



NIIT Limited

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Institutional Area,
Gurugram 122 001,
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Email: info@niit.com

CIN: L74899HR1981PLC107123

www.niit.com

February 12, 2024

**The Manager
BSE Limited**

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

**The Manager
National Stock Exchange of India Limited**

Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Issue of Postal Ballot Notice to shareholders

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

This is in continuation to our letter dated January 15, 2024 and February 2, 2024 regarding change in the Board of Directors inter alia including :

- appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Additional Director (Non-executive & Independent) of the Company with effect from January 15, 2024; and
- appointment of Ms. Sonu Halan Bhasin (DIN: 02872234) as an Additional Director (Non-executive & Independent) of the Company February 2, 2024, subject to shareholders' approval.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated February 2, 2024 together with explanatory statement, seeking approval of the Members of the Company, by way of remote e-Voting process, for passing the resolutions as set out in the Notice.

Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/ 2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter collectively referred to as “**MCA**”

Circulars”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company has sent the Postal Ballot Notice on Monday, February 12, 2024, to all those Members whose names appeared in the Register of Members as on Friday, February 9, 2024 i.e. Cut-off date and who have registered their e-mail address with Company (in respect of shares held in physical form) and/or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. In terms of MCA Circulars, the communication of the assent or dissent of the members would take place only through the remote e-voting system.

Those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given in notes to the postal ballot notice.

The Calendar of events for the postal ballot process is attached herewith as **Annexure I**.

The Company has engaged the services of National Securities Depository Limited for the purpose of providing remote e-Voting facility to Members. The remote e-Voting will commence from 9:00 A.M. (IST) on Wednesday, February 14, 2024 and end at 05:00 P.M. (IST) on Thursday, March 14, 2024.

The notice of the meeting is also available on our website i.e. www.niit.com.

Kindly take the same in your records.

Thanking you,

Yours truly,
For **NIIT Limited**

Arpita Bisaria Malhotra
Company Secretary &
Compliance Officer

Encls: a/a

Annexure I**Calendar of Events for the postal ballot**

Sl. No.	Events	Date
1.	Cut-off date (For ascertaining shareholders for dispatch of Postal Ballot Notice through email only and for e-Voting)	09.02.2024
2.	Date of completion of dispatch of postal ballot notice	12.02.2024
3.	Publication of advertisement in newspapers regarding completion of dispatch of postal ballot	13.02.2024
4.	Date/Time of commencement of e-Voting	9.00 A.M. on 14.02.2024
5.	Date/Time of end of e-Voting	5.00 P.M. on 14.03.2024
6.	Date on which the resolutions will be deemed to be passed	14.03.2024
7.	Date of declaration of results	On or before 18.03.2024

**POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)**

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter collectively referred to as “**MCA Circulars**”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) for seeking approval of the Members of the Company to the proposed Special Resolutions as set out in this Notice by way of postal ballot only by voting through electronic means (“**e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (“**the Board**”) of the Company at its meeting held on February 02, 2024, has appointed Mr. Nityanand Singh, Practicing Company Secretary (Membership No. FCS 2668; CP 2388) or failing him, Mr. Mohit Bansal, Practicing Company Secretary (Membership No. FCS 11292; CP 16860), as the scrutiner (“**Scrutinizer**”) to conduct the postal ballot through remote e-voting process in a fair and transparent manner and has communicated their consent, eligibility and availability. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice (“**Notice/Postal Ballot Notice**”).

The remote e-voting period commences from 9:00 A.M. (IST) on Wednesday, February 14, 2024 and ends at 5:00 P.M. (IST) on Thursday, March 14, 2024. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person as may be authorized by him.

The results of the Postal Ballot will be announced on or before Monday, March 18, 2024. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website i.e. www.niit.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

The approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this notice.

SPECIAL BUSINESS:

1. **To appoint Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) as amended from time to time and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. January 15, 2024 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-executive &

Independent Director of the Company to hold office for a term of five consecutive years with effect from January 15, 2024 till January 14, 2029, not liable to retire by rotation.

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

2. **To appoint Ms. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended from time to time and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Sonu Halan Bhasin (DIN: 02872234), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. February 2, 2024 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-executive & Independent Director of the Company to hold office for a term of five consecutive years with effect from February 2, 2024 till February 1, 2029, not liable to retire by rotation.

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

By Order of the Board
For NIIT Limited

Sd/-
Arpita Bisaria Malhotra
Company Secretary
Membership No. FCS 9670

Date: February 2, 2024

Place: Gurugram

NOTES:

1. The Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the depositories as on Friday, February 9, 2024. Members may note that this notice is also available on the website of the Company (www.niit.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

If your e-mail address is not registered with the Company/Depositories, please follow the given procedure for registration of email address and for receipt of login ID and password for remote e-voting:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company along with copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at investors@niit.com or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at rt@alankit.com.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to investors@niit.com.

4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, February 09, 2024 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off date will be entitled to cast their votes through remote e-voting.
5. 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.

6. Instructions :

For Remote E-voting:

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

Step 1: Access to NSDL e-Voting system




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

Details of Step 1 are mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login into Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to evoting@nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment which is 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.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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.com 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.

Details on Step 2 are mentioned 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 all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of 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), AADHAAR (self-attested scanned copy of Aadhaar Card) alongwith request letter to update email address by email to our Registrar Alankit Assignments Ltd at rta@alankit.com or investors@niit.com followed by hard copy to Registrar at Alankit Assignments Ltd 4E/2 Jhandewalan Extension, New Delhi -110055.
 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 (self-attested copy), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investors@niit.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
 3. Alternately shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
7. 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.com and investors@niit.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 8. 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com.
 9. Members can also update their mobile number and e-mail addresses in the user profile, which may be used for sending future communication(s).
 10. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, February 09, 2024.
 11. Resolutions passed by the Members through electronic voting are deemed to have been passed as they have been passed at a General Meeting of the Members. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e. Thursday, March 14, 2024.
 12. Mr. Nityanand Singh, Practicing Company Secretary (Membership No. FCS 2668; CP 2388) or failing him, Mr. Mohit Bansal, Practicing Company Secretary (Membership No. FCS 11292; CP 16860), have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 13. E-Voting Results
 - The Scrutinizer shall, immediately after the conclusion of voting through e-voting, 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 scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The result of the voting shall be declared on or before Monday, March 18, 2024. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
 - The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company www.niit.com 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 IN RESPECT OF SPECIAL BUSINESS
Pursuant to Section 102 of the Companies Act, 2013 ("Act")**

The members may note that the Board of Directors ("Board") of NIIT Limited ("the Company") comprises 10 Directors including :

- 3 Whole-time Directors [including the Chairperson],
- 2 Non-executive non independent directors, and
- 5 Independent directors (including 2 women directors)

The second five year tenure of Ms. Geeta Mathur and Mr. Anand Sudarshan, Independent Directors, is ending on March 31, 2024. Consequent to completion of their tenure, the Board shall have only 3 Independent Directors.

As per the norms set by the Regulation 17(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the Listing Regulations"}, minimum of 5 Independent Directors are needed on NIIT's Board. Therefore, the Board of the Company has recently inducted two more Independent Directors.

The approval of the members of the Company is being sought in terms of the applicable provisions of the Act and Listing Regulations, on the items as mentioned in the notice. The information on items proposed is provided hereinunder for your consideration and approval.

Item No. 1

The Board of Directors of the Company on January 15, 2024, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Additional Director (in the category of Non-executive Independent Director) of the Company w.e.f. January 15, 2024 for a term of five (5) consecutive years in compliance with the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he holds office of the Director as such, up to the date of approval by the members.

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Mr. Chaudhary has provided the Company (i) his consent in writing to act as Director; (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act; (iii) he is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations; and (v) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Chaudhary under the provisions of Section 160 of the Act.

Mr. Chaudhary does not hold any share in the Company either by himself or for any other person on a beneficial basis. A brief profile of Mr. Chaudhary, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in **Annexure-I** of this Notice.

In the opinion of the Board, Mr. Chaudhary fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, as he is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mr. Chaudhary as well as his educational background, appointment of Mr. Chaudhary as an Independent Director is highly in the interest of the Company.

The relevant details of Mr. Chaudhary, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure – I** to the Notice.

The terms and conditions of his appointment would be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@niit.com.

Mr. Chaudhary, as an independent director shall be entitled to sitting fee for attending board/committee meetings and any other remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Mr. Chaudhary and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 1 of this Notice.

The Board recommends Special Resolution for approval of the members, as set out at Item no. 1 of this Notice.

Item No. 2

The Board of Directors of the Company on February 2, 2024, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Ms. Sonu Halan Bhasin (DIN: 02872234) as an Additional Director (in the category of Non-executive Independent Director) of the Company w.e.f. February 2, 2024 for a term of five (5) consecutive years in compliance with the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, she holds office of the Director as such, up to the date of approval by the members.

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Ms. Bhasin has provided the Company (i) her consent in writing to act as Director; (ii) intimation to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act; (iii) she is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations; and (v) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Ms. Bhasin under the provisions of Section 160 of the Act.

Ms. Bhasin does not hold any share in the Company either by herself or for any other person on a beneficial basis. A brief profile of Ms. Bhasin, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and her shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in **Annexure-I** of this Notice.

In the opinion of the Board, Ms. Bhasin fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her appointment as an Independent Director of the Company, as she is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Ms. Bhasin as well as her educational background, appointment of Ms. Bhasin as an Independent Director is highly in the interest of the Company.

The relevant details of Ms. Bhasin, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure – I** to the Notice.

The terms and conditions of her appointment would be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@niit.com.

Ms. Bhasin, as an independent director shall be entitled to sitting fee for attending board/committee meetings and any other remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Ms. Bhasin and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 2 of this Notice.

The Board recommends Special Resolution for approval of the members, as set out at Item no. 2 of this Notice.

By Order of the Board
For NIIT Limited

Sd/-

Arpita Bisaria Malhotra
Company Secretary
Membership No. FCS 9670

Date: February 2, 2024

Place: Gurugram

Annexure I

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

Particulars/Name	Sanjiv Kumar Chaudhary	Sonu Halan Bhasin
Age	65 years	60 years
Date of first appointment on the Board	January 15, 2024	February 2, 2024
Background, Expertise and Qualification	<p>Sanjiv Kumar Chaudhary is an experienced finance professional. He is a practicing Chartered Accountant with over 41 years of rich experience in India and domestic/ international tax advisory and consulting including transfer pricing & taxation of cross border transactions.</p> <p>Sanjiv Kumar Chaudhary has worked closely with Senior legal counsel for matters in Supreme Court & High Court. He has handled corporate tax and expatriate engagements in both advisory and compliance matters, including compensation structuring, Foreign Exchange regulations, Employee Stock Option Plans and worked on both inbound expatriates and outbound assignees in respect of various Indian and overseas Companies.</p> <p>He was a Partner in Tax and Regulatory practice of BSR & Co. LLP (Sub licensee of KPMG) for more than two decades and worked with RSM & Co. and PwC in tax practice from 2006 to 2009.</p> <p>He has served as a Board Member of International Ethics Standard Board for Accountants (IESBA) – an independent standard setting board that develops and issues, in the public interest, high-quality ethical standards and other pronouncements for professional accountants worldwide, for a period of 5 years from 2019 till December 2023. He is also an Insolvency Professional from Insolvency and Bankruptcy Board of India Law Graduate and CPA Australia.</p>	<p>Sonu Bhasin is one of the early and senior women professionals in the industry. In her career of over 30 years, she set up and managed large businesses, and diverse teams, across financial and non-financial sectors in India and overseas.</p> <p>Sonu Bhasin led various businesses in senior leadership positions during her corporate career. She began as a TAS (Tata Administrative Service) Officer with the Tata Group and spent 13 years with the Group before becoming a Banker. As a Banker, she was a Director at ING Barings, President-Axis Bank and Group President Yes Bank. Later she moved to the leadership team of Tata Capital Limited as Chief Operating Officer.</p> <p>She is serving as Director on Boards of well-known and reputed domestic and multinational companies like Whirlpool of India Limited, Sutlej Textiles and Industries Limited, Berger Paints India Limited, Indus Towers Limited, PNB Metlife India Insurance Company Limited, Max Life Pension Fund Management Limited and others.</p> <p>She is now an expert on family businesses and is the Founder of FAB – Families and Business. Sonu has worked extensively with both the patriarchs and the inheritors of family businesses and has enabled them to focus on building multi-generational businesses. As a Business Author, she has published five books on families and entrepreneurs behind top successful brands in India which are best sellers.</p> <p>She is also a columnist with The Economic Times, the leading financial daily of India. Her YouTube provides her meaningful conversations with a cross section of successful people – including family business owners.</p> <p>She was named as one of the Global 100 most Influential individuals for family enterprises in 2020 and inducted into the FBU Family Business Hall of Fame in 2022.</p> <p>Sonu Bhasin received her B.Sc. (Hons) Mathematics from St. Stephen’s College, Delhi University and MBA from Faculty of Management Studies, Delhi University.</p>
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None

Particulars/Name	Sanjiv Kumar Chaudhary	Sonu Halan Bhasin
Terms and conditions of appointment	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement
No. of Board Meetings attended during the financial year	One (only one meeting was held during his tenure)	Not Applicable, New appointment
Directorships of other Boards as on date of notice	None	<ul style="list-style-type: none"> • Berger Paints India Limited • Indus Towers Limited • Multi Commodity Exchange of India Limited • Sutlej Textiles and Industries Limited • Whirlpool of India Limited • Max Life Pension Fund Management Limited • Mahindra First Choice Wheels Limited • PNB Metlife India Insurance Company Limited
Membership / Chairmanship of Committees of companies as on date of notice (including NIIT Limited)	NIIT Limited - Audit Committee – Member - Risk Management Committee - Member	<ul style="list-style-type: none"> • Berger Paints India Limited <ul style="list-style-type: none"> - Audit Committee – Chairperson • Indus Towers Limited <ul style="list-style-type: none"> - Audit Committee – Member - Nomination & Remuneration Committee - Member - Corporate Social Responsibility Committee - Chairperson - ESG Committee - Chairperson • Multi Commodity Exchange of India Limited <ul style="list-style-type: none"> - Nomination & Remuneration Committee – Member - Corporate Social Responsibility Committee – Member - Risk Management Committee- Chairperson - Core Settlement Guarantee Fund Committee - Chairperson - Standing Committee of Technology - Member - Investment Committee - Chairperson • Sutlej Textiles & Industries Limited <ul style="list-style-type: none"> - Stakeholders Committee -Member - Corporate Social Responsibility Committee - Member - Finance & Corporate Affairs Committee - Member • Whirlpool of India Limited <ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Member - Stakeholders Committee-Member • Max Life Pension Fund Management Limited <ul style="list-style-type: none"> - Nomination & Remuneration Committee - Chairperson - Investment Committee - Member • Mahindra First Choice Wheels Limited <ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Member • PNB Metlife India Insurance Company Limited <ul style="list-style-type: none"> - Audit Committee - Member - Nomination & Remuneration Committee - Member - ALM & Risk Management Committee - Chairperson - With Profit Committee - Member
Listed Entities from which Director has resigned in past 3 years	None	KFin Technologies Limited

Particulars/Name	Sanjiv Kumar Chaudhary	Sonu Halan Bhasin
Remuneration last drawn	Not Applicable	Not Applicable
List of core skills/ expertise/ competencies identified by the Board and those actually available*: 1. Leadership 2. Board experience & governance oversight in public companies 3. Financial 4. Global business 5. Technology/Talent development industry experience 6. Sales, Marketing & customer service 7. Innovation & entrepreneurship 8. M & A 9. Legal, risk & compliance management	1, 3, 5, 7- 9	1-3, 6-7

** In the table above, specific areas of focus or expertise of directors proposed have been provided. In case specific skill is not mentioned against the Director’s name that does not necessarily mean the Director does not possess the corresponding qualification or skill.*

By Order of the Board
For NIIT Limited

Sd/-
 Arpita Bisaria Malhotra
 Company Secretary
 Membership No. FCS 9670

Date: February 2, 2024
 Place: Gurugram