

## NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of NIIT Technologies Limited will be held on Friday, September 28, 2018, at 09:00 AM at Ocean Pearl Retreat, Satbari, Chattarpur Mandir Road, New Delhi – 110 074 to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with Report of the Auditors thereon;
- To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
- To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- To approve appointment of Mr. Rajendra S Pawar, as Chairman of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), the relevant provisions of the Articles of Association of the Company, and receipt of such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the members of the Company be and is hereby accorded to appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman of the Company for a period not exceeding 5 years w.e.f March 27, 2018 as well as the revision in the terms and conditions of appointment including remuneration of Mr. Rajendra S Pawar as Chairman of the Company with effect from April 1, 2018 till the expiry of his term of appointment, as set out in the agreement entered into between the Company and Mr. Rajendra S Pawar, including any amendments and alterations thereof, as may be agreed to between the Board and Mr. Rajendra S Pawar.

**RESOLVED FURTHER THAT** the aggregate of the salary, perquisites and other benefits, as per the scheme

of the Company applicable to the Chairman, shall not exceed five percent of Company's net profit as provided under the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and for matters concerned therewith or incidental thereto”.

- To approve the Appointment of Mr. Arvind Thakur as Vice-Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a **ORDINARY RESOLUTION:-**

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), the relevant provisions of the Articles of Association of the Company and receipt of such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members of the Company be and is hereby accorded to appoint Mr. Arvind Thakur (DIN 00042534) as Vice Chairman & Managing Director of the Company for a period not exceeding 5 years w.e.f. January 19, 2018 as well as the revision in the terms and conditions of appointment including remuneration of Mr. Arvind Thakur as Vice Chairman & Managing Director of the Company with effect from April 1, 2018 till the expiry of his term of appointment , as set out in the agreement entered into between the Company and Mr. Arvind Thakur including any amendments and alterations thereof, as may be agreed to between the Board and Mr. Arvind Thakur.

**RESOLVED FURTHER THAT** the aggregate of the salary, perquisites and other benefits, as per the scheme of the Company applicable to the Managing Director, shall not exceed five percent of Company's net profit as provided under the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and

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things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and for matters concerned therewith or incidental thereto."

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

**Lalit Kumar Sharma**

**Place: Noida Company Secretary & Legal Counsel  
Date: July 18, 2018 Membership No. FCS 6218**

### Notes:

1. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3, 4 & 5 of the Notice are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
3. Proxy shall not be entitled to speak at the Meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the Registered Office of the Company at 8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi -110019, either in person or through post not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed. The Members may please note that:
  - All un-named, undated, unstamped or inadequately stamped proxy forms shall not be considered as valid.
  - Proxy-holder shall carry his/her identity proof (Driving License/Aadhaar Card/Voter ID Card/Passport/PAN Card) in order to prove his/her identity at the Annual General Meeting.
  - In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
  - A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
  - Every member entitled to vote at the Annual General

Meeting of the Company can inspect the proxies lodged at the Company in the business hours during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: investors@niit-tech.com.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members/proxies/authorized representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.
6. Final dividend of Rs.15.00 per equity share has been recommended by the Board of Directors for the Year ended March 31, 2018 pursuant to the provisions of the Companies Act, 2013, and if declared at the ensuing Annual General Meeting, it will be paid within 30 days of the declaration, to those Members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on September 14, 2018.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., September 15, 2018 to September 28, 2018 (both days inclusive).
8. While Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi - 110055, for changes, if any, in their address and bank mandates, Members having shares in electronic form may inform such changes directly to their Depository Participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
10. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing

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System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.

In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The Shareholders can obtain a copy of the ECS Mandate Form from the Registered Office of the Company or can download from the website of the Company at [www.niit-tech.com](http://www.niit-tech.com). In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their Dividend Warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.

11. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). The said form can be downloaded from the Company's website [www.niit-tech.com](http://www.niit-tech.com) (under 'Investors' section). Members holding shares in physical form may submit the same to the Company at the Registered Office. Members holding shares in electronic form may submit the same to their respective Depository Participant.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The following Registers will be available for inspection of Members of the Company at the Annual General Meeting:
  - Register of Directors & KMP u/s 170 of the Companies Act, 2013
  - Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013

14. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the General Meeting will be available at the venue for inspection by the Members.
15. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
16. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
17. Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2010, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. No claim shall be entertained against IEPF or the Company for the amount already transferred. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2011 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2018, the amount outstanding in unclaimed dividend account for the Financial Year ended March 31, 2011 is Rs.1,50,47,640. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. [www.iepf.gov](http://www.iepf.gov). in and under "Investors Section" on the website of the Company viz. [www.niit-tech.com](http://www.niit-tech.com).

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

The Company has issued a newspaper advertisement on May 19, 2018. Also, the Company had sent letters

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individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any.

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

The Company shall be transferring the amount lying unclaimed or unpaid for the financial years 2010-11 to the Investor Education and Protection Fund in Aug 2018. Further, the Company is also in process of transferring the shares in respect of the same to the Demat Account of IEPF Authority.

During the year, the Company has already transferred 78,607 equity shares to the Investor Education and Protection Fund Authority for the year 2009-10.

Members whose shares and unclaimed dividends have been transferred to IEPF Authority fund are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited at 1E/13, Jhandewalan Extension, New Delhi 110055..
19. The Securities and Exchange Board of India (SEBI) vide Notification dated June 08, 2018 has mandated that with effect from December 05, 2018, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.  
**The shareholders holding shares in physical form are requested to immediately accordingly get their shares dematerialized in order to avoid the inconvenience at the time of transferring their shares.**

20. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
21. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the financial year 2017-18 will also be available on the Company's website [www.niit-tech.com](http://www.niit-tech.com).
22. Electronic copy of the Notice of the 26th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.
23. The Route map showing the directions to reach the venue is annexed to the Attendance Slip.
24. **Voting through electronic means:**  
In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 26th Annual General Meeting to be held on September 28, 2018 at 09:00 AM, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 AM on Tuesday, September 25, 2018 and end at 05:00 PM on Thursday, September 27, 2018.

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E-voting shall not be allowed beyond the said period. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018 may cast their votes electronically or through postal ballot.

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

### 25. Instructions for Remote e-Voting:

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

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your User-ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder – Login"
- (iv) Put User-ID and password as initial password/PIN noted in step (i) above. Click on Login. If you are already registered with NSDL for e-voting, then you can use your existing User-ID & Password for casting your vote.
- (v) If you are logging on for the first time, Password change menu will appear on your screen. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) The Home page of Remote e-voting opens. Click on remote e-voting > Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of "NIIT Technologies Limited".
- (viii) Now you are ready for e-voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be

allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Members are requested to note the following:

1. In case of any queries, you may refer the FAQs and Remote e-voting user manual to the Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800-222-990.  
You can also update your mobile number and E-mail ID in the user profile details of the Folio which may be used for sending future communication(s).
2. The voting rights of the Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of September 21, 2018.
3. Any person, who acquires shares and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 21, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing User-ID and password for casting your vote. Upon 5 unsuccessful attempts to provide the correct password or if you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll Free No.: 1800-222-990.
4. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
5. Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668) of M/s Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only, shall be entitled to avail the facility of Remote e-voting as well as voting at the Annual General Meeting through ballot paper or electronic means. The Chairman shall, at the Annual General Meeting, at the end of

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discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/e-Voting" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the Remote e-voting facility.

7. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
8. The Results declared along with the Report of the Scrutinizer shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate office and the same shall also be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

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

**Lalit Kumar Sharma**

**Place: Noida                      Company Secretary & Legal Counsel  
Date: July 18, 2018              Membership No. FCS 6218**

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

#### **ITEM NO. 4**

The appointment of Mr. Rajendra S Pawar as Chairman & Managing Director of the Company was approved by the members of the Company in their Annual General Meeting held on July 07, 2014. The said appointment was for a period of five years with effect from June 01, 2014 and the same is valid till May 31, 2019.

The Board in its meeting held on March 27, 2018 had approved the matter relating to change in designation of Mr. Rajendra S Pawar and appointed him as the Chairman of the Company w.e.f. March 27, 2018, for a period not exceeding 5(Five) years, on existing terms and conditions

of appointment.

Since he is now the Chairman of the Company, it is now proposed to restructure his remuneration, which shall be made effective from April 1, 2018.

The brief terms of the contract are as under:

1. Basic salary Rs.7,50,000 p.m. in the scale of Rs.5,00,000 to Rs.12,00,000 p.m payable monthly.
2. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and recommended by the NRC.
3. Long-term incentives in the form of cash etc. as decided by the Board from time to time.
4. Perquisites and allowances:
  - (a) House rent allowance of 80% of the basic salary.
  - (b) Medical expenses reimbursements
  - (c) Leave Travel Concession for self and family
  - (d) Group Personal Accident insurance cover under the Company's GPA policy.
  - (e) Medical insurance cover as per company's policy.
  - (f) Club fees for upto two clubs.
  - (g) Group Term Life Insurance cover as per applicable company policy.
  - (h) And any other which may be applicable based on company policy.

A flexible basket valued at not more than twenty percent of the amount of basic salary along with house rent allowance will be available for the cost of providing perquisites and allowances in (b) to (h) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

5. Other benefits:
  - a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
  - b. Usage of Company's cars with drivers.
  - c. Telephone including mobile phone for company use.
  - d. Internet/broadband facility at home for office work
  - e. Leave – as per policy of the company
  - f. Encashment of leave – as per policy of the company
  - g. Engagement of security services at the residence
6. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board.
7. Changes in the above terms and annual increments

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based on performance shall be decided by the Board taking into account the recommendations from the Nomination & Remuneration Policy (NRC), within the range of Basic salary specified here.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Rajendra S Pawar are in any way concerned or interested in the resolution at Item No. 4 of the Notice. Further details of Mr Pawar are given in Annexure to this notice.

Mr. Rajendra S Pawar, Co-Founder of the NIIT Group, having rich and varied experience as specified in his profile, forming part of the Notice. The Board recommends approval of shareholders by way of Special Resolution is required under Section 196(3) of the Companies Act, 2013 as set out in Item No. 4 for appointment of Mr. Rajendra S Pawar as Chairman of the Company.

### ITEM NO. 5

The appointment of Mr. Arvind Thakur as CEO & Jt. Managing Director of the Company was approved by the members of the Company in their annual general meeting held on July 7, 2014. The said appointment was for a period of five years with effect from June 01, 2014 and the same is valid till May 31, 2019.

Upon recommendation of the Nomination & Remuneration Committee in its meeting held on January 18, 2018, the Board elevated Mr. Arvind Thakur to the position of Vice Chairman & Managing Director of the Company in its meeting held on January 19, 2018 with effect from the same date for a period not exceeding 5(Five) years, on existing terms and conditions.

Since he is now the Vice Chairman & Managing Director of the Company, it is now proposed to restructure his remuneration, which shall be made effective from April 1, 2018.

The Board recommends the resolution for your approval.

The brief terms of the contract are as under:

1. Basic salary Rs.8,75,000 p.m. in the scale of Rs.5,00,000 to Rs.12,00,000 p.m payable monthly.
2. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and recommended by the NRC.
3. Long-term incentives in the form of cash or stock options etc. as decided by the Board from time to time.
4. Perquisites and allowances:
  - (a) House rent allowance of 80% of the basic salary.
  - (b) Medical expenses reimbursements
  - (c) Leave Travel Concession for self and family
  - (d) Group Personal Accident insurance cover under the Company's GPA policy.

- (e) Medical insurance cover as per company's policy.
- (f) Club fees for upto two clubs.
- (g) Group Term Life Insurance cover as per applicable company policy.
- (h) And any other which may be applicable based on company policy.

A flexible basket valued at not more than twenty percent of the amount of basic salary

along with house rent allowance will be available for the cost of providing perquisites and allowances in (b) to (h) above. Any amount unclaimed from the flexi basket will not be carried forward, but paid in the same year as allowance and taxed as per law.

5. Other benefits:

- a. Contribution by Company to Superannuation fund, Provident fund and Gratuity as per rules of the company.
  - b. Usage of Company's cars with drivers.
  - c. Telephone including mobile phone for company use.
  - d. Internet/broadband facility at home for office work
  - e. Leave – as per policy of the company
  - f. Encashment of leave – as per policy of the company
  - g. Engagement of security services at the residence
6. Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board. No separate severance fee is payable unless otherwise agreed by the Board.
7. Changes in the above terms and annual increments based on performance shall be decided by the Board taking into account the recommendations from the Nomination & Remuneration Policy (NRC), within the range of Basic salary specified here.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Arvind Thakur are in any way concerned or interested in the resolution at Item No. 5. Further details of Mr Thakur are given in Annexure to this notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 for approval of the shareholders.

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

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

**Place: Noida  
Date: July 18, 2018**

## NOTICE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Item Nos. 3-5 of the aforesaid Notice, as required under Regulation 26 and 36 of (SEBI Listing Regulations) and Secretarial Standards on General Meetings (SS-2) are provided herein below:

### Item Nos. 3 & 4

#### Brief profile of Mr. Rajendra S Pawar

Chairman & Co-Founder, NIIT Group & Founder, NIIT University

Mr Rajendra S Pawar is the Chairman and Co-Founder of the NIIT Group, comprising NIIT Limited- a global leader in Skills and Talent Development and NIIT Technologies Limited- a Global IT solutions organization.

Set up in 1981, NIIT pioneered the computer education market in India, creating a completely new industry segment and taking it to consolidation and maturity. Mr Pawar has played a leadership role in nurturing NIIT into a leading Skills and Talent Development Corporation, offering learning solutions to Individuals, Enterprises and Institutions. Spread across 40 countries, NIIT has impacted over 35 million learners since inception.

In recognition of Mr Pawar's contribution towards changing the IT landscape for the country, the President of India awarded him the Padma Bhushan - one of the highest civilian awards given by the Government of India - in 2011.

Mr Pawar served as a member on the Prime Minister's National Council on Skill Development (2009-2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. He has been chairing the Committee on Policy Framework for Technology Based Education, Government of India. He is a Member of Rajasthan Chief Minister's Advisory Council and Member of Andhra Pradesh State Knowledge Advisory Board.

Actively involved in India's key Chambers of Commerce, Mr Pawar has led several ICT industry fora, including NASSCOM (National Association of Software & Service Companies) as its Chairman in 2011-12, giving voice to the sector's aspirations and goals. He is currently the Chairman of Cyber Security Task Force at NASSCOM. At CII (Confederation of Indian Industries), he has also chaired the IT Committee and the Education Committee. He is a Fellow of the Computer Society of India and the Institution of Electronics & Telecom

Engineers.

Mr Pawar has been an ardent advocate of leveraging technology to make education accessible to the remotest corners in the country, to educate the vast population of underserved, school-aged children. His passion led to the launch of the Hole-in-the-Wall education (HiWEL) initiative in 1999 with Dr Sugata Mitra, Chief Scientist emeritus, NIIT. The path-breaking work done by NIIT in spreading computer literacy and improving the quality of education at grass root, through the HiWEL project has earned it the coveted- 'Digital Opportunity Award' by World Information Technology Services Alliance (WITSA) in 2008.

Mr Pawar has been appointed as the Consultant of the Advisory Committee on Guizhou's Big Data industry, China in 2017. He has been a member of the International Business Council of the World Economic Forum and PIAC (Presidential International Advisory Council for IT) of the Government of South Africa.

Mr Pawar led NIIT to participate in the ambitious human capacity building project for Bhutan - Chiphen Rigpel - designed to help the country transition successfully into a modern Knowledge Society. The Government-assisted project was launched by the Prime Ministers of India and Bhutan on April 30, 2010 on the sidelines of the SAARC summit in Bhutan. The project in its entirety is expected to provide ICT skills to over a fifth of the population of Bhutan, to help them to become confident and empowered citizens of a connected and ICT-enabled world.

Mr Pawar's contributions have been widely acknowledged by the industry and he has been conferred prestigious awards like- the 'IT man of the Year' by IT industry journal, Dataquest; 'Master Entrepreneur of the Year' by Ernst & Young in 1999 and the 'IT Gem of India' at INFOCOM 2013, India's largest IT & Telecom convention, by the ABP Group, to name a few.

Known for promoting industry-academia alliances, Mr Pawar has been working closely with the country's well-known educational institutions. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad and the Scindia School. He has also served on the boards of IIT Delhi, IIM Bangalore, IIM Udaipur and has been a member of the University Court of Delhi University.



# NIIT Technologies Limited

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019  
Email: investors@niit-tech.com , Website: www.niit-tech.com  
Ph. No. +91 11 41675000 Fax : +91 11 41407120  
CIN:L65993DL1992PLC048753



## NOTICE

Having revolutionized the IT Training industry, Mr Pawar is involved in shaping a new model in Higher Education, the not-for-profit NIIT University.

Mr Pawar studied at the Scindia School, Gwalior and graduated from the country's prestigious engineering institution, IIT, Delhi in 1972 where he pursued the B.

Tech programme in electrical engineering. At the Scindia School he received the 'Madhav Award' in 1999 and the Distinguished Alumnus Award at IIT in 1995. He has also been awarded an Honorary Doctoral Degree by the Rajiv Gandhi Technical University in 2005.

### Other details:

Particulars	Mr. Rajendra S Pawar
Age	67 Years
Qualifications	Mr Pawar studied at the Scindia School, Gwalior and graduated from the country's prestigious engineering institution, IIT, Delhi in 1972 where he pursued the B. Tech programme in electrical engineering.
Experience (including expertise in specific functional area)	As a co-founder of the NIIT Group, Mr. Pawar has not only revolutionized the IT training industry, but is also recognized as a global technology thought leader.
Date of first appointment on the Board	12/12/2003
Shareholding in the Company as on March 31, 2018	959 equity shares (including 100 shares as first holder with spouse, 100 shares as second holder with spouse and 759 shares as Karta)
Membership/Chairmanship of Committees of other Companies	NIL
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	Member of the Board of following Companies: 1. NIIT Limited 2. NIIT SmartServe Limited 3. ESRI India Technologies Limited 4. Pace Industries Private Limited 5. IT Infrastructure Development Corporation Private Limited

For details such as no. of meetings held and attended during the years, Terms and Conditions of Re-Appointment, Remuneration last drawn, Remuneration proposed to be paid, Relationship with other Directors/Key Managerial Personnel in respect of the above Director, please refer Explanatory Statement to the Notice and Corporate Governance Report which forms part of this Annual Report.

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## NOTICE

### Item No. 5

#### **BRIEF PROFILE OF MR. ARVIND THAKUR (DIN 00042534)**

Arvind Thakur is the Vice Chairman and Managing Director at NIIT Technologies Ltd, a global IT solutions and business services organization which he has led to be among the top IT Services providers from the country. In 2012 he was conferred the prestigious global Gold Stevie award as Executive of the Year in the Computer Services category.

Mr. Thakur serves as Chairman on the board of ESRI India Technologies Ltd, Incessant Technologies Ltd & NIIT Smart Serve Ltd. He also serves on the Board of Management of NIIT University, a not for profit institution.

Mr. Thakur is an elected member of NASSCOM Executive Council where he served as a member of IT Services Council and Chairman, Domestic Council. Currently he Chairs the Finance & Investment Committee and is a member of the Audit Committee. He also serves on the Indo-Spanish CEO Forum anchored by FICCI and Co-Chairs the CII National Committee on IPR.

Mr. Thakur graduated in engineering from IIT, Kharagpur where he received the Institute Silver medal. Thereafter he pursued Post Graduation in Industrial Engineering from NITIE, Mumbai.

His leisure time is engaged in golf.

#### **Other details:**

Particulars	Mr. Arvind Thakur
Age	63 years
Qualifications	Graduation in engineering from IIT, Kharagpur. Thereafter he pursued post-graduation in Industrial Engineering from NITIE, Mumbai.
Experience (including expertise in specific functional area)	Wide experience in Information Technology Industry
Date of first appointment on the Board	12/12/2003
Shareholding in the Company as on March 31, 2018	6,12,773 Equity shares
Membership/Chairmanship of Committees of other Companies	1. Member of Audit Committee and Nomination & Remuneration Committee of ESRI India Technologies Limited
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	Member of the Board of following Companies: 1. NIIT Smartserve Limited 2. ESRI India Technologies Limited 3. Incessant Technologies Private Limited

For details such as no. of meetings held and attended during the years, Terms and Conditions of Re-Appointment, Remuneration last drawn, Remuneration proposed to be paid, Relationship with other Directors/Key Managerial Personnel in respect of the above Director, please refer Explanatory Statement to the Notice and Corporate Governance Report which forms part of this Annual Report.



# NIIT Technologies Limited

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## Proxy Form Cont....

Resolution Number	Resolution
<b>Ordinary Business</b>	
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with Report of the Auditors thereon
2	To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3	To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment.
<b>Special Business</b>	
4	To approve appointment of Mr. Rajendra S Pawar, as Chairman of the Company.
5	To approve the appointment of Mr. Arvind Thakur as Vice-Chairman & Managing Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Member \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue  
Stamp not less  
than Re.1.00

### Notes:

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



**U-Turn from**  
Ansal Villas  
CSKM Public  
School  
Sign Board

## Location Map

