

NIIT

MANAGED
TRAINING
SERVICES

NOTICE



NIIT Learning Systems Limited

NOTICE

Notice is hereby given that the 23rd Annual General Meeting ("AGM") of the Members of NIIT Learning Systems Limited ("the Company") will be held on Wednesday, 24th day of September 2025 at 3:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and 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, 2025, and the report of the Auditors thereon.
2. To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Ms. Leher Vijay Thadani (DIN: 03477205) as a director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2025.

SPECIAL BUSINESS

5. **To ratify the remuneration of Cost Auditors for the financial year 2024-25 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval of the members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 2,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any) payable to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration Number 000019), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2024-25.

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 including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. **To appoint Secretarial Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and subject to receipt of such other approvals, consents and permissions as may be required, approval of the members of the Company be and is hereby accorded to the appointment of M/s. PI & Associates, a firm of Company Secretaries in Practice (Firm Registration Number P2014UP035400) as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030, at a remuneration to be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

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 including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. **To approve the payment of remuneration to Mr. Rajendra Singh Pawar, Non-executive Director and Chairman 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 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded for payment of remuneration / benefits (in addition to the remuneration as applicable to the other Non-executive Directors of the Company viz. sitting fee and/or commission etc.) to Mr. Rajendra Singh Pawar (DIN: 00042516), Non-executive Director and Chairman of the Company for a period of three (3) years commencing from May 24, 2026, as set out in the explanatory statement annexed herewith.

NOTICE (Contd..)

RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to pay remuneration as mentioned in explanatory statement, to Mr. Rajendra Singh Pawar, Non-executive Director and Chairman of the Company, in the event of inadequacy of profits or no profits in the Company, for that financial year in which there is inadequacy or absence of profits during the period of three (3) years commencing from May 24, 2026.

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 decide the manner of payment of remuneration and other benefits, 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 including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**By Order of the Board
For NIIT Learning Systems Limited**

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date : June 25, 2025

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the 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, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 23rd AGM shall be conducted through VC / OAVM.

National Securities Depositories Limited ('NSDL') will be providing facilities for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note nos. 21 to 25 hereinafter.

3. The physical presence/attendance of Members is not required at the AGM conducted through VC/OAVM. The attendance of the Members present through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

4. Pursuant to the provision of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the Circulars. Accordingly, the facility for appointment of proxies by the Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required / annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting or to vote at AGM. The said Resolution/Authorization be sent to the Scrutinizer by email through registered email address to csmilanmalik@gmail.com with a copy marked to evoting@nsdl.com and to the Company at investors@niitmts.com.

Members of the Company under the category of Institutional/ Corporate Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company/ RTA/ Depositories (National Securities Depository Limited and Central Depository Services (India) Limited).

A letter containing the web-link and QR Code to access the complete Annual Report has also been sent to members who had not registered their email addresses.

Members may note that the Notice and Annual Report for the FY25 will also be available on the Company's website at www.niitmts.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

7. For receiving all communication (including Annual Report) from the Company electronically, members are requested to register / update their email addresses with the relevant Depository Participant(s).
8. In terms of Section 152 of the Act, Mr. Sapnesh Kumar Lalla and Ms. Leher Vijay Thadani, Directors of the Company, retire by rotation at the AGM and being eligible, have offered themselves for re-appointment. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, have recommended their re-appointment, liable to retire by rotation.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director retiring by rotation and seeking re-appointment at AGM is annexed to the Notice as **Annexure - I**.

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The Secretarial Auditors have certified that they were not debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, MCA or any such other Statutory Authority (certificate forming part of the Corporate Governance Report).

Mr. Sapnesh Kumar Lalla and Ms. Leher Vijay Thadani and their relatives shall be deemed to be interested in Item No. 2 and 3 of the Notice, respectively to the extent of remuneration/sitting fee payable and their shareholding, if any, in the Company. Mr. Vijay Kumar Thadani, Vice-Chairman and Managing Director being related (Father) to Ms. Leher Vijay Thadani, may be deemed to be interested in the Item No. 3 of this Notice. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in item no. 2 and 3 of the Notice.

9. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 17, 2025, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice and attend AGM. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only.

10. Members who would like to express their views or ask questions during the AGM may register themselves till Wednesday, September 17, 2025, by sending request mentioning their name, demat account, email id, mobile number through their registered email to the Company at investors@niitmts.com. Members holding shares as on the cut-off date shall be entitled to register and participate at the AGM.

Members registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

11. (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or business to be transacted at the AGM, are requested to write /send email to the Company at least seven days in advance at investors@niitmts.com. The same will be replied by the Company suitably.
(b) Members who will participate in the AGM through VC/ OAVM can also post questions/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within seven (7) days from AGM date.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, the Certificate from Secretarial Auditors of the Company certifying that Employees Stock Option Plans of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other relevant documents referred to in this

Notice of AGM and explanatory statement and also referred in other reports attached with this Notice, will be available electronically for inspection by the members during office hours on all working days, without any fee from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents can send an email to investors@niitmts.com.

13. Members are advised to:

- (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete KYC process to keep demat account active.
- (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
- (c) register / update their mobile number and e-mail address with their respective DPs for receiving communications electronically.
- (d) inform any change in address and bank mandate to DP.

14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

15. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of unpaid and unclaimed amounts lying with the Company are available on the website of the Company.

The details of equity shares transferred to IEPF pursuant to the Composite Scheme of Arrangement are available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/> under section Details of shares transferred to IEPF.

Members, whose shares and dividends had been transferred, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website <https://www.iepf.gov.in/IEPF/refund.html> and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5. Please ensure submission of claim documents, complete in all respect alongwith relevant documents in respect of claim, so as to avoid any rejection by appropriate authorities.

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The process for claim is also available on the website of the Company and the same can be accessed through the link: <https://www.niit.com/regulation46-of-the-lodr/> under section Details of shares transferred to IEPF.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (updated as per Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024) mandated listed companies to issue securities in dematerialised form only.

In view of this, all equity shares issued by the Company are in dematerialised form. Pursuant to the Composite Scheme of Arrangement under Section 230 - 232 of the Act, which was sanctioned by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order May 19, 2023 and was effective from May 24, 2023 ('Scheme'), the Company had issued equity shares to eligible Members of NIIT Limited ('NIIT' / 'Transferor Company') as per the share entitlement ratio defined in the Scheme. In line with the above mandate from SEBI, the Company's shares allotted to Members of NIIT pursuant to the Scheme, who either held equity shares in physical form or whose demat credits were rejected, were credited into NIIT Learning Systems Limited Suspense Demat Account Scheme ('Escrow Account') for this purpose. The eligible shareholders are advised to contact the Company to claim shares in demat mode as well as unpaid dividend thereon.

17. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution Portal ("ODR Portal"), which is in addition to the existing SCORES platform and can be used by the investors and the Company for dispute resolution.

The members are encouraged to first reach out to KFin Technologies Limited ('KFin'), the Company's registrar and

share transfer agent or to the Company directly, to address any concerns/grievance they may have.

If the concerns/grievance is not addressed to your satisfaction, the member may escalate the same through SCORES Portal in accordance with the SCORES guidelines. This online portal is designed to handle securities complaints, and you should follow their specific guidelines when submitting your case.

If the SCORES Portal resolution is unsatisfactory, initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>, which provides an online platform for online dispute resolution. This process can be initiated only if grievance is not addressed through first two modes.

18. The Company has fixed Thursday, September 4, 2025 as Record Date to ascertain the entitlement of members to the dividend, if approved by the members at the AGM.

19. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid (subject to deduction of tax at source, as applicable) within 30 days from the date of AGM to those members whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 4, 2025 in the list of Beneficial Owners to be furnished by the Depositories in respect of the shares held in electronic/dematerialised form.

20. Pursuant to the amendments introduced by the Finance Act 2020, the dividend income is taxable in the hands of Members with effect from April 1, 2020 and accordingly the Company will be required to deduct tax at source/withhold taxes (TDS) at the prescribed rates on the dividend to be paid to its shareholders.

Resident Shareholder(s):

No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend amount to be received during the financial year 2025-26 does not exceed Rs. 10,000/- . The withholding tax rate will vary depending on the residential status of the shareholder and valid documents registered with the Company within stipulated time. Following is the summary of Tax Deductible At Source (T.D.S.) for different categories of shareholders:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%*	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case equity shares are held in DEMAT mode).
Without PAN/ Invalid PAN	20%*	N.A.
Submitting Form 15G/ Form 15H	NIL	Duly verified Form 15G or 15H (as may be applicable, in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2025-26 is Nil). The Forms can be downloaded from the link https://incometaxindia.gov.in/pages/downloads/most-used-forms.aspx
Submitting Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2025-26 and should cover the dividend income.

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Particulars	Applicable Rate	Documents required (if any)
An Insurance Company as specified under Sec 194 of the Act	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certification issued by the IRDAI.
Mutual Fund specified under clause (23D) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
Any person for or on behalf of New Pension System – Trust under clause (44) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (44) of the Act.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

*Tax would not be deducted on payment of dividend to resident Individual shareholder if total dividend to be paid/ likely to be paid in FY 2025-26 does not exceed Rs. 10,000.

Non-Resident Shareholder(s):

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories. Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route.
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories.
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)	Tax Treaty Rate**	<p>In order to apply the Tax Treaty rate, all the following documents would be required:</p> <ul style="list-style-type: none"> - Self-Attested copy of Indian Tax Identification number (PAN). - Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2025 to March 2026 obtained from the tax authorities of the country of which the shareholder is a resident. - Copy of duly filled Form 10F duly filled on Indian Income Tax Portal. This form has to be filed on the Indian Income Tax Portal by registering through below mentioned link https://eportal.incometax.gov.in/iec/foservices/#/pre-login/register The declaration format can be downloaded from the following link https://www.incometaxindia.gov.in/forms/income-tax%20rules/10312000000007197.pdf - Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> • Non-resident is eligible to claim the benefit of respective tax treaty; • Non-resident receiving the dividend income is the beneficial owner of such income; • Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; • Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); • Non-resident does not have a place of effective management in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax Authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2025-26 and should cover the dividend income.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

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Notes for TDS:

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA and/or with depositories post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (refer to Form 26AS).
- (ii) The aforesaid documents such as copy of PAN card, Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. must be sent through email to the Company at investors@niitmts.com so as to reach on or before Saturday, September 13, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Alternatively, the duly signed copies of relevant documents be sent to the Company at the registered office address given herein which must reach to us on/before Saturday, September 13, 2025. No communication relating to tax determination/ deduction received after Saturday, September 13, 2025 shall be considered by the Company for purpose of calculation of TDS on payment of the Final Dividend for FY25.
- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with/provided to the Company.
- (iv) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vi) This information is not exhaustive and does not purport to be a complete analysis, tax or legal advice or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

JOINING AGM THROUGH VC / OAVM:

- 21. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members can also login and join anytime throughout the proceedings of AGM.
- 23. Members are encouraged to join the Meeting through Laptops for better experience. Further members desirous of speaking at AGM, will be required to use Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 24. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 25. The process and manner for remote e-voting and e-voting at AGM are as under:
 - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, Regulation 44 of Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given below.
 - II. The remote e-voting period shall commence on Friday, September 19, 2025 at 9:00 A.M. IST and ends on Tuesday, September 23, 2025 at 5:00 P.M. IST. During this period, members of the Company, as on the cut-off date i.e. Wednesday, 17 September 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, it cannot be changed subsequently.
 - III. Person not a member as on the cut-off date, should treat this Notice for information purposes only.

IV. Instruction:

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 and join virtual meeting on NSDL e-Voting system

Details on Step 1 are mentioned below:

A) Login method for e-Voting and joining virtual meeting 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.

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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.	<p>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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. 2. 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 are 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. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website https://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://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 ‘or joining virtual meeting & voting during the meeting’ after 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.

NOTICE (Contd..)

Helpdesk for Individual Shareholders 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 on 022 - 4886 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. 1800-210-9911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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)	Tour 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 IN3***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*****

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 from your mailbox. 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 or last 8 digits of client ID for CDSL account. 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) 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, your PAN, your name and your registered address.
 - c) 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 and join virtual meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

NOTICE (Contd..)

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

- Shareholders are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@niitmts.com. If you are an Individual shareholder, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

V. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Please use helpdesk detail for any grievances connected with the facility for e-Voting on the day of the AGM, as mentioned for Remote e-voting.

VI. 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 or send a request at evoting@nsdl.com

VII. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025.

VIII. Mr. Milan Malik, Practicing Company Secretary (Membership No. FCS 9,888 and CP No. 16,614) and failing him, Mr. Subhash Chander Setia, Practicing Company Secretary (Membership No. FCS 3,019 and CP No. 23,681), the designated partners of Lexnexus Corporate Solutions, LLP, have been appointed as the Scrutinizer(s) to scrutinize the voting and remote e-voting process in a fair and transparent manner.

IX. E-Voting Results

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast during the AGM and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. 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.niitmts.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.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e Wednesday, September 24, 2025.

Other instructions:

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password/OTP with any other person and take utmost care to keep it confidential.

NOTICE (Contd..)**ANNEXURE - I**

Detail of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2')

Particulars/Name	Ms. Leher Vijay Thadani	Mr. Sapnesh Kumar Lalla
Age	40 years	59 years
Date of first appointment on the Board	May 24, 2023	May 10, 2017 as Non-executive Director
Background, Expertise and Qualification	<p>Ms. Leher Vijay Thadani has over fifteen years of work experience in diverse areas, including reputation management, crisis communications, public affairs, management consulting and client servicing. Currently, Leher is working with the communications team at Google India. Prior to this, she was Vice President, Reputation at Edelman India, a leading global communications firm, developing integrated communications strategies and counseling clients on risk mitigation, crisis communications and stakeholder engagement.</p> <p>Leher's previous work experience includes supporting Central and State-level government entities on trade and investment promotion, poverty reduction programs, design, implementation and management of several schemes in the textile industry as part of Ernst & Young's Business Advisory Service, and teaching Mathematics in Baltimore, Maryland (USA). Leher's experience in public relations and communications spans a variety of sectors, including technology, food & beverage, energy, automotive, chemicals, and government. She had also conducted and published research studies on the public education system in India. She was Non-executive Director of NIIT Limited from August 2021 to May 2023.</p> <p>Leher completed her MBA in International Business and Finance from George Washington University (Washington, DC, USA) and BA in Socio-Cultural Anthropology from the University of Michigan, Ann Arbor (Ann Arbor, Michigan, USA).</p>	<p>Sapnesh Kumar Lalla is Executive Director and Chief Executive Officer of the Company from May 24, 2023. He is also Non-executive Director of NIIT Ltd, a global leader in skills and talent development and a leading provider of managed training services, offering broad-based education and training solutions to corporations, institutions, and individuals in over 30 countries.</p> <p>Sapnesh has served in NIIT India and USA for over 30 years. He started his journey as a Project Lead in the Learning Content Development Team and over the years, has held various Management and Leadership roles in Product Management, Customer Support, Channel Development, Sales and Support functions. He has worked on a number of critical initiatives including NIIT's expansion into North America & Europe and has led significant acquisitions including Cognitive Arts and Element K.</p> <p>He was selected to the Managing Director's Quality Club (MDQC) in 1997 and received the coveted Global Leadership Award in 2001 and 2010. In 2010, he joined the board of NIIT(USA), Inc. in Atlanta, Georgia, USA. He led the enterprise business of the company outside India and helped create and grow unique solutions in the areas of Learning content, learning administration & learning technologies. Among others, he led the conceptualization and growth of Managed Training Services outsourcing which are now being delivered to many global firms in the Fortune 500.</p> <p>In 2017, Sapnesh was appointed CEO of NIIT Ltd. and in August 2021, he was re-designated as Executive Director and Chief Executive Officer of NIIT Limited. During this period, he had taken charge, learned the role, improved the business and order book, organically & inorganically, streamlined the Stackroute business in India and led the company through the recent difficult pandemic times with determination and perseverance. Since then, he has passionately driven the digital transformation of the company and the agenda to scale up the business on company's new NIIT Digital platform. He became non-executive director of NIIT Limited on May 24, 2023.</p> <p>Mr. Sapnesh Kumar Lalla has been instrumental in creating, expanding and driving the future expansion of CLG business.</p> <p>Sapnesh is an Electronics and Communications Engineer from Bangalore University and received his Executive Education at the Ross School of Business, University of Michigan.</p>

NOTICE (Contd..)

Particulars/Name	Ms. Leher Vijay Thadani	Mr. Sapnesh Kumar Lalla
Number of Equity Shares held in the Company including shareholding as beneficial owner	Nil	575,052 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Vijay Kumar Thadani, Vice-Chairman and Managing Director - Father	-
Terms and conditions of appointment or re-appointment and remuneration to be paid	Retiring by rotation; Payment of sitting fee and commission as applicable for Non-executive Directors	Retiring by rotation; Payment of Remuneration as approved earlier by the shareholders on August 2, 2023 at the time of appointment.
No. of Board Meetings attended during the financial year 2024-25 (during the tenure)	Held: 7 Attended: 7	Held: 7 Attended: 7
Directorship / Membership of other Boards as on date of the Notice	NIIT Institute of Information Technology	<ul style="list-style-type: none"> NIIT (USA), Inc. USA NIIT Limited, U.K NIIT (Ireland) Limited NIIT Learning Solutions (Canada) Limited St. Charles Consulting Group LLC, USA Eagle Training, Spain S.L.U Stackroute Learning Inc., USA NIIT Mexico, S. DE R.L. DE C.V., Mexico NIIT Brazil LTDA, Brazil NIIT Limited NIIT Institute of Finance Banking and Insurance Training Limited RPS Consulting Private Limited iamneo Edutech Private Limited NIIT China (Shanghai) Limited
Membership / Chairmanship of Committees of companies as on date of the Notice (including NIIT Learning Systems Limited)	NIIT Learning Systems Limited <ul style="list-style-type: none"> Member, Stakeholders Relationship Committee Member, Corporate Social Responsibility Committee 	NIIT Learning Systems Limited <ul style="list-style-type: none"> Member, Stakeholders Relationship Committee Member, Risk Management Committee Member, Corporate Social Responsibility Committee Member, Share Allotment Committee NIIT Limited <ul style="list-style-type: none"> Member, Risk Management Committee NIIT Institute of Finance Banking and Insurance Training Limited <ul style="list-style-type: none"> Member, Corporate Social Responsibility Committee RPS Consulting Private Limited <ul style="list-style-type: none"> Member, Corporate Social Responsibility Committee
Remuneration last drawn	Detail for financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report.	Detail for financial year 2024-25 is furnished in the Corporate Governance Report of the Company which forms an integral part of this Annual Report.

NOTICE (Contd..)

Particulars/Name	Ms. Leher Vijay Thadani	Mr. Sapnesh Kumar Lalla
List of core skills/ expertise/ competencies identified by the Board and those actually available: Leadership - 1 Board experience & governance oversight in public companies – 2 Financial - 3 Global business - 4 Technology/Talent development industry experience - 5 Sales, Marketing & customer service - 6 Innovation & entrepreneurship - 7 M & A - 8 Legal, risk & compliance management - 9	3-9	1-9
Listed Entities from which Director has resigned in past 3 years	NIIT Limited	-

NOTICE (Contd..)**AGM – INFORMATION IN BRIEF**

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Wednesday, September 24, 2025 at 3:00 P.M.
2.	AGM Mode /Venue	Through Video Conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at registered office of the Company
3.	Participation through Video Conferencing	Members can login from 2:30 P.M. (IST) on the date of AGM through NSDL link
4.	Name and address of e-voting and VC/OAVM service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400 013
5.	NSDL Email ID / Helpline numbers	Email id evoting@nsdl.com Call on: 022 - 4886 7000
6.	Cut-off date for entitlement: e-voting/AGM participation / Speaker Registration request	Wednesday, 17 September 2025
7.	Remote E-voting start time and date	9:00 AM (IST), Friday, September 19, 2025
8.	Remote E-voting end time and date	5:00 PM (IST), Tuesday, September 23, 2025
9.	Remote E-voting website	www.evoting.nsdl.com
10.	Emails: Company/documents/ AGM Speaker registration Registrar & Share Transfer Agent NSDL	investors@niitmts.com einward.ris@kfintech.com evoting@nsdl.co.in
11.	Recorded transcript	To be available after AGM at Company's website in investors information section
12.	Dividend for FY25 recommended by Board	Rs. 3/- per share (subject to applicable TDS)
13.	Record Date for Dividend Entitlement	Thursday, September 4, 2025
14.	Submission of TDS related document	Saturday, September 13, 2025
15.	Information of tax on Dividend	Information in Notice and check Company's website in investor's information section
16.	Email & Contact updation	through Depository Participants

NOTICE (Contd..)

STATEMENT IN RESPECT OF SPECIAL BUSINESS (Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5

The Board had at its Meeting held on August 1, 2024, on the recommendation of the Audit Committee, appointed M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration Number 000019) as the Cost Auditors of the Company for the financial year 2024-25 at a remuneration of Rs. 2,50,000/- (excluding taxes and reimbursement of out of pocket expenses, if any). The Cost Auditors conducts the audit as per Cost Auditing Standards issued by the Institute of Cost Accountants of India (ICMAI).

The Cost Audit covers all revenues generated from the Company's standalone operations. The Board and the Audit Committee had considered the knowledge, expertise & experience of the Cost Accountants for appointment and the proposed fees to be commensurate with the scope of the audit, the size and operations of the Company, industry standards, and effort required from the Cost Auditors. The Board recommended the remuneration of the Cost Auditors to the members for their ratification.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2025, by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item no. 5 of this Notice.

ITEM NO. 6

Pursuant to the amended provisions of Regulation 24A of the Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act, the Audit Committee and the Board of Directors at their respective meetings held on May 14, 2025 have considered, approved and recommended the appointment of M/s. PI & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number P2014UP035400) as Secretarial Auditors for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030

M/s. PI & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and Listing Regulations.

The proposed fees for conducting the secretarial audit for the financial year ending March 31, 2026 is Rs. 2,50,000/- plus applicable taxes and other out-of-pocket expenses.

The Board and the Audit Committee had considered the eligibility criteria & qualification prescribed under the said Act and Listing Regulations with regard to the full time partners, knowledge, expertise & experience, and independence of the Firm for the appointment and the proposed fees to be commensurate with the scope of the audit, the size and operations of the Company, industry standards, and effort required from the Secretarial Auditors. The same was recommended to the members for approval.

The fees for any other services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board (or its committee) in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee. Fee for the subsequent years during the tenure shall be determined by the Board (or its committee) in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

Brief Profile:

M/s. PI & Associates, a firm of Practicing Company Secretaries established in 2014, situated in New Delhi has been Peer Reviewed by the Institute Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm is offering one stop solution for all corporate compliances & legal requirements. The Firm provides comprehensive professional services in Secretarial Audit, Corporate Governance, RBI matters, Corporate Laws and Due Diligence to industry across Banking, Finance and Insurance (BFSI), Media & Entertainment, Auto Components, Steel & Pipes, Start-up sector etc.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

ITEM NO. 7

Upon the implementation of the Composite Scheme of Arrangement and the transfer of the Corporate Learning Group (CLG) business undertaking from NIIT Limited to NIIT Learning Systems Limited ("NLSL" or "the Company"), Mr. Rajendra Singh Pawar (DIN: 00042516), Co-Founder of the NIIT Group, was appointed as a Non-executive, Non-Independent Director and Chairman of the Company by the Board of Directors on May 24, 2023. His appointment was subsequently approved by the shareholders through a special resolution passed via postal ballot on August 2, 2023.

As one of the original Co-Founders, Mr. Pawar's continued association with the Company was considered critical to ensuring a smooth transition following the demerger. His vast experience, industry leadership, strategic vision, and long-standing relationships have been instrumental in shaping the Company's direction during this period.

NOTICE (Contd..)

Shareholders had also approved the payment of remuneration and benefits to Mr. Pawar for a period of three years (from May 24, 2023 to May 23, 2026), in addition to the sitting fees and commission/ remuneration applicable to other Non-executive Directors, as may be determined by the Board. This approval was granted under Regulation 17(1A) of the Listing Regulations allowing Mr. Pawar to serve as a Non-executive Director prior to attaining the age of 75 years.

Since the effectiveness of the Scheme on May 24, 2023, he had attended all meetings of the Board & its Committee (Nomination & Remuneration Committee) and Annual General Meetings.

In addition to discharge of his role as Non-executive Chairman, Mr. Pawar shall continue to actively contribute to the growth and strategic direction of the Company through mentorship of the leadership team, leveraging his deep domain knowledge & experience for review of business transformation plan with management, and his extensive network for growth opportunities for the Company.

In view of the significant value he continues to provide, the Nomination and Remuneration Committee ("NRC"), at its meeting, recommended the continuation of remuneration for Mr. Pawar for a further term of three (3) years with effect from May 24, 2026. The Board of Directors, at its meeting held on June 25, 2025, considered and approved the NRC's recommendation, subject to approval of shareholders by way of a special resolution.

Mr. Pawar's current remuneration, which has remained unchanged since his appointment, includes sitting fees and remuneration approved earlier by the shareholders. No commission based on net profits has been paid to him since his appointment. This remuneration structure will continue until May 23, 2026.

The proposed remuneration and benefits for Mr. Pawar for the period from May 24, 2026 to May 23, 2029 are as follows:

A. Remuneration:

- Rs. 60,00,000 per annum, payable in equal monthly instalments.

B. Other Benefits / Perquisites:

- Group Personal Accident Insurance, Medical Insurance, and Group Term Life Insurance as per Company policy.
- Club membership for up to two clubs, with reimbursement of fees and expenses incurred for official purposes.
- Use of Company car(s) with driver(s) for official use.
- Reimbursement of expenses for mobile phone, internet, and landline at residence for official use.
- Security services.

The total perquisite value for the above benefits shall not exceed Rs. 20,00,000 per annum.

C. Additional Facilities:

- Office space and secretarial support at the Company's expense to facilitate the discharge of his duties.

The above remuneration and benefits are in addition to the sitting fees and commission/ remuneration payable to Non-executive Directors, as approved by shareholders from time to time. For the purpose of calculating any applicable limits, the sitting fees payable for attending Board and Committee meetings shall be excluded.

In the event of inadequacy or absence of profits in any financial year, the Company intends to continue payment of the aforesaid remuneration and perquisites for that year.

As per the provisions of Section 197 read with Schedule V and other applicable provisions of the Act, the Company may pay remuneration to Non-executive Directors either as a monthly payment, a specified percentage of net profits, or a combination thereof. Furthermore, the Company may pay aggregate remuneration to Non-executive Directors exceeding 1% of net profits (and/or total managerial remuneration exceeding 11% of net profits), with shareholder approval by special resolution.

Additionally, Regulation 17(6) of the Listing Regulations requires that all fees and compensation paid to Non-executive Directors be approved by shareholders. Where the remuneration payable to any Non-executive Director exceeds 50% of the total annual remuneration payable to all Non-executive Directors, a special resolution must be passed by shareholders every year.

The proposed remuneration to Mr. Pawar may exceed the limits prescribed under Section 197, Section 198, and Schedule V of the Act and/or Regulation 17(6) of the Listing Regulations. Therefore, as a matter of abundant caution, approval of the shareholders is being sought by way of a special resolution.

Accordingly, shareholders' approval is requested for the proposed remuneration and benefits to Mr. Rajendra Singh Pawar, Non-executive Chairman, for the period commencing May 24, 2026, as set out in Item No. 7 of the Notice, in compliance with the applicable provisions of the Act and Listing Regulations.

Mr. Pawar, who retired by rotation, was re-appointed by the members at the AGM held on September 24, 2024. The Secretarial Auditors have certified that Mr. Pawar wasn't debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, MCA or any such other Statutory Authority (certificate attached with the Corporate Governance Report).

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 in respect of Mr. Rajendra Singh Pawar

The following information is being provided to enable shareholders to consider and approve the Special Resolution for the remuneration of Mr. Rajendra Singh Pawar, Non-executive Chairman, at the ensuing Annual General Meeting.

Background and Profile of Mr. Rajendra Singh Pawar

Mr. Rajendra Singh Pawar is the Non-executive Chairman of the Company. He is also the Executive Chairman and Co-founder of NIIT Limited, a global leader in skills and talent development, and the Founder of NIIT University, a not-for-profit institution committed to excellence in learning, research, innovation, and sustainability.

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He also established NIIT Foundation, with the objective of reaching underserved communities and equipping them with digital skills to create sustainable livelihoods. In FY25 alone, over 1.2 million individuals were impacted through the Foundation's initiatives.

Mr. Pawar has been a driving force in shaping the Indian IT industry by helping build a skilled workforce and creating an enabling ecosystem for growth. He holds a degree in Electrical Engineering from IIT Delhi, having earlier studied at The Scindia School, Gwalior, and in Jammu.

He has held prominent national roles, including:

- Member, Prime Minister's National Council on Skill Development (2009–2014)
- Member, National Taskforce on IT and Software Development (1998)
- Chairman, NASSCOM (2011–12)
- Chairman, NASSCOM Cyber Security Task Force
- Chairman, Data Security Council of India (DSCI)

He has also served on the Boards of IIT Delhi, IIM Bangalore, IIM Udaipur, The Scindia School, and The Indian School of Business.

A profile and other directorships are available on the website of the Company.

Remuneration Detail

Remuneration	Amount in Rs.	
	2024-25	2023-24
Sitting Fee	860,000	860,000
Remuneration	4,999,998	*4,274,187
Total	5,859,998	5,134,187

* Effective from May 24, 2023

Past remuneration of Mr. Pawar was below 50% of the total remuneration paid to all non-executive directors put together during a particular financial year. Remuneration detail of other executive and non-executive directors for FY25 is available in Corporate Governance Report.

Recognition and Awards

In recognition of his contributions to the Indian IT industry, Mr. Pawar was awarded the **Padma Bhushan**, one of India's highest civilian honours, in 2011.

Other recognitions include:

- Distinguished Alumnus Award, IIT Delhi (1995)
- IT Man of the Year, Dataquest (1998)
- Master Entrepreneur of the Year, Ernst & Young (1999)
- Madhav Award, The Scindia School (1999)
- Honorary Doctorate, Rajiv Gandhi Technical University (2005)
- Maharaja Gulab Singh Award (2006)
- Lifetime Achievement ICT Award, Dataquest (2019)
- Lifetime Achievement Award, FICCI (2022)

He is also a frequent speaker at leading industry conferences and television panels.

Job Profile and Suitability

As Non-executive Chairman, Mr. Pawar provides strategic guidance and oversight to the Company. Given his deep domain expertise and decades-long leadership experience, the Board considers him exceptionally well-suited for the role.

Proposed Remuneration

As detailed above and in the explanatory statement forming part of this Notice. The proposed remuneration is in line with the responsibilities carried out by Mr. Pawar in his role as Non-executive Chairman and has been recommended by the NRC and approved by the Board at its meeting held on June 25, 2025.

The remuneration is proposed for shareholder approval by way of a Special Resolution, in compliance with applicable provisions of the Act and Listing Regulations.

Comparative Remuneration Justification

The remuneration has been benchmarked against companies of comparable size and complexity. The Board and the NRC have confirmed that the proposed remuneration is commensurate with industry standards and Mr. Pawar's contributions.

Pecuniary Relationship with the Company

Mr. Rajendra Singh Pawar has no pecuniary relationship with the Company, except to the extent of his remuneration and shareholding.

General and Other Information

Further information, as required under Section II of Part II of Schedule V of the Act, is provided in **Annexure-A**.

None of the Directors, Key Managerial Personnel, or their relatives, other than Mr. Rajendra Singh Pawar and his relatives, are concerned or interested, financially or otherwise, in the Special Resolution.

The Board recommends the Special Resolution as stated in Item no. 7 of this Notice, for the approval of the shareholders.

Disclosures under Section II of Part II of Schedule V of the Companies Act, 2013

Pursuant to Section 197 of the Act, the remuneration payable to any one Managing Director or Whole-time Director shall not exceed 5% of the Company's net profits, calculated in accordance with Section 198 of the Act. Where there is more than one such director, their aggregate remuneration shall not exceed 10% of the net profits.

Further, remuneration payable to Directors other than Managing or Whole-time Directors (i.e., Non-executive Directors) shall not exceed:

- (a) 1% of the net profits if the Company has a Managing Director or Whole-time Director or Manager; or
- (b) 3% of the net profits in any other case.

However, the Act allows payment of remuneration in excess of these limits with the approval of shareholders through a Special Resolution.

For the purpose of determining such remuneration, the Company considers profits as per standalone financial statements, in accordance with Section 198 of the Act.

In the event of loss or inadequate profits, remuneration may be paid in accordance with the applicable ceilings specified in Schedule V of the Act, based on the Company's effective capital. Such payment must be approved by shareholders through an Ordinary or Special Resolution, as applicable, and is valid for a period of up to three years.

Previously, shareholders had approved the payment of commission to Non-executive Directors as follows:

- (a) In case of profits, up to 1% of the net profits for any financial year, in line with Section 197; and
- (b) In case of inadequate or no profits, payment of up to Rs. 24,00,000 per Non-executive Director per financial year, as may be determined by the Board.

As per Schedule V, the Company's effective capital as on March 31, 2025, exceeds Rs. 250 crores and it is eligible to pay up to Rs. 24 lakhs annually per Non-executive Director in case of inadequate or no profits, with shareholders' approval through an Ordinary Resolution. Any remuneration beyond this amount requires approval by Special Resolution.

For the FY25, the remuneration paid to the Managing Director and Executive Director remained within the prescribed limits of 5% and 10% respectively. The commission paid to Non-executive Directors was within the 1% limit of net profits. Mr. Rajendra Singh Pawar received remuneration as per the approval of members; however, he was not paid any commission linked to profitability.

As a matter of abundant caution, the Company now seeks shareholders' approval through a Special Resolution for the proposed remuneration to Mr. Pawar, including for situations of loss or inadequate profits.

General and Other information are given hereunder, as required under Section II of Part II of Schedule V of the Act:

General information																																																			
Nature of Industry	Corporate Learning and Training; Information Technology Services																																																		
Date or expected date of commencement of commercial Production	Not Applicable (The Company has an existing business)																																																		
Job profile and his suitability	As detailed in the Explanatory Statement																																																		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																																																		
Financial performance based on given indicators (Standalone)	Standalone – Audited <table border="1"> <thead> <tr> <th>Particulars</th><th colspan="3">Amount/Rs. in Million</th></tr> <tr> <th>Financial Year</th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr> </thead> <tbody> <tr> <td>Total Income</td><td>5,958</td><td>4,966</td><td>4,612</td></tr> <tr> <td>Profit Before Tax</td><td>1,548</td><td>1,241</td><td>982</td></tr> <tr> <td>Profit After Tax</td><td>1,287</td><td>1,021</td><td>993</td></tr> <tr> <td>Net Worth</td><td>6,422</td><td>5,412</td><td>4,603</td></tr> </tbody> </table> Consolidated – Audited <table border="1"> <thead> <tr> <th>Particulars</th><th colspan="3">Amount/Rs. in Million</th></tr> <tr> <th>Financial Year</th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr> </thead> <tbody> <tr> <td>Total Income</td><td>16,982</td><td>15,855</td><td>13,769</td></tr> <tr> <td>Profit Before Tax</td><td>3,064</td><td>2,971</td><td>2,285</td></tr> <tr> <td>Profit After Tax</td><td>2,275</td><td>2,132</td><td>1,922</td></tr> <tr> <td>Net Worth</td><td>10,879</td><td>8,881</td><td>6,957</td></tr> </tbody> </table>			Particulars	Amount/Rs. in Million			Financial Year	2024-25	2023-24	2022-23	Total Income	5,958	4,966	4,612	Profit Before Tax	1,548	1,241	982	Profit After Tax	1,287	1,021	993	Net Worth	6,422	5,412	4,603	Particulars	Amount/Rs. in Million			Financial Year	2024-25	2023-24	2022-23	Total Income	16,982	15,855	13,769	Profit Before Tax	3,064	2,971	2,285	Profit After Tax	2,275	2,132	1,922	Net Worth	10,879	8,881	6,957
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NOTICE (Contd..)

General information	
Foreign investments or Collaborators, if any	<p>The Company does not have any foreign collaborators. However, it operates internationally through the following wholly owned subsidiaries and step-down subsidiaries:</p> <p>Direct Subsidiaries:</p> <ul style="list-style-type: none"> • NIIT (USA) Inc., USA • NIIT Limited, U.K. • NIIT (Ireland) Limited, Ireland • NIIT Malaysia Sdn. Bhd., Malaysia • NIIT West Africa Limited, Nigeria <p>Step-down Subsidiaries :</p> <ul style="list-style-type: none"> • NIIT Learning Solutions (Canada) Limited, Canada • St. Charles Consulting Group, LLC, USA • Stackroute Learning Inc., USA • Eagle Training Spain, S.L., Spain • NIIT Mexico, S. DE R.L. DE C.V., Mexico • NIIT Brazil LTDA, Brazil
Other information	
Managerial remuneration in the event of loss or inadequate profits:	<p>The Company has significant operations both in India and internationally through its subsidiaries. However, for the purpose of determining managerial remuneration under the Act, profits are computed based on standalone financial statements.</p> <p>As a matter of abundant caution, the Company is seeking shareholders' approval for the payment of remuneration to Mr. Pawar in the event of loss or inadequacy of profits on a standalone basis, as per the resolution and the explanatory statement.</p> <p>Members may refer to Table hereinbefore which presents the Company's financial performance on both a standalone and consolidated basis. The Company has demonstrated consistent growth across recent financial years.</p>
Steps taken or proposed to be taken for improvement	<p>The Company is committed to delivering sustained value to its stakeholders. Over the past financial years, it has made strategic investments in sales and marketing, expanded its digital learning capabilities, and optimized its business mix and resource allocation. These efforts have contributed to improved performance both on standalone and consolidated levels.</p> <p>Further, the Company continues to pursue organic growth with signing up large client orders and inorganic opportunities through acquisitions of companies for step growth.</p>
Expected increase in productivity and profits in measurable terms	<p>The Company has become a global leader in managed learning services market with industry leading growth and profitability.</p> <p>The Company anticipates significant growth potential from the expanding global demand for outsourced learning services. The Company plans to step up investments to capitalize on this opportunity, and expect to accelerate revenue growth. While such investments may affect margins in the short term, they are expected to drive scalable, long-term growth and improved profitability.</p>
Disclosures	Details of remuneration will be disclosed in the Corporate Governance Report, as required under Schedule V of the Act.

**By Order of the Board
For NIIT Learning Systems Limited**

**Deepak Bansal
Company Secretary
Membership No. ACS 11579**

**Place: Gurugram
Date : June 25, 2025**

