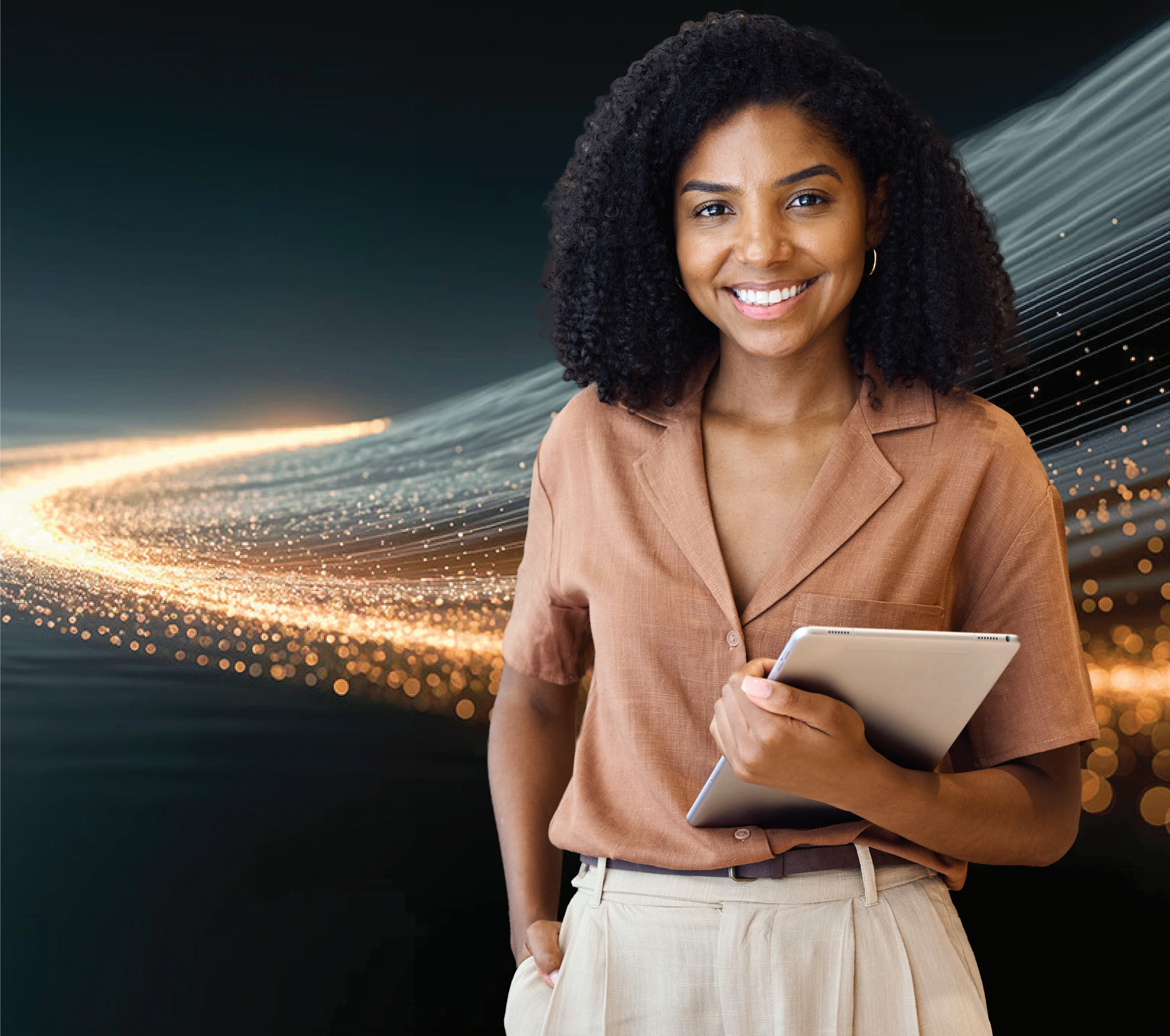
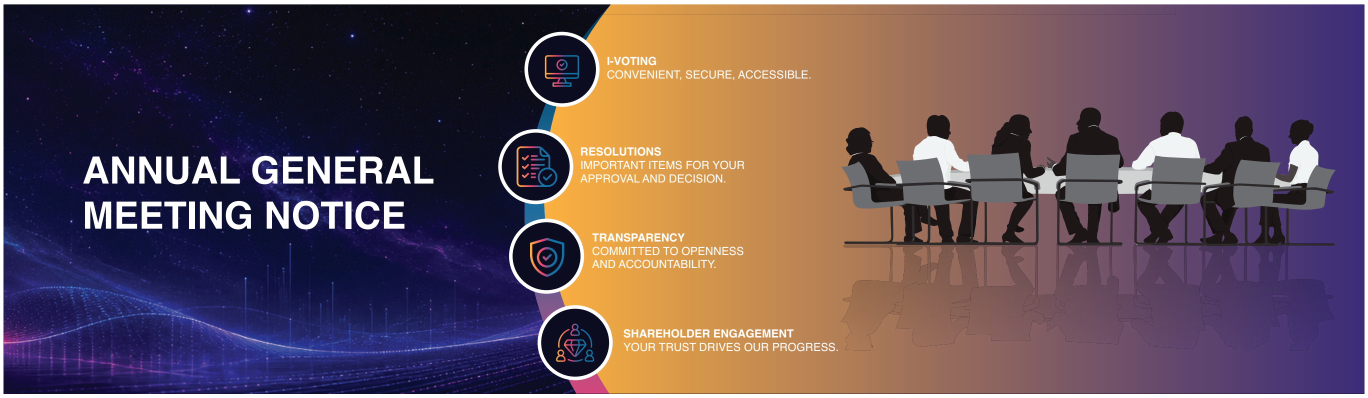
NOTICE





Notice is hereby given that the 24th Annual General Meeting ("AGM") of the Members of NIIT Learning Systems Limited ("the Company") will be held on Wednesday, 9th day of September 2026 at 12:30 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, 2026, 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, 2026, and the report of the Auditors thereon.

2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2026.

3. To appoint Mr. Rajendra Singh Pawar (DIN: 00042516), as a director, who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Mr. Vijay Kumar Thadani (DIN: 00042527), as a director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **To ratify the remuneration of Cost Auditors for the financial year 2025-26 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 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force, the remuneration of Rs. 250,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any) payable to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019), appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2025–26, be and is hereby ratified by the Members of the Company.

   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 approve continuation of directorship of Mr. Rajendra Singh Pawar (DIN: 00042516), Non- Executive, Non- Independent Director and Chairman of the Company, who has attained the age of seventy five years and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and other applicable laws, if any, and subject to such other approvals/permissions/sanctions of the statutory authorities as may be necessary, the approval of the members of the Company be and is hereby accorded to the continuation of Mr. Rajendra Singh Pawar (DIN: 00042516) as Non-Executive, Non-Independent Director and Chairman of the Company, who has attained the age of seventy five years, for a period of five years from the date of this meeting, and that his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for matters connected therewith or incidental thereto including seeking all necessary applicable 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. Vijay Kumar Thadani, Vice-Chairman & Managing Director of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits, 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 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the 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 re-enactment thereof for the time being in force), and subject to such other approval(s), consent(s), or permission(s), including that of the Central Government, as may be required, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vijay Kumar Thadani (DIN: 00042527), Vice-Chairman & Managing Director in accordance with the limits specified in the explanatory statement, i.e., up to Rs. 24,000,000 per annum (excluding retiral benefits/perquisites not to be included in managerial remuneration, as provided in Section IV of Part II of Schedule V of the Act), in the event of absence or inadequacy of profits in any financial year during the remaining period of his tenure, i.e., from May 24, 2026 to May 23, 2028.

   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 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."

8. **To approve the payment of remuneration to Mr. Sapnesh Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits, 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 and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approval(s), consent(s), or permission(s), including that of the Central Government, as may be required, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sapnesh Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer in accordance with the limits specified in the explanatory statement, i.e., up to Rs. 30,000,000 per annum as total compensation (excluding leave and the perquisite value of stock options), in the event of absence or inadequacy of profits in any financial year during the remaining period of his tenure, i.e., from May 24, 2026 to May 23, 2028.

   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."

9. **To approve the payment of remuneration to Non-Executive Directors of the Company in the event of absence or inadequacy of profits, 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 Section 197, 198 read with the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to pay remuneration upto Rs. 2,400,000 to each non-executive director including independent director of the Company in a financial year, in the event of absence or inadequacy of profits in the Company during the period of two financial years commencing from April 1, 2026 till March 31, 2028.

   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, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for matters connected therewith or incidental thereto including seeking all necessary applicable 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 17, 2026

NOTES:

1. Explanatory 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. The Ministry of Corporate Affairs (hereinafter referred to as the "MCA"), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as MCA Circulars), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as the "Listing Regulations") and MCA Circulars, the 24th AGM of the Company shall be conducted through VC/OAVM without the physical presence of members at a common venue.

   National Securities Depository Limited (NSDL) will be providing facilities in respect of: (a) voting through remote e-voting; (b) participation in the AGM through VC/ OAVM facility; (c) e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 21 to 25 below and is also available on the website of the Company at www.niitmts.com

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 annexed to this Notice.

6. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate in the AGM through VC / OAVM and cast their votes through evoting. Such Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising their representative(s) to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at csmilanmalik@gmail.com and evoting@nsdl.com with a copy marked to the Company at investors@niitmts.com.

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

   In accordance with the circulars issued by MCA and SEBI, the Notice of the 24th AGM along with the Annual Report for the Financial Year 2025-26 ("FY 2025-26"/ "FY26") is being sent by electronic mode to Members whose E-mail IDs are registered with the Company or the Depository Participants (DPs) i.e., National Securities Depository Limited – NSDL and Central Depository Services (India) Limited - CDSL.

   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 FY26 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.

   In accordance with the applicable provisions of the Listing Regulations, a physical copy of the Annual Report needs to be sent only to those Members who specifically request the same. Accordingly, Members desirous of obtaining a physical copy of the Annual Report for the financial year 2025–26 may send a request to the Company at investors@niitmts.com, providing their holding details.

7. For receiving all communication (including Annual Report) from the Company electronically, Members holding shares in dematerialised (demat) mode are requested to register / update their E-mail IDs with their relevant DPs. In case of any queries / difficulties in registering the E-mail IDs with their DPs, Members may write to the Company's RTA at einward.ris@kfintech.com .

8. Additional information relating to the Ordinary Business under Item Nos. 3 and 4 and the Explanatory Statement relating to the Special Business under Item Nos. 5 to 9 proposed to be transacted at the AGM, pursuant to Section 102 of the Act, forms part of and is annexed to this Notice.

9. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday September 2, 2026, 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 2, 2026, 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 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 days from AGM date.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, the certificate issued by the Secretarial Auditors of the Company certifying that the Employees Stock Option Plans of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and such other documents as are referred to in this Notice, the Explanatory Statement and the reports forming part of this Notice, shall be available for electronic inspection by the Members, without any fee, during business hours on all working days from the date of circulation of this Notice up to the date of the AGM and shall also be available for inspection during the AGM. Members seeking to inspect the aforesaid documents may 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. SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (as updated by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024), has mandated that listed companies issue securities only in dematerialised form.

Accordingly, all equity shares of the Company are held and issued in dematerialised form. Pursuant to the Composite Scheme of Arrangement under Sections 230 to 232 of the Act, sanctioned by the Hon'ble National Company Law Tribunal, Chandigarh Bench, vide its Order dated May 19, 2023, which became effective on May 24, 2023 ("Scheme"), the Company allotted equity shares to the eligible members of NIIT Limited ("NIIT" or the "Transferor Company") in accordance with the share entitlement ratio prescribed under the Scheme. In compliance with the aforesaid SEBI circular, equity shares of the Company that were required to be allotted to eligible members of NIIT who were holding shares in physical form, or in cases where the demat credit of shares were rejected for any reasons, were credited to the 'NIIT Learning Systems Limited Suspense Demat Account – Scheme' ("Escrow Account").

Such eligible shareholders are requested to contact the Company/RTA for completing the requisite formalities to enable the transfer of the shares held in the Escrow Account to their demat accounts and for claiming any unpaid dividend pertaining thereto.

16. MCA has notified the provisions relating to unpaid and unclaimed dividends under Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Pursuant to these provisions, dividends remaining unclaimed or unpaid for a period of seven consecutive years are required to be transferred to the Investor Education and Protection Fund ("IEPF").

The IEPF Rules further provide that all shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF Authority. Members are, therefore, requested to encash or claim their dividend(s) within the prescribed period. The details of unpaid and unclaimed dividend amounts lying with the Company are available on the Company's website.

The details of equity shares transferred to the IEPF pursuant to the Composite Scheme of Arrangement are available on the Company's website at https://www.niit.com/regulation46-of-the-lodr/ under the section "Details of Shares Transferred to IEPF."

Members whose shares and/or dividends have been transferred to the IEPF Authority may claim the same by filing an online application/form through the IEPF website at https://www.iepf.gov.in/IEPF/refund.html and submitting the duly signed physical copy thereof, together with the requisite supporting documents specified in Form, to the Company.

Members are advised to ensure that their claim application and supporting documents are complete in all respects to avoid any delay or rejection of the claim by the concerned authorities.

The detailed process for claiming shares and dividends from the IEPF Authority is also available on the Company's website at https://www.niit.com/regulation46-of-the-lodr/ under the section "Details of Shares Transferred to IEPF."

17. SEBI, vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023 (as amended from time to time), has introduced an Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in the Indian securities market. The ODR Portal is in addition to the existing SEBI Complaints Redress System ("SCORES") platform and may be utilized by investors and market participants for dispute resolution in accordance with the applicable regulatory framework.

Members are encouraged to first lodge their grievances (if any) with KFin Technologies Limited ("KFin"), the Registrar and Share Transfer Agent of the Company, or with the Company directly, so that the same may be resolved expeditiously.

In case the grievance remains unresolved or the member is not satisfied with the resolution provided by KFin or the Company, the member may escalate the matter through the SCORES platform in accordance with the applicable SEBI guidelines.

If the grievance continues to remain unresolved after exhausting the aforesaid mechanisms, or if the resolution provided through SCORES is not satisfactory, the member may initiate dispute resolution through the ODR Portal available at https://smartodr.in/login, subject to compliance with the applicable SEBI regulations and operating guidelines. The ODR mechanism may be availed only after the grievance redressal process through the Company/KFin and SCORES has been exhausted.

Detailed information regarding the SEBI complaint redressal mechanism, including SCORES and the ODR Portal, is available on the SEBI website at www.sebi.gov.in.

18. The Company has fixed Thursday, August 20, 2026, as the Record Date for the purpose of determining the entitlement of Members to receive the dividend for the financial year ended March 31, 2026, if approved at the AGM.

19. The dividend, as recommended by the Board of Directors and if approved at the AGM, shall be paid within 30 days from the date of the AGM, subject to deduction of tax at source, as applicable, to those Members whose names appear as beneficial owners in the records furnished by the Depositories as at the close of business hours on Thursday, August 20, 2026, being the Record Date fixed for the purpose of determining entitlement to the dividend.

20. As per the Income Tax Act, 2025 ("IT Act"), the dividend income is taxable in the hands of shareholders 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 Tax year 2026-27 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 TDS for different categories of shareholders as per the IT Act:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%#	Update/Verify the PAN, and the residential status as per the IT 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 121	NIL	Duly verified Form 121 (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 Tax Year 2026-27 is Nil). The Forms can be downloaded from the link https://www.incometaxindia.gov.in/documents/d/guest/form-no-121-1
Submitting Order under Section 395 of the IT 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 Tax Year 2026-27 and should cover the dividend income.
An Insurance Company as specified under Sec 393 of the IT 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 S. No. 20 and 21 of Schedule VII of the IT Act	NIL	Self-declaration that they are specified in S. No. 20 and 21 of Schedule VII of the IT Act along with self-attested copy of PAN card and registration certificate.
Any person for or on behalf of New Pension System – Trust under S. No. 41 of Schedule VII of the IT Act	NIL	Self-declaration that they are specified in S. No. 41 of Schedule VII of the IT Act.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in S. No. 1 of Schedule V of the IT 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 Tax Year 2026-27 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 IT 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 IT 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**	In order to apply the Tax Treaty rate, all the following documents would be required: • Self-Attested copy of Indian Tax Identification number (PAN). • Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2026 to March 2027 obtained from the tax authorities of the country of which the shareholder is a resident. • Copy of duly filled Form 41 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/#/login The declaration format can be downloaded from the following link: https://www.incometaxindia.gov.in/w/form-no.-41-1 • Self-declaration from Non-resident, primarily covering the following: - 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 395 (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 Tax year 2026-27 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.

Notes for TDS:

(i) The Company will issue soft copy of the TDS certificate vide form 131 to its shareholders through email registered with the Company / RTA and/or with depositories post filing of the TDS return with the TDS Reconciliation Analysis and Correction Enabling System (Traces). Shareholders will be able to view the Annual Tax Statement pertaining to TDS deducted on dividend income on the Income Tax Department's website https://www.incometax.gov.in/iec/foportal/ (Form 168).

(ii) The aforesaid documents, including a copy of the PAN card, Form 121, documents under Section 395, FPI Registration Certificate, Tax Residency Certificate, Lower/Nil Tax Deduction Certificate, and any other relevant documents, must be sent by email to the Company at investors@niitmts.com so as to reach the Company on or before Saturday, August 29, 2026, to enable it to determine the appropriate TDS/withholding tax rate applicable to the shareholder. Alternatively, duly signed physical copies of the relevant documents may be sent to the Company at its registered office address provided herein, and the same must reach the Company on or before Saturday, August 29, 2026.

Any communication or documents relating to tax determination/deduction received after Saturday, August 29, 2026 shall not be considered by the Company for the purpose of determining and deducting TDS on payment of the Dividend for FY26.

(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 shareholder's, such shareholder'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. Members 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 instructions provided below under the section "Access to NSDL e-Voting System." After successful login, Members will be able to view the "VC/OAVM Link" under the "Join Meeting" menu against the name of the Company. Members are requested to click on the said link to attend the AGM. The VC/OAVM facility will be available in the Shareholder/Member login where the Company's EVEN will be displayed.

    Members who do not have their User ID and Password for e-Voting or have forgotten the same may retrieve their login credentials by following the instructions provided in this Notice for remote e-Voting and are advised to do so well in advance to avoid any last-minute inconvenience.

22. For the convenience of Members and for ensuring the orderly conduct of the AGM, Members may log in and join the Meeting at least fifteen (15) minutes before the scheduled commencement of the AGM. The facility to join the AGM shall remain available during the entire proceedings of the Meeting.

23. Members are encouraged to join the AGM through laptops or desktop computers for a better audio-visual experience. Members who wish to speak at the AGM are requested to keep their camera enabled and use a stable internet connection with adequate bandwidth to avoid any disruption during the Meeting.

24. Members connecting through mobile devices, tablets, or laptops using mobile hotspot connectivity may experience audio or video interruptions due to fluctuations in network strength. Members are, therefore, advised to use a stable Wi-Fi or LAN connection to ensure seamless participation in the AGM.

25. The process and manner for remote e-voting and e-voting during the AGM are set out below:

    I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations, and the relevant MCA Circulars, the Company is providing its Members the facility to exercise their right to vote electronically on all the resolutions set out in this Notice through the e-voting services provided by NSDL. The instructions for remote e-voting and e-voting during the AGM are provided below.

    II. The remote e-voting period shall commence at 9:00 A.M. (IST) on Friday, September 4, 2026, and shall end at 5:00 P.M. (IST) on Tuesday, September 8, 2026. During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date, being Wednesday, September 2, 2026, may cast their votes electronically through remote e-voting. The remote e-voting module shall be disabled by NSDL thereafter and voting through the said mode shall not be allowed beyond the aforesaid date and time. Once a Member has cast his/her vote on a resolution, the Member shall not be allowed to modify or change it 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.

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 my easi 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.

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)	Your User ID is:
a. For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is 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.

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 2, 2026.

VIII. Mr. Milan Malik, Practicing Company Secretary (Membership No. FCS 9888 and CP No. 16614) and failing him, Mr. Subhash Chander Setia, Practicing Company Secretary (Membership No. FCS 3019 and CP No. 23681), 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 e-voting during the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report on the total votes cast in favour of or against each resolution, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results shall be declared within the time prescribed under the applicable provisions of law. The results of the voting shall also be displayed on the Notice Board at the Registered Office of the Company.

The results declared, along with the Scrutinizer's Report, shall be made available on the Company's website at www.niitmts.com and on the website of NSDL immediately after their declaration by the Chairman or a person authorised by him. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Subject to the receipt of the requisite number of votes, the resolutions set out in this Notice shall be deemed to have been passed on the date of the AGM, i.e., Wednesday, September 9, 2026.

Other instructions:

Please note the following:

- The login credentials for the e-voting website shall be disabled upon five unsuccessful attempts to enter the correct password. In such an event, Members will be required to use the "Forgot Password" option available on the e-voting portal to reset their password.
- Members are strongly advised not to share their password, OTP or other login credentials with any person and to exercise utmost care to keep such credentials confidential and secure to prevent any unauthorised access or misuse.

AGM 2026

INFORMATION AT A GLANCE

DATE & TIME

Wednesday,

9 September 2026

12:30 PM (IST)

MODE

Through Video Conference (VC) and Other Audio Visual Means (OAVM)

AGM deemed to be conducted at the Registered Office of the Company.

PARTICIPATION

Members may join from

12:15 PM (IST)

on the date of AGM through NSDL platform.

KEY DATES

Thursday 20 Aug 2026	Record Date for Dividend Entitlement
Saturday 29 Aug 2026	Submission of TDS Documents
Wednesday 02 Sep 2026	Cutt-off Date for • E-voting • AGM Partcipation • Speaker Registration
Friday 04 Sep 2026	Remote E-voting Opens **9:00 AM (IST)**
Tuesday 08 Sep 2026	Remote E-voting Closes **5:00 PM (IST)**
Wednesday 09 Sep 2026	Annual General Meeting

DIVIDEND FOR FY26

Rs. 3.25

per Equity Share
(Subject to applicable TDS)

REMOTE E-VOTING

Vote online at

www.evoting.nsdl.com

E-VOTING & VC / OAVM SERVICE PROVIDER

National Securities Depository Limited (NSDL)

4th Floor, 'A' Wing,
Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

022 – 4886 7000

EMAILS

Company
investors@niitmts.com

Registrar & Share Transfer Agent
einward.ris@kfintech.com

NSDL
evoting@nsdl.com

AGM RECORDING & TRANSCRIPT

Recorded proceedings and transcript of the AGM will be available after the AGM in the Investors section of the Company's website.

UPDATE YOUR DETAILS

Update with Depository Participant

- Email ID
- Mobile Number
- Bank Account Details
- Nomination Details
- KYC/ PAN

SHAREHOLDER ACTION CHECKLIST

- Update KYC and bank details
- Submit TDS documents
- Cast your vote
- Attend AGM through VC / OAVM

EXPLANATORY STATEMENT

pursuant to Section 102 of the Companies Act, 2013

ORDINARY BUSINESS:

ITEM NO. 3 & 4

In accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act"), not less than two-third of the total number of directors shall be liable to retire by rotation and shall be appointed by the Company at general meeting. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation. Currently all four directors (two executive directors and two non-executive directors) of the Company retire by rotation i.e. 2 directors at every AGM, which exceeds the minimum requirement.

The following directors are liable to retire by rotation at the ensuing AGM:

- Mr. Rajendra Singh Pawar (DIN : 00042516)
- Mr. Vijay Kumar Thadani (DIN: 00042527),

Upon implementation of the Composite Scheme of Arrangement involving the transfer of the Corporate Learning Group (CLG) business undertaking from NIIT Limited to NIIT Learning Systems Limited ("NLSL" or "the Company"), the Board of Directors of the company at its meeting held on May 24, 2023 approved:

- the appointment of Mr. Rajendra Singh Pawar as a Non-Executive, Non-Independent Director and Chairman of the Company, liable to retire by rotation; and
- the redesignation and appointment of Mr. Vijay Kumar Thadani as Vice-Chairman & Managing Director of the Company, liable to retire by rotation.

These appointments were approved by the members of the Company through respective special resolutions passed by postal ballot on August 2, 2023.

The aforesaid Directors, being eligible have offered themselves for re-appointment. The Company has received the requisite declarations and confirmations from the aforesaid Directors in relation to their re-appointment. Further, the Secretarial Auditors have certified that the Directors are not debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India (hereinafter referred to as the "SEBI"), the Ministry of Corporate Affairs (hereinafter referred to as the "MCA") or any other statutory authority, and the said certificate forms part of the Corporate Governance Report.

They have attended all meetings of the Board of Directors and the Committees of which they are members, as well as the AGM of the Company, since their respective appointments. Further, neither Director has resigned from the directorship of any listed entity during the past three years.

The Board has identified a set of core skills, expertise and competencies that are essential in the context of the Company's business and operating environment. Details of the skills, expertise and competencies required by the Board, and those available with individual Directors, are provided in the Corporate Governance Report. In the opinion of the Board, Mr. Pawar and Mr. Thadani possess the requisite skills, expertise and competencies identified by the Board and their continued association would be beneficial to the Company.

Based on the outcome of the performance evaluation, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings, have recommended their re-appointment for approval of the Members.

The relevant details, pursuant to Regulations 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in Annexure I to the Notice.

Except for these Directors and their relatives, to the extent of their shareholding in the Company and the remuneration/sitting fees payable to them respectively, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the respective items set out in the Notice.

The Board recommends the respective re-appointments for approval of the Members, as set out at Item nos. 3 & 4 of this Notice.

SPECIAL BUSINESS:

ITEM NO. 5

The Board had at its Meeting held on August 6, 2025, 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 2025-26 at a remuneration of Rs. 250,000/- (excluding taxes and reimbursement of out-of-pocket expenses, if any). The Cost Auditors conduct the audit as per Cost Auditing Standards issued by the Institute of Cost Accountants of India.

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, 2026, by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel 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 an Ordinary resolution for approval of the Members, as set out at Item no. 5 of this Notice.

ITEM NO. 6

As per the applicable provisions of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint or continue the directorship of any person as a non-executive director who has attained the age of seventy five years, unless a special resolution is passed by the shareholders. Further, in terms of Regulation 17(1D) of the Listing Regulations, the continuation of a director on the Board shall be subject to approval by the shareholders at least once every five years from the date of their appointment or re-appointment. However, this requirement does not apply in cases where it is specifically exempt under the said Regulations, including directors who are liable to retire by rotation in accordance with Section 152(6) of the Act, as they are subject to periodic approval by shareholders at AGM.

Further, the requirements of said Section 152(6) relating to retirement of directors by rotation, along with the relevant information on Company's directors retiring by rotation, are mentioned in details provided for Item Nos. 3 and 4 hereinabove.

Mr. Rajendra Singh Pawar, Co-founder of the NIIT Group, was appointed as a Non-Executive, Non-Independent Director and Chairman of the Company, liable to retire by rotation, by the Board of Directors on May 24, 2023, on implementation of the Composite Scheme of Arrangement involving the transfer of the Corporate Learning Group (CLG) business undertaking from NIIT Limited to NIIT Learning Systems Limited ("NLSL" or "the Company"). His appointment was also approved by the members of the Company through a special resolution passed through postal ballot on August 2, 2023, including approval under said Regulation 17(1A) prior to his attaining the age of seventy five years. He retired by rotation and was re-appointed by members at the 22nd AGM held in 2024. Accordingly, Mr. Pawar retires by rotation at this AGM and being eligible, has offered himself for re-appointment.

In view of the significant value he continues to provide, the Nomination and Remuneration Committee ("NRC"), at its meeting held on May 11, 2026, recommended the continuation and re-appointment of Mr. Pawar on retiring by rotation at this AGM. His extensive experience, industry leadership, strategic vision, and long-standing relationships have played a pivotal role in guiding the Company's growth & transformation direction.

In addition to discharging his responsibilities as Non-Executive Chairman, Mr. Pawar will continue to provide strategic guidance by mentoring the leadership team, supporting key business transformation initiatives led by AI and new technology and leveraging his industry network to explore growth opportunities. He will also continue to actively contribute to Board deliberations on strategic and operational matters, thereby strengthening governance and decision making processes essential for the Company's continued growth and governance.

Further, the Committee has also recommended his appointment for a period of five years commencing from the date of this AGM, subject to retirement by rotation. He shall continue to be entitled to remuneration and benefits for the period from May 24, 2026 to May 23, 2029, as already approved by the members at the 23rd AGM held on September 24, 2025 by way of a special resolution and the sitting fees and commission/remuneration payable to Non-Executive Directors, as may be approved from time to time. Approval of the members of the Company shall be sought for his remuneration for the remaining period of the proposed tenure, as may be considered necessary in due course.

The Company has received from Mr. Pawar: (i) intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Act, and (ii) an undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. Further, the Secretarial Auditors have certified that he is not debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA) or any other statutory authority.

He has attended all meetings of the Board of Directors and the Committees thereof of which he is member, as well as the Annual General Meetings of the Company, since his appointment. Further, he has not resigned from the directorship of any listed entity during the past three years.

The Board has identified a set of core skills, expertise and competencies that are essential in the context of the Company's business and operating environment. Details of the skills, expertise and competencies required by the Board, and those available with individual Directors, are provided in the Corporate Governance Report. In the opinion of the Board, Mr. Pawar possesses the requisite skills, expertise and competencies identified by the Board and his continued association would be beneficial to the Company.

The Board of Directors, at its meeting held on May 12, 2026 considered and accepted the NRC's recommendation. The Board of the Company is of the opinion that Mr. Pawar has played a pivotal role on the Board, consistently offering valuable insights that have significantly advanced the Company's objectives and his continuation as a Director will be in the interest of the Company notwithstanding that he has attained the age of seventy five years. The Board, through the Nomination and Remuneration Committee, also reviews Board composition and leadership succession planning periodically to ensure an orderly transition and continuity of leadership.

In view of the foregoing and considering the applicability of multiple regulatory requirements, two separate resolutions have been proposed for the approval of the shareholders. Item No. 3 is proposed pursuant to the provisions of Section 152 of the Act, for the re-appointment of Mr. Pawar as a Director liable to retire by rotation, requiring approval by way of an ordinary resolution.

Further, item no. 6 is proposed as a matter of abundant caution and governance, in terms of Regulation 17(1A) of the Listing Regulations, requiring approval by way of a special resolution, as Mr. Pawar has attained the age of seventy five years. It is clarified that the approval of the Members under the aforesaid regulation had already been obtained by way of a Special Resolution passed through postal ballot on August 2, 2023, prior to his attaining the age of seventy five years. However, the present approval is being sought for continued compliance and good governance.

Though a term of five years is proposed, Mr. Pawar shall be liable to retire by rotation, and an ordinary resolution shall be passed by the members for subsequent re-appointments upon such retirement(s) by rotation during the said term.

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

Mr. Rajendra Singh Pawar has no pecuniary relationship with the Company, except to the extent of the remuneration received by him and his shareholding in the Company. None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Rajendra Singh Pawar and his relatives, are concerned or interested, financially or otherwise, in the resolution.

Mr. Rajendra Singh Pawar and his relatives shall be deemed to be interested in the resolution set out at Item No. 6 of the Notice to the extent of the remuneration, sitting fees and other benefits, if any, payable to or receivable by him, and to the extent of the shareholding, if any, held by him and/or his relatives in the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

Mr. Vijay Kumar Thadani, Co-founder of the NIIT Group, was redesignated and appointed as Vice-Chairman & Managing Director of the Company, liable to retire by rotation, by the Board of Directors on May 24, 2023, on implementation of the Composite Scheme of Arrangement involving the transfer of the Corporate Learning Group (CLG) business undertaking from NIIT Limited to NIIT Learning Systems Limited ("NLSL" or "the Company"). His appointment along with remuneration was approved by the members of the Company by way of a special resolution passed through postal ballot on August 2, 2023, including approvals under the applicable provisions of Regulation 17 of the Listing Regulation and Section 196, 197, 198 and Schedule V of the Act, for a period of five years i.e., from May 24, 2023 up to May 23, 2028, as recommended by the Nomination & Remuneration Committee and Board of Directors.

The Members of the Company through the said special resolution approved the following remuneration of Mr. Vijay Kumar Thadani:

I. Basic salary Rs. 550,000/- per month in the scale of Rs. 550,000 to Rs. 1,100,000/- p.m. payable monthly.

II. Performance Bonus payable annually to be decided by the Board of Directors based on meeting performance goals and on recommendation of the Nomination & Remuneration Committee, upto a limit of Rs. 30 million per annum.

III. Perquisites and allowances:

   (a) House rent allowance upto 80% of the basic salary.

   (b) Medical expenses reimbursements

   (c) Leave Travel Concession for self and family

   (d) Group Personal Accident (GPA) 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) Employee Disability & Life Insurance Policy

   (h) Group Term Life Insurance cover as per applicable company policy.

   (i) and any other which may be applicable based on company's policy.

A flexible basket with value upto Rs. 2 million per annum has been fixed by the Nomination & Remuneration Committee to cover items at (b) to (i) 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.

IV. Other benefits:

   (a) Contribution by Company to Superannuation fund and Provident fund

   (b) Usage of Company Car and Driver

   (c) Telephone including mobile phone for company use

   (d) Internet/broadband facility at home for office work

   (e) Engagement of security/caretaker services at the residence

V. Leave and encashment of leave, Gratuity – as per policy of the Company

VI. 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 of Directors.

VII. Changes in the above terms and annual increments based on performance shall be decided by the Board of Directors.

The Overall remuneration for I – IV above shall be within Rs. 50 million per annum.

The members had also approved vide such special resolution that in case of absence or inadequacy of profits in any financial year, the Company shall pay remuneration for such financial year upto two times of the applicable limits provided in Schedule V based on the effective capital i.e., upto Rs. 24 million per annum (excluding retiral benefits and perquisites not to be included in managerial remuneration, as provided in Section IV of Part II of Schedule V of the Act). Such approval was granted for a period of three years, being maximum period as per Schedule V of the Act (approval valid upto May 23, 2026).

Mr. Thadani also serves as Vice-Chairman & Managing Director of NIIT Limited and as Director in its subsidiaries. He draws remuneration from NIIT Limited and the Company, which shall be within the applicable limits of the Act. His combined remuneration from both companies remains within the permissible limits and is not higher than his pre-demerger remuneration from NIIT Limited, despite increased responsibilities across both entities.

Mr. Vijay Kumar Thadani devotes adequate time and leverages his extensive experience to effectively discharge his responsibilities as Vice Chairman & Managing Director. He is supported by a strong and experienced leadership team in both companies. At NIIT Learning Systems Limited, he is ably supported by Mr. Sapnesh Lalla, Executive Director & Chief Executive Officer, who is responsible for the day-to-day management and operations of the business. Similarly, at NIIT Limited, he is supported by the Chief Executive Officer of NIIT Limited, who is responsible for the execution of the Company's operational and business strategies. This robust management structure enables Mr. Thadani to focus on strategic direction, governance and oversight, while continuing to devote adequate time and attention to the affairs of both companies.

The members may note that the profitability of the Company, for the purposes of managerial remuneration, is required to be computed based on standalone financial statements in terms of Section 198 of the Act read with schedule V. In the event of inadequacy or absence of profits so computed, the Company is permitted to pay remuneration in accordance with the limits specified under Schedule V of the Act, based on its effective capital, subject to the approval of members (by way of an ordinary or special resolution, as applicable), for a period not exceeding three years.

The Company has had adequate profits (on a standalone basis) in the past years for the payment of remuneration to executive directors, in terms of Sections 197 and 198 read with Schedule V of the Act. Accordingly, the remuneration payment has been within the limits prescribed under the Act and in accordance with the approval of the Members obtained in 2023.

Notwithstanding the foregoing, as a matter of abundant caution and in furtherance of prudent corporate governance, and considering the Company's global operations, evolving business environment, potential disruptions arising from technological advancements including the impact of artificial intelligence (AI) in traditional learning services, as well as prevailing macroeconomic and pricing pressures, it is considered appropriate to make provision for a contingency in the unlikely event when the Company's profits on standalone basis (computed in accordance with the applicable provisions of the Act for the purpose of managerial remuneration) may become inadequate or insufficient in any financial year during the remaining tenure. The earlier approval granted by the Members in 2023 has expired on May 23, 2026.

In view of the above, the Nomination and Remuneration Committee, at its meeting held on June 17, 2026, deliberated on and recommended to seek members' approval for the payment of remuneration to Mr. Vijay Kumar Thadani in the event of absence or inadequacy of profits during the remaining tenure of his appointment. It is clarified that no change is being proposed to the remuneration, which continues to remain in line with the aforesaid earlier approval of the Members i.e., upto Rs. 24 million per annum (excluding retiral benefits/perquisites not to be included in managerial remuneration, as provided in Section IV of Part II of Schedule V of the Act).

The Board at its meeting held on June 17, 2026, approved the aforesaid recommendation of Nomination and Remuneration Committee. Accordingly, the Board approved that approval of the members be sought by way of a special resolution for payment of remuneration to him in the event of inadequacy or absence of profits in any financial year during the remaining tenure of his appointment, i.e., from May 24, 2026 to May 23, 2028.

The proposed remuneration is within the limits prescribed for payment by way of a special resolution under Section II of Part II of Schedule V of the Act. There is no other change in the terms of his appointment or remuneration. The Company has not defaulted in payment of dues to any bank/lenders or secured creditors. Accordingly, the approval of the members is sought pursuant to the applicable provisions of Section 197(3) read with Schedule V of the Act by passing of special resolution.

Information about Mr. Vijay Kumar Thadani, as required under Section II of Part II of Schedule V of the Act:

<table>
<tr><td>Past remuneration</td><td><table><tr><th>Financial year</th><th>Amount in Rs. Million**</th></tr><tr><td>2025-26</td><td>34.75</td></tr><tr><td>2024-25</td><td>27.84</td></tr><tr><td>2023-24*</td><td>23.68</td></tr></table>* remuneration for part of the financial year, after appointment
** Include provisions made for Performance-Linked Bonus, paid/to be paid;</td></tr>
<tr><td>Recognition or Awards</td><td>The Company has continued to earn widespread recognition from customers and leading industry organizations. These accolades underscore the Company's strong market position, innovation capabilities, and commitment to delivering exceptional value. Some of the recent key awards and recognitions received are:
Brandon Hall Awards in various categories with customers,
CLO Learning in Practice Awards in various categories with customers,
Recognized by Learning and Performance Institute as Accredited Learning Provider,
Continued to be Ranked among top 20 companies by TrainingIndustry.com for different categories such as for learning, content development and training, and also ranked in Top 20 AI Coaching & Learner Support Tools Companies and Top 20 AI Content Creation & Authoring Tools Companies for the first year;
Strategic Leader in FOSWAY 9-Grid™ for Digital Learning, 2026;
EMEA Training Partner of the Year by Visier, 2026;
Leader in the Nelson Hall NEAT for Learning Services, 2025;
APJ Training Partner of the Year by Databricks, 2025;
Highly commended in Training Initiative of the Year Jointly with Unilever at the British Training Awards, 2025
Mr. Thadani received the recognition of 'Distinguished Alumnus" from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. In addition, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China and Bank of India Award for Excellence in Management.
He has also featured as an Industry expert in number of webinars, panel discussions at business TV channels, industry seminars and magazines.</td></tr>
<tr><td>Job profile and his suitability</td><td>Mr. Vijay K. Thadani brings extensive experience in the IT and education and training industry, supported by a distinguished track record of leadership and value creation. He is responsible for the overall management and strategic direction of the Company, under the supervision and guidance of the Board. Over the years, he has made a sustained and significant contribution to the growth and performance of the Company's business.
His strategic foresight, and leadership have been instrumental in driving the Company's long term growth agenda, strengthening financial performance, and advancing key strategic initiatives including the successful execution of global M&A opportunities. His deep understanding of the industry and governance perspective further reinforces his suitability for the role.
His responsibilities include ensuring timely updates on strategic initiatives, facilitating effective communication between the management and the Board, and aligning organizational priorities with the strategic direction set by the Board
In addition, he provides oversight of key corporate functions, including Finance, Legal, Secretarial, Investor Relations, ensuring strong governance standards and operational excellence. He also plays a critical role in guiding the senior leadership team, fostering a culture of accountability, customer focus, and execution excellence within the Company.
In view of the above, he is best suited for the role and responsibilities.</td></tr>
<tr><td>Remuneration Proposed</td><td rowspan="2">The present proposal is for payment of remuneration to Mr. Vijay Kumar Thadani, in the event of absence or inadequacy of profits during the remaining tenure of his appointment, in accordance with the provisions of Section 197 read with Schedule V of the Act. The proposed remuneration remains in line with the aforesaid earlier approval of the Members, i.e., up to Rs. 24 million per annum (excluding retiral benefits/perquisites not to be included in managerial remuneration, as specified under Section IV of Part II of Schedule V of the Act).
The proposed remuneration was benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company and Board of Directors at their meeting.</td></tr>
<tr><td>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</td></tr>
<tr><td>Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.</td><td>Mr. Vijay Kumar Thadani has no relationship with any managerial personnel of the Company and has no pecuniary relationship, directly or indirectly, with the Company, except to the extent of his remuneration and shareholding in the Company.</td></tr>
<tr><td>Other Information</td><td>The other Information as required under Section II of Part II of Schedule V of the Act is provided in Annexure - II of this Notice.</td></tr>
</table>

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Vijay Kumar Thadani and his relatives, are concerned or interested, financially or otherwise, in the resolutions.

Mr. Vijay Kumar Thadani, and Ms. Leher Vijay Thadani (a Non-Executive, Non-Independent Director of the Company and daughter of Mr. Vijay Kumar Thadani), and their respective relatives shall be deemed to be concerned or interested in the special resolution set out at Item No. 7 of the Notice to the extent of the remuneration and other benefits, if any, payable to or receivable by him, and to the extent of the shareholding, if any, held by them and/or their relatives in the Company.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 7 of this Notice.

ITEM NO. 8

Mr. Sapnesh Kumar Lalla was redesignated and appointed as Executive Director & Chief Executive Officer of the Company, liable to retire by rotation, by the Board of Directors on May 24, 2023, on the implementation of the Composite Scheme of Arrangement involving the transfer of the Corporate Learning Group (CLG) business undertaking from NIIT Limited to NIIT Learning Systems Limited ("NLSL" or "the Company"). His appointment along with remuneration was approved by the members of the Company by way of a special resolution passed through postal ballot on August 2, 2023, including approvals under the applicable provisions of Section 196, 197, 198 and Schedule V of the Act, for a period of 5 years i.e., from May 24, 2023 up to May 23, 2028, as recommended by the Nomination & Remuneration Committee (NRC) and Board of Directors.

The Members of the Company through the said special resolution approved the following remuneration of Mr. Sapnesh Kumar Lalla:

(A). Basic salary of Rs. 438,750/- per month in the range of Rs. 400,000/- p.m. to 800,000/- p.m, payable monthly.

(B). Annual Variable Compensation on achieving goals: to be decided by the Board, based on the recommendation of the NRC, upto a limit of Rs. 7 million per annum.

(C). Perquisites & allowances:

- (i) Company leased accommodation (CLA) with monthly rental at actuals, upto 50% of monthly basic salary.
- (ii) Cost of utilities like electricity, water, gas for the CLA.
- (iii) Medical insurance towards hospitalization for self and dependent family members in India as per company policy.
- (iv) Group Personal Accident (GPA) insurance cover under the Company's GPA policy.
- (v) Employee Disability & Life Insurance coverage as per company policy.
- (vi) Group Term Life Insurance for Life cover and critical diseases for self, as per company policy.
- (vii) Reimbursement of family travel for spouse and children upto a limit to be fixed from time to time.
- (viii) Special allowance based on completion of specific tasks as agreed in advance, from time to time.
- (ix) Any other facility that may be introduced by the company for the executives.
- (x) Reimbursement of expenses for phone calls based on actual usage for official work.

  A flexibasket for an amount between Rs. 5 million and 15 million per annum may be fixed by the NRC to cover items at (i) to (ix) above. Any unclaimed amount from the flexibasket will not be carried forward, but paid in the same year as allowance and taxed as per law.

(D). Other benefits:

- a) Contribution to Employee Provident Fund, Superannuation fund and Gratuity as per rules.
- b) Company provided vehicle with expenses towards insurance, fuel, maintenance and driver paid by the company.
- c) Leave – as per company's policy.

(E). The total annual cost to company for all of the above [A to D, except Leave] shall be limited to Rs. 30 million per annum.

(F). Notice period for severance of employment: Six months from either side, unless otherwise agreed by the Board of Directors.

(G). Changes in the above terms and increments in salary shall be decided by the Board of Directors.

(H). In case of inadequacy of profits or no profits in NLSL, the total compensation [A to D, except leave] shall be limited to Rs. 30 million in that financial year.

(I). Employee stock options:

- Stock option grants may be granted from time to time, as approved by the Board.
- Exercise of vested stock options may be done as per the grant letters.
- Perquisite value of exercise of options (existing & future options) shall be in addition to the compensation described above. This shall not be considered for the purpose of calculation of any of the aforesaid limits in any event during the his tenure.

The members had also approved vide such special resolution that in case of absence or inadequacy of profits in any financial year, the Company shall pay remuneration as mentioned above. This approval was provided for a period of three financial years, being maximum tenure as per Schedule V of the Act (approval valid upto May 23, 2026).

The members may note that the profitability of the Company, for the purposes of managerial remuneration, is required to be computed based on standalone financial statements in terms of Section 198 of the Act read with schedule V. In the event of inadequacy or absence of profits so computed, the Company is permitted to pay remuneration in accordance with the limits specified under Schedule V of the Act, based on its effective capital, subject to the approval of members (by way of an ordinary or special resolution, as applicable), for a period not exceeding three years.

The Company has had adequate profits (on a standalone basis) in the past years since Mr. Lalla's appointment for the payment of remuneration to executive directors, in terms of Sections 197 and 198 read with Schedule V of the Act. Accordingly, the remuneration payment has been within the limits prescribed under the Act and in accordance with the approval of the Members obtained in 2023.

Notwithstanding the foregoing, as a matter of abundant caution and in furtherance of prudent corporate governance, and considering the Company's global operations, evolving business environment, potential disruptions arising from technological advancements including the impact of artificial intelligence (AI) in traditional learning services, as well as prevailing macroeconomic and pricing pressures, it is considered appropriate to make provision for a contingency in the unlikely event when the Company's profits on standalone basis (computed in accordance with the applicable provisions of the Act for the purpose of managerial remuneration) may become inadequate or insufficient in any financial year during the remaining tenure. The earlier approval granted by the Members in 2023 has expired on May 23, 2026.

In view of the above, the Nomination and Remuneration Committee, at its meeting held on June 17, 2026, deliberated on and recommended to seek members' approval for the payment of remuneration to Mr. Lalla in the event of absence or inadequacy of profits during the remaining tenure of his appointment. It is clarified that no change is being proposed to the remuneration, which continues to remain in line with the aforesaid earlier approval of the Members.

The Board at its meeting held on June 17, 2026, considered the performance and role of Mr. Lalla in driving the growth of the Company, the prevailing business environment and the expiry of earlier approval of members, and concurred with the aforesaid recommendation of Nomination and Remuneration Committee. Accordingly, as a matter of abundant caution and as an enabling measure, the Board approved that approval of the members be sought by way of a special resolution for payment of remuneration to him in the event of inadequacy or absence of profits in any financial year during the remaining tenure of his appointment, i.e., from May 24, 2026 to May 23, 2028.

The proposed remuneration is within the limits prescribed for payment by way of a special resolution under Section II of Part II of Schedule V of the Act. There is no other change in the terms of his appointment or remuneration. The Company has not defaulted in payment of dues to any bank/lenders or secured creditors. Accordingly, the approval of the members is sought pursuant to the applicable provisions of Section 197(3) read with Schedule V of the Act by passing of a special resolution.

As on the date of this Notice, Mr. Sapnesh Kumar Lalla holds 1,800,000 stock options (including both vested and unvested options that are yet to be exercised) under the Company's Employee Stock Option Plans. This includes 1,000,000 stock options granted under the Company's Employee Stock Option Plan 2023-0, pursuant to the Composite Scheme of Arrangement with NIIT Limited. In the past, stock options were granted to him at the applicable market price on the respective dates of grant.

The Company's Employee Stock Option Plan 2024 provides that:

- the maximum number of Options under the Plan that may be granted to any employee in a financial year shall be less than 1% of the Company's issued share capital as on the date of grant, unless specific prior shareholder approval is obtained; and
- the total number of Options under the Plan that may be granted to any one employee shall be less than 1,440,000 Options.

Mr. Sapnesh Kumar Lalla is also Director & Chief Executive of NIIT (USA), Inc., a wholly owned subsidiary of the Company. He draws remuneration from there which is currently $797,667 per annum (subject to changes post-performance reviews and decided by their Board). In terms of the provisions of Section 203(3) of the Act, whole-time key managerial personnel (KMP) of the Company can hold office in its subsidiary at the same time. His brother is one of the directors on the Board of NIIT(USA), Inc.

The appointment of Mr. Sapnesh Kumar Lalla was also approved by the Central Government (approval received on January 15, 2024) in accordance with the provisions of Part I of Schedule V to the Act, as he is citizen of USA.

Information about Mr. Sapnesh Kumar Lalla, as required under Section II of Part II of Schedule V of the Act:

<table>
<tr><td>Past remuneration</td><td>
<table>
<tr><th>Financial year</th><th>Amount in Rs. Million**</th></tr>
<tr><td>2025-26</td><td>20.11</td></tr>
<tr><td>2024-25</td><td>18.51</td></tr>
<tr><td>2023-24*</td><td>14.23</td></tr>
</table>
* remuneration for part of the financial year, after appointment
** Include provisions made for Performance-Linked Bonus, paid/to be paid; Exclude perquisite value of stock options exercised during the financial year.
</td></tr>
<tr><td>Recognition or Awards</td><td>Under his leadership, the Company has received numerous awards and recognitions from customers and industry bodies over the years, reflecting its commitment to excellence, innovation, and customer success. Some of the notable accolades received by the Company are highlighted below:
• Brandon Hall Awards in various categories with customers,
• CLO Learning in Practice Awards in various categories with customers,
• Recognized by Learning and Performance Institute as Accredited Learning Provider,
• Continued to be Ranked among top 20 companies by TrainingIndustry.com for different categories such as for learning, content development and training, and also ranked in Top 20 AI Coaching & Learner Support Tools Companies and Top 20 AI Content Creation & Authoring Tools Companies for the first year;
• Strategic Leader in FOSWAY 9-Grid™ for Digital Learning, 2026;
• EMEA Training Partner of the Year by Visier, 2026;
• Leader in the Nelson Hall NEAT for Learning Services, 2025;
• APJ Training Partner of the Year by Databricks, 2025;
• Highly commended in Training Initiative of the Year Jointly with Unilever at the British Training Awards, 2025
He has also featured as an Industry expert in number of panel discussions at business TV channels, industry seminars and magazines.</td></tr>
</table>

Job profile and his suitability	Mr. Lalla's extensive experience, deep industry knowledge, and proven leadership have been instrumental in steering the Company successfully through its transition post demerger. Under his leadership, the Company has achieved sustained growth, both organically and inorganically, while effectively adapting to rapid technological advancements, including developments in the evolving AI landscape. He has played a pivotal role in expanding the Company's global footprint and strengthening its market position. Mr. Lalla's leadership is critical in positioning the Company to effectively serve its global clientele by ensuring the presence of the company across key markets. His ability to align the Company's strategic objectives with customer requirements, particularly in high-growth geographies, will be instrumental in driving long-term success. His insights and experience play a key role in ensuring that the management team remains well-equipped to execute the Company's strategic vision and effectively navigate future challenges. He is responsible for providing regular updates on key business and strategic initiatives, enabling seamless communication between management and the Board, and ensuring alignment of execution priorities with the Board's directives. Coupled with his experience, execution capabilities, and ability to navigate complex business environments, he is best suited for the role and responsibilities.
Remuneration Proposed Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The present proposal is for payment of remuneration to Mr. Lalla, in the event of absence or inadequacy of profits during the remaining tenure of his appointment, in accordance with the provisions of Section 197 read with Schedule V of the Act. The proposed remuneration remains in line with the aforesaid earlier approval of the Members, i.e., up to Rs. 30 million per annum as total compensation (excluding leave and the perquisite value of stock options). The proposed remuneration was benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Nomination and Remuneration Committee of the Company and Board of Directors at their meeting.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Mr. Sapnesh Kumar Lalla has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings/ stock options in the Company.
Other Information	The other Information as required under Section II of Part II of Schedule V of the Act is provided in Annexure - II of this Notice.

Except Mr. Sapnesh Kumar Lalla and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise except to the extent of their shareholding in the company, in the special resolution set out at Item No. 8 of this Notice.

The Board recommends the Special Resolution for approval of the members, as set out at Item no. 8 of this Notice.

ITEM NO. 9

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of inadequate or absence of profits on the basis of limits provided in Schedule V of the Act, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution. The profitability of the Company for the purpose of managerial remuneration is computed on the basis of standalone financial statements in accordance with Section 198 of the Act.

Further, in terms of Regulation 17(6) of the Listing Regulations, all fees and compensation payable to non-executive directors (including independent directors) require approval of the members. The approval of members by special resolution shall be required every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The Company has an optimal Board composition comprising Executive and Non-Executive Directors, including Independent Directors, who bring diverse expertise, experience and independent judgment to the Board's deliberations. Considering the significant roles, responsibilities and time commitment of the Non-Executive Directors, as well as the valuable professional guidance and strategic inputs provided by them, it is considered appropriate to remunerate them suitably which shall be in compliance of the provisions of Section 197 read with Schedule V of the Act. Such remuneration shall be distributed among the non-executive directors in such manner as may be determined by the Board of Directors (or its authorised Committee) from time to time and may be paid monthly, annually or partly in each manner, as may be decided, subject to requisite approvals.

The approval of the members of the Company was obtained, by passing of an ordinary resolution through postal ballot on August 2, 2023, for payment of following remuneration to Non-Executive Directors for a period of five financial years in case of adequate profits and for a period of three financial years in the event of inadequacy or absence of profits, commencing from April 1, 2023:

(i) payment to all Non-Executive Directors, in the aggregate, of an amount not exceeding 1% per annum of the net profits of the Company, in the event of adequate profits; and

(ii) payment up to Rs. 24,00,000 per annum per non-executive director, in the event of inadequacy or absence of profits

The aforesaid approval, in respect of payment of remuneration in the event of absence or inadequacy of profits for the said period of three financial years, expired upon completion of the financial year ended March 31, 2026.

Based on the Company's Effective Capital as per defined criteria in Schedule V (being more than Rs. 270 crores) as at March 31, 2026, the Company can pay annually upto Rs. 24 lac per non-executive director, in the event of absence or inadequate profits in any financial year, with the approval of member by passing an ordinary resolution. The sitting fees payable to non-executive directors are excluded from the limits prescribed under the Act.

Considering the above, the Nomination and Remuneration Committee at its meeting held on June 17, 2026 deliberated and recommended that as a matter of abundant caution and in furtherance of prudent corporate governance, and considering the Company's global operations, evolving business environment, potential disruptions arising from technological advancements including the impact of artificial intelligence (AI) in traditional learning services, as well as prevailing macroeconomic and pricing pressures, it is appropriate to make provision for a contingency in the unlikely event when the Company's profits on standalone basis (computed in accordance with the applicable provisions of the Act) may become inadequate or insufficient in any financial year. Accordingly, the Committee recommended that approval of the members be sought for two financial years, on terms consistent with the erstwhile approval, as set out above.

The actual remuneration payable to non-executive directors for any financial year shall be determined by the Nomination & Remuneration Committee and the Board of Directors within the aforesaid limits, after considering, inter alia:

- the overall performance of the Company;
- attendance and participation of the directors at Board and Committee meetings, including chairmanship of committees; and
- the net profits of the Company, subject to the limits prescribed under Section 197 and Schedule V of the Act.

Approval of members by special resolution shall be obtained for such financial year in which the remuneration payable to a single non-executive director exceeds 50% of the total annual remuneration payable to all non-executive directors.

Brief profiles of the non-executive directors are available on the Company's website at www.niitmts.com .

The other Information as required under Section II of Part II of Schedule V of the Act is provided in Annexure - II of this Notice.

All the Non-Executive Directors or their relatives may be deemed to be concerned or interested in this resolution to the extent of remuneration which may be paid to them. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 9 of this Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at item no. 9 of this Notice.

ANNEXURE I

Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2')

Particulars/Name	Mr. Rajendra Singh Pawar	Mr. Vijay Kumar Thadani
Age	75 years	75 years
Date of first appointment on the Board	May 24, 2023	March 14, 2016
Background, Expertise and Qualification	Mr. Rajendra Singh Pawar is Non-Executive Chairman of the Company. He is also the Co-founder and Executive Chairman of NIIT Limited, a leading Global Talent Development Company, and the Co-founder of not-for-profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. For over four decades, Mr. Pawar has been at the forefront of India's technology and education landscape. Under his leadership, NIIT helped build the skilled talent that powered the growth of India's IT industry, making technology education accessible to millions and contributing significantly to the country's emergence as a global technology powerhouse. Today, his focus extends to reimagining higher education through NIIT University, an institution designed to prepare graduates for a rapidly evolving world. He is also member of Governing body of not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society. An alumnus of the Indian Institute of Technology Delhi, Mr. Pawar received his early education in Jammu before attending The Scindia School, Gwalior. In recognition of his outstanding contribution to the growth of India's IT and education sectors, he was conferred the Padma Bhushan, one of India's prestigious civilian honours, by the President of India in 2011. Mr. Pawar has played an influential role in shaping India's technology, skills and innovation ecosystem. He served as Chairman of the NASSCOM and later chaired its Cyber Security Task Force, constituted in response to Prime Minister Narendra Modi's vision of positioning India as a global hub for cybersecurity products and services. He also served as Chairman of the Board of the Data Security Council of India from 2019 to 2023. His public service includes being a member of Prime Minister Atal Bihari Vajpayee's National Task Force (1998), constituted to develop India into an IT superpower, and serving on Prime Minister's National Council on Skill Development (2009–2014). He has also served as Vice-Chairman of the National Council of Applied Economic Research and as President of the Manufacturers' Association for Information Technology (MAIT), where he played an important role in shaping India's IT policy landscape. Beyond India, Mr. Pawar championed NIIT's participation in a landmark India–Bhutan human capacity-building initiative launched in 2010, aimed at equipping over a quarter of Bhutan's population with digital and ICT skills as the country transitioned towards a modern knowledge society. His contributions have been recognised through numerous honours, including the Distinguished Alumnus Award from IIT Delhi, the Ernst & Young Master Entrepreneur of the Year Award, the Dataquest IT Man of the Year Award, the Dataquest Lifetime Achievement ICT Award, and the FICCI Lifetime Achievement Award for Education. Mr. Pawar serves on the Boards of the Indian School of Business and The Scindia School, and has previously served on the Boards of IIT Delhi, IIM Bangalore, IIM Udaipur and the founding Board of Shri Mata Vaishno Devi University, Jammu. He is a Fellow of the Computer Society of India, a Distinguished Fellow of the Institution of Electronics and Telecommunication Engineers, and a Fellow of the Indian National Academy of Engineering.	Mr. Vijay Kumar Thadani is Vice Chairman and Managing Director of the Company. He is also the Co-founder and Vice Chairman & Managing Director of NIIT Limited, a leading Global Talent Development Company. In addition, he is the Co-founder of the not-for-profit NIIT University, established with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is also member of Governing body of not-for-profit NIIT Foundation, which addresses the skilling and livelihood needs of youth from the underserved segments of the society. In the past, he served as President of the Indian IT industry association, MAIT and as Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India. As an active member of CII, he served as the Chairman of CII Northern Region as also chaired CII's National Committee on Higher Education. In addition, he served as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad, Chairman of the Board of Governors of MN National Institute of Technology, Allahabad, Chairman of All India Board of Technician Education constituted by AICTE and as a member of the Board of Governors of Indian Institute of Technology (IIT), Delhi. He served on the Governing Council of All India Management Association (AIMA) and as a member of Board of Governors of Management & Entrepreneurship and Professional Skills Council (MEPSC). He Co-chairs the CII Centre for Digital Transformation. Mr. Thadani also serves as an Independent Director on the Board of Triveni Turbine Limited. He has received the recognition of 'Distinguished Alumnus" from his alma mater, the premier Indian Institute of Technology (IIT), Delhi. He has also received Bank of India award for Excellence in Management. In addition, he was honoured with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China. He graduated in engineering from the Indian Institute of Technology (IIT), Delhi.

Particulars/Name	Mr. Rajendra Singh Pawar	Mr. Vijay Kumar Thadani
Number of Equity Shares held in the Company including shareholding as beneficial owner	524,845 equity shares* (Including 155,000 shares as first holder with spouse and 369,845 shares as second holder with spouse)	158,527 Equity Shares** (including 155,000 shares as first holder with spouse and 3,527 shares as second holder with spouse)
Relationship with other Directors, Manager and other Key Managerial Personnel	None	Ms. Leher Vijay Thadani, Non-Executive, Non-Independent Director – Daughter
Terms and conditions of appointment or re-appointment and remuneration to be paid	Appointment as proposed in the resolution; Payment of sitting fee/commission as applicable for non-executive directors, and remuneration as approved by the shareholders at the AGM held on September 24, 2025 by special resolution.	Retiring by rotation; Payment of Remuneration as approved by the shareholders
No. of Board Meetings attended during the financial year 2025-26	Held: 8 Attended: 8	Held: 8 Attended: 8
Directorships of other Boards as on date of the Notice	o NIIT Limited o Pace Industries Private Limited o IT Infrastructure Development Corporation Private Limited o NIIT Education Services o Indian School of Business	o NIIT Limited o Triveni Turbine Limited o iamneo Edutech Private Limited o NIIT (USA), Inc. USA o NIIT Limited, U.K o NIIT (Ireland) Limited o NIIT Learning Solutions (Canada) Limited o Eagle Training, Spain S.L.U o Stackroute Learning Inc., USA o St. Charles Consulting Group LLC, USA o NIIT Mexico, S. DE R.L. DE C.V., Mexico o NIIT Brazil LTDA, Brazil o Sweetrush, Inc o 3-102-812005 Sociedad de Responsabilidad Limitada o Global Solutions Private Limited o RPS Consulting Private Limited (in process of merger with NIIT Limited, NCLT order received) o NIIT Institute of Finance Banking and Insurance Training Limited (in process of merger with NIIT Limited, NCLT order received)
Membership / Chairmanship of Committees of other companies as on date of the Notice	NIIT Limited o Nomination and Remuneration Committee- Member o Corporate Social Responsibility Committee – Member	NIIT Limited o Audit Committee- Member o Stakeholders Relationship Committee- Member o Corporate Social Responsibility Committee- Member o Risk Management Committee – Member o Share Allotment Committee - Member Triveni Turbine Limited o Nomination & Remuneration Committee – Chairman
Remuneration last drawn (for financial year 2025-26)	Rs. 5,919,992 (Detail is furnished in the Corporate Governance Report)	Rs. 34,746,734 (Detail is furnished in the Corporate Governance Report)

Particulars/Name	Mr. Rajendra Singh Pawar	Mr. Vijay Kumar Thadani
List of core skills/ expertise/ competencies identified by the Board and those actually available: Leadership - 1 Board Experience & Governance Oversight – 2 Financial Expertise - 3 Global Business - 4 Technology/Talent Development Industry Experience - 5 Sales, Marketing & Customer Service - 6 Innovation & Entrepreneurship - 7 Merger and Acquisitions - 8 Legal, Risk & Compliance - 9	1-9	1-9

*does not include 22,601,938 equity shares held by Mr. Rajendra Singh Pawar, as a Trustee of Pawar Family Trust
**does not include 23,150,523 equity shares held by Mr. Vijay Kumar Thadani, as a Trustee of Thadani Family Trust

By Order of the Board
For NIIT Learning Systems Limited

Deepak Bansal
Company Secretary
Membership No. ACS 11579

Place: Gurugram
Date : June 17, 2026

Annexure II

Pursuant to the provisions of Section 197 of the Act, the remuneration payable to any one managing director or whole-time director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than such director then the remuneration to them shall not exceed 10% of such profits. It also provides that the remuneration payable to directors (other than managing directors or whole-time directors i.e. executive directors) shall not exceed, (a) 1% of the net profits of the company, if there is a executive director or manager; (b) 3% of the net profits in any other case. It also provides that a company with the approval of the members by a special resolution can pay remuneration in excess of all or any of these limits.

The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors, calculated as per the provisions of Section 198 of the Act.

Further, in case of loss or inadequacy of profits calculated as per Section 198 of the Act, a company may pay remuneration as per applicable limits/slab prescribed under Schedule V of the Act based on its effective capital, subject to members approval (by Ordinary or Special Resolution, as applicable), which would be valid for a period of three years.

Based on the Company's Effective Capital as per defined criteria in Schedule V (being more than Rs. 270 crores) as at March 31, 2026, the Company can pay annually in the slab of Rs. 1.20 crore plus 0.01% of the effective capital in excess of Rs. 250 crores per Whole-time director and Rs. 24 lac per non-executive director, in the event of inadequate profits or no profits in a financial year, with the approval of member by passing an ordinary resolution. The Company can pay more than these limits with the approval of members by passing special resolution.

The approval of members of the Company is sought for payment in the event of absence or inadequacy of profits in any financial year (i) by passing of special resolutions for payment of remuneration to Mr. Vijay Kumar Thadani and Mr. Sapnesh Kumar Lalla and (ii) by passing of ordinary resolution, for payment of remuneration to non-executive directors, as mentioned in the respective items.

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 7,8 & 9:

GENERAL INFORMATION

Table A

<table>
<tr><th>Nature of Industry</th><th>Information Technology Services</th></tr>
<tr><td>Date or expected date of commencement of commercial Production</td><td>Not Applicable
(The Company is an existing company)</td></tr>
<tr><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>Financial performance based on given indicators (Standalone)</td><td><table>
<tr><th>Particulars</th><th colspan="3">Amount in Rs./Million</th></tr>
<tr><td>Financial Year</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr>
<tr><td>Total Income</td><td>6,536.03</td><td>5,957.70</td><td>4,966.44</td></tr>
<tr><td>Profit/(Loss) for the year</td><td>1,046.27</td><td>1,287.30</td><td>1,020.74</td></tr>
</table></td></tr>
<tr><td>Financial performance based on given indicators (Consolidated)</td><td><table>
<tr><th>Particulars</th><th colspan="3">Amount in Rs./Million</th></tr>
<tr><td>Financial Year</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr>
<tr><td>Total Income</td><td>19,879.39</td><td>16,981.76</td><td>15,854.54</td></tr>
<tr><td>Profit/(Loss) for the year</td><td>2,477.23</td><td>2,275.00</td><td>2,132.42</td></tr>
</table></td></tr>
</table>

Foreign investments or Collaborators, if any	The Company operates in India and overseas through its wholly owned subsidiaries and step-down subsidiaries, enabling it to effectively serve customers across key global markets. The details of these subsidiaries are provided below: Direct Subsidiaries: • NIIT (USA) Inc., USA • NIIT Limited, U.K. • NIIT (Ireland) Limited, Ireland • NIIT Malaysia Sdn. Bhd., Malaysia • NIIT West Africa Limited, West Africa Step-down Subsidiaries: • 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 • Sweetrush, Inc • 3-102-812005 Sociedad de Responsabilidad Limitada • NIIT Learning Solutions (Canada) Limited, Canada • MST Investment Holding GmbH • MST Holding GmbH • MST Group GmbH • MST Shanghai Co. Ltd. The Company being a listed company, has Foreign Institutional Investors, Foreign Nationals, Non-Resident Indian and Foreign Companies as its shareholders. Further, the Company has not entered into any foreign collaboration.

OTHER INFORMATION

Managerial remuneration in the event of loss or inadequate profits:

On August 2, 2023, the Members approved, through a Postal Ballot, the appointment and remuneration of the Executive Director by way of a Special Resolution. The approval included remuneration payable in the event of inadequacy or absence of profits, in accordance with Schedule V of the Act. Through the same Postal Ballot, the Members also approved, by way of an Ordinary Resolution, the payment of remuneration to Non-Executive Directors, both in situations where the Company has adequate profits and where profits are inadequate or absent.

The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 197 & 198 of the Act. The members may note that financial performance is indicated in Table A in Annexure-II on a consolidated basis and on standalone basis for past three financial years for reference, which recorded growth in revenue as well as profitability in both standalone and consolidated financials.

While the Company has consistently had adequate standalone profits for the purpose of managerial remuneration in the past, the approval previously granted by the Members to enable payment of remuneration in the event of absence or inadequacy of profits expired on May 23, 2026. As a matter of prudent corporate governance and considering the Company's global operations and prevailing market conditions, approval is being sought to enable payment of remuneration in the unlikely event of inadequate or absence of profits (as computed under Section 198 of the Act) during the remaining tenure of appointment. The proposed remuneration remains unchanged and is within the limits prescribed under Schedule V of the Act. No other terms of appointment or remuneration are being modified.

Steps taken or proposed to be taken for improvement:

FY26 was a year of strong performance, with the Company delivering 18% year-on-year revenue growth (11% in constant currency terms), supported by new customer additions, growth in existing accounts, strong contract renewals, and contributions from strategic acquisitions. The Company continues to focus on accelerating growth through customer acquisition, expansion of existing client relationships, successful integration of strategic acquisitions, and sustained investments in sales, marketing, GenAI, and digital capabilities. The Company remains committed to enhancing customer value, operational efficiency, and long-term competitiveness.

Expected increase in productivity and profits in measurable terms:

The Company expects continued growth from recently acquired and existing customers, cross-selling opportunities, acquisition synergies, and strong renewal rates. Investments in AI, automation, and process improvements are expected to enhance productivity, improve learning outcomes, and support sustained revenue growth and profitability over the medium to long term.

DISCLOSURES

Please refer Explanatory Statement to this Notice for the details required to be given under this head. Further, the same information shall be disclosed as per the requirements of Schedule V of the Act, as applicable.