantee from the employment due reasons other than those mentioned in clauses 7.3, 7.4, 7.5, 7.6, 7.7, 7.8 or 7.8A all Unvested Options on the date of separation shall stand cancelled with effect from that date. However, all Vested Options as on that date shall be exercisable by the employee immediately but not later than Seven (7) months from the date of separation.	In order to facilitate the exercise of options by the employees upon their separation, the Company proposes to increase the period of exercise to seven months.
Addendum 2	Not provided	The Addendum #1 shall be applicable to the modification of terms of Exercise under clause 7 of ESOP 2005, when options are granted at a price lower than FMV to 'Option grantees that are subject to the provisions of the U.S. Internal Revenue Code' instead of 'Option grantees based in USA.	To link the Addendum #1 to option grantees that are subject to the provisions of the U.S. Internal Revenue Code' instead of 'Option grantees based in USA



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

2. Number of options to be granted

The number of options to be granted by modifying the existing Plan shall not exceed an additional 9,00,000 options representing 9,00,000 equity shares of Rs. 10 each of the Company plus the number of options that the Compensation Committee may decide to grant under the Plan out of the lapsed options, if any, under the said Plan or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time. The maximum dilution that could take place in future, if all the aforesaid options are exercised, would not exceed appx.1.4%. of the expanded issued and paid-up share capital of the Company, taking into consideration the un-exercised stock options as on date. The options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.

3. Identification of classes of employees entitled to participate in the amended Plan

All employees who are eligible under the ESOP Regulations are entitled to participate in the Plan as determined by the Compensation Committee.

4. Vesting, period of vesting and the maximum period of vesting

Subject to the ESOP Regulations and in terms of the variations set out above, the gap between the date of grant and date of vesting shall not exceed 7 years and the minimum gap shall be as may be required under applicable laws. The Compensation Committee at its sole and absolute discretion shall be entitled to make the vesting of any or all of the options granted to eligible employee(s) conditional upon fulfilment of the criteria mentioned in the Plan and such additional criteria, as may be determined by it, for any individual eligible employee or class / group of eligible employees.

5. Pricing formula and Exercise Price

The options would be granted to eligible employees at the price which will be determined by the Compensation Committee from time to time, such price not being less than the face value of the shares.

6. Tax

The liability of paying tax, if any, on the options granted pursuant to this Plan and the shares issued pursuant to exercise of options shall be entirely on the Employees and shall be in accordance with the provisions of Income Tax Act, 1961 and rules framed thereunder as applicable from time to time.

7. Exercise period and process of exercise

Similar to the existing Plan, the eligible employees shall be entitled to exercise the options within such period as may be determined by the Compensation Committee, subject to a maximum of 5 years from the date of respective vesting. The vested options will be exercisable by the Employee by a written application to the Company to exercise the options on full payment of exercise price and in such manner and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The options will lapse if not exercised within the specified exercise period. Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or in such other manner as the Compensation Committee may decide.

8. Method of exercise

- (a) In the event of the death or permanent disability of an Employee while in employment with the Company, all the vested and unvested options may be exercised by the employee or its nominees or legal heirs immediately after, but in no event later than twelve months from the date of death or separation from employment.
- (b) In the event of retirement of the Employee, all vested options should be exercised by the employee within 12 months from the date of retirement. All unvested options shall lapse unless otherwise determined by the Compensation Committee.



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



- (c) In the event the employee is transferred or deputed to an associate company, the terms of grant (including the terms relating to vesting and exercise) shall continue even after such transfer or deputation.
- (d) In case of termination of employment due to abandonment of employment by the Employee or his termination due to misconduct, all vested and unvested options at the time of such termination shall stand cancelled unless otherwise determined by the Compensation Committee.
- (e) In the event of termination of employment other than due to reasons specified in paragraph (d) above, all unvested options on the last working day or date of termination shall stand cancelled. All vested options will be exercisable by the employee immediately but not later than 7 (seven) months from the last working day or the date of termination as the case may be.
- (f) In the event of separation of the Employee other than for the reasons specified above, all unvested options on the date of separation shall stand cancelled with effect from that date. However, all vested options as on that date shall be exercisable by the employee immediately but not later than 7 (seven) months from the date of separation.

9. Appraisal process for determining eligibility of the employees

Similar to the existing Plan, the appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee and will be based on criteria such as seniority of Employee, length of service, performance record, merit of the Employee, future contribution potential of the Employee and/or such other criteria as may be determined by the Compensation Committee at its sole discretion.

10. Maximum quantum of benefits to be provided per employee

Similar to the existing Plan, unless otherwise determined by the Compensation Committee, the maximum quantum of benefits underlying the equity shares acquired by the Employee will be equal to the appreciation in the value of the Equity Shares, if any.

11. Route of implementation and source of shares

The Plan shall be administered by the Compensation Committee. Upon exercise of options by the Employees, the Company will issue and allot equity shares.

12. Maximum number of options to be issued per employee and in aggregate

The maximum number of options to be issued to any eligible employee during any one year will be decided by the Compensation Committee, subject however that the same shall not be equal to or more than 1% of the issued equity shares of the Company as on the date of grant. The aggregate of all such additional options granted shall not exceed 9,00,000 options plus the number of lapsed and unallocated options, if any, under this Plan or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the

Company, as applicable, from time to time. The maximum quantum of benefits to be provided to each employee is not quantifiable as it would depend on a case to case and the market price of the share.

13. The method for valuation of options

The company shall use the fair value method for the valuation of options

14. Accounting policies

The Company shall conform to the accounting policies as specified in Regulation 15 of the ESOP Regulations.

15. Listing

The shares allotted pursuant to the exercise of the stock options, shall be listed on BSE Limited and National Stock Exchange of India Limited.

Other than as stated above, all other terms and conditions of the Plan remain unchanged.



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

Consent of the Members is also required under SEBI (Share Based Employee Benefits) Regulations, 2014 by way of a special resolution. The resolution and the terms stated therein as also the terms stated in this explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board shall have the sole and absolute authority to modify the terms herein which do not conform with the provisions of the said guidelines/ regulations.

Your Board, accordingly, recommends passing of the resolution as set out in this Notice, for the approval of the Members as a special resolution. These variations/amendments are not detrimental or prejudicial to the interests of the Employees.

Since the options could also be offered and issued to the Whole-Time Directors and Key Managerial Personnel of the Company, such Whole-Time Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested in the said resolution.

No other director shall be concerned or interested financially or otherwise in the above resolution. The Members approval in accordance with the resolution is inter alia also being sought for authorising the Board to do all such acts as stated in the resolution and hereinabove where they would be the beneficiaries.

By order of the Board For NIIT Technologies Limited

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

Place: Greater Noida Date: February 21, 2020



NIIT TECHNOLOGIES LIMITED

[CIN NO. L65993DL1992PLC048753]
Registered Office: 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

POSTAL BALLOT FORM

Registered Folio No./DP ID No./		
9	Designational Calle No /DD ID No /	
9	Redistered Folio No./DP ID No./	
	Client ID No :	

No. of share(s) held:	Sr	No.	
Name(s) of the Shareholder (in block letters) (including joint holders, if any)			
Registered Address of the Sole / First named Public Shareholder/ beneficial owner			
I/We hereby exercise my/our vote in respect of the Special I the business stated in the Postal Ballot Notice dated February or dissent to the said Special Resolution by placing tick ($\sqrt{\ }$) r	100.21, 2020 of the Comp	any hy convovingles	ough Postal Ballot for nding my/our assent
Description of Resolution	No. of	I/We assent to	I/We dissent to

Description of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution for approval of modification in NIIT Technologies Employee Stock Option Plan 2005			

Place:	
Date:	(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

USER ID	PASSWORD/PIN
	USER ID

Notes:

- If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully
 printed overleaf before exercising the vote and return this form to the scrutinizer by using the enclosed postage pre-paid
 self-addressed envelope.
- 2) In case of shareholders opting for e-voting, please refer the instructions given in Postal Ballot Notice for process of e-voting.
- 3) Each equity shares of the Company carries one vote.
- 4) Last Date for receipt of Postal Ballot Form by the Scrutinizer: March 27, 2020 upto 5:00 P.M

Instructions:

- 1. A Shareholder desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier or registered post at the expense of the Shareholder will also be accepted.
- 2. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder. In case the Postal Ballot Form is sent separately by the first Shareholder and the joint shareholder(s), the vote of the first Shareholder would be valid.
- 3. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
- 4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. March 27, 2020. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
- In case of shares held by Companies, Institutional Members (Foreign Portfolio Investors / Foreign Institutional Investors / Trust / Mutual Funds / Banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Other Authority Letter together with the attested specimen signatures of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
- 6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut-off date i.e. February 21, 2020.
- 7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
- 8. The Postal Ballot shall not be exercised by a Proxy.
- 9. There will be only one Postal Ballot form for every Folio/Client id.
- 10. Shareholders have option to vote either through remote e-voting or through Postal Ballot Form. If a Shareholders has opted for remote e-voting, then he/she should not vote by postal ballot also and vice-a-versa. However, in case Shareholders cast their vote both via postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
- 11. Scrutinizer's decision on the validity of the Postal Ballot shall be final.

